

**GREENVILLE SYMPHONY ASSOCIATION
AMENDED AND RESTATED
BYLAWS**

**ARTICLE I
NAME, PURPOSE, PLACE OF BUSINESS**

Section 1. Name. The name of the organization shall be the Greenville Symphony Association, which is a non-profit corporation.

Section 2. Purpose. The mission statement of this Association is:

The Greenville Symphony Association is dedicated to providing educational and cultural opportunities for the citizens of Greenville and surrounding communities through the presentation of live orchestral music.

In accordance with the mission statement, the Association's purposes are:

- A. To develop and maintain a high quality regional symphonic orchestra based in Greenville, South Carolina.
- B. To encourage in Greenville, South Carolina, and its surrounding area, an interest in symphonic music.
- C. To improve the educational and cultural development of the extended Greenville community through musical performances and to promote music education.
- D. To accept, receive and use gifts, contributions, bequests and devises for the promotion of any of the foregoing purposes, and other purposes set forth in the Articles of Incorporation as amended.

Section 3. Place of Business. The principal place of business of the Association shall be 200 South Main Street, Greenville, SC 29601 or such other place as the Board may determine.

Section 4. Fiscal Year. The fiscal year of the Association shall be June 1 through May 31.

**ARTICLE II
MEMBERSHIP**

Section 1. Members.

The Members of the Association (the "Members") shall be entitled to vote for Directors or on any other matter required by law to be voted on by the Members at the annual meeting or any special meeting called for those purposes.

The following shall be Members of the Association:

- a. those donors who have donated to the Association's Encore Society at a level as determined by the Board of Directors from time to time or higher level or at an equivalent cash amount to other Association sponsorships during the twelve (12) months prior to the end of the fiscal year for which any Annual Meeting or special meeting is called,
- b. present Members of the Board of Directors; and,
- c. those other donors who have donated an aggregate amount to the Greenville Symphony Endowment Fund, Inc. as determined by the Board of Directors from time to time

For purposes of the foregoing, the following rules shall apply:

- a. Donors who contribute at the specified level shall have one vote

- b. Corporate entities (including without limitation corporations, foundations and partnerships) which contribute at the specified levels shall have one vote which shall be cast by an individual designated by the entity. Such individual may also vote in an individual capacity if qualified.
- c. Proxy voting is not allowed

Section 2. Annual Meeting. The annual meeting of the Members of the Association for the election of Members of the Board and for the transaction of any other business shall be held within 60 days of the end of each fiscal year. All Members are eligible to attend such annual meeting and all Members are eligible to vote at such meeting. The Board of Directors shall call said meeting at least 30 days prior to the date set therefore. All Members of the Association in good standing shall be notified of the time and place, either by email, mail or notice on the Association website at least seven days prior to the date set for such meeting. The annual meeting of Members shall be held at such place as shall be determined by the Board of Directors.

Section 3. Nominations. A Nominating and Governance Committee as set forth in Article VI will nominate Members for the Board of Directors. In addition, any five (5) Members wishing to nominate individuals for board membership may do so by delivering those names in writing to the Executive Director (or the Board President's designee) at the Association office with (i) a nomination sheet signed by at least five (5) Members confirming such nomination, and (ii) a document signed by the nominated individual confirming acceptance of such nomination at least 90 days prior to the end of the fiscal year. The individuals nominated by the Nominating and Governance Committee together with the names of any other individuals duly nominated for the Board of Directors shall be distributed to the Association Members at least seven (7) days prior to the Annual Meeting. In the event of more nominated persons than vacancies, there shall be a single ballot and the vacancies will be filled sequentially from the persons receiving the most votes. Cumulative voting is prohibited.

Section 4. Special Meetings. Special meetings of the Members of the Association may be called at any time by the President or by majority vote of the Board of Directors. Notice of a special meeting shall be given to the Members of the Association either by email, mail or on the Association website at least seven days prior to the date set for such meeting and shall state the purpose or purposes for which the meeting is called, the place of the meeting and the time it shall convene. Any special meeting of Members shall be held at such place as shall be determined by the President or the Board, according to whichever called the special meeting, provided, however, that such meeting shall take place within Greenville County, South Carolina.

Section 5. Quorum. The members actually present at any annual or special meeting shall constitute a quorum.

ARTICLE III DIRECTORS

Section 1. Elected Board of Directors.

- a. The affairs of the Association shall be managed under the direction of a Board of Directors.
- b. In addition to the Directors appointed annually as set forth in Section 2 below, approximately one third (1/3) of the remaining Members of the Board shall be elected at each annual meeting of the Association by the Members and shall hold office for a period of three (3) years. Including appointed Directors as set forth in Section 2 below, the Board shall consist of not less than twenty (20) Directors nor more than forty (40) Directors, as determined from time to time by the Board. The commencement of the fiscal year of the Association is the beginning of the term of office for Board Members and Officers of the Association.

c. No Director (other than a Director appointed pursuant to Section 2 below and except as provided in paragraph (d) below) may serve more than two consecutive terms (excluding the completion of an unexpired term), although after an absence of one year from the Board, an individual may, if nominated and elected, serve again. There is no limit to the number of terms an individual may serve, but (except for a Director appointed pursuant to Section 2 below and except as provided in paragraph (d) below) there must be at least a one-year break in Board service every six years.

d. If a Director is the duly elected Vice President for the last year of his or her second consecutive three-year term, then, notwithstanding the provisions of paragraph (c) of this Section 1, he or she may be elected as a Director for a third consecutive 3-year term.

Section 2. Appointed Directors. In addition to the Directors elected pursuant to Section 1 of this Article, the Board shall appoint annually the following to serve as Directors for a period of one (1) year:

- a. Such member(s) from any organization that the Board determines should be represented on the Board.
- b. Four members of the Orchestra selected by the Orchestra Committee, including one who will serve on the Executive Committee.

In addition, the two immediate presidents of the Association shall continue to serve as ex-officio members (without vote) of the Board of Directors upon the expiration of their elected term..

Section 3. Quorum. At all meetings of the Board the lesser of one-half of the currently serving directors or 15 Members of the Board of Directors shall constitute a quorum.

Section 4. Vacancies. The Board of Directors shall have the power to fill any vacancy in the Board of Directors and such appointee shall then immediately serve for the remainder of the vacant term. For purposes of clarification, if a Director is appointed by the Board of Directors to fill a vacancy, then, notwithstanding the provisions of paragraph 1.(c), he or she may be elected as a Director for a third consecutive three-year term (i.e., the period served through filling a vacancy is not considered a full term).

Section 5. Powers. The Board of Directors shall be vested with any and all powers and privileges granted to the Association provided the Board of Directors shall have exclusive authority to:

- a. Elect or remove the Officers of the Association.
- b. Approve the selection or removal of the Music Director or the Executive Director.
- c. Approve the annual budget.

Section 6. Meetings. The date and place for regular meetings of the Board of Directors shall be set in advance for no more than one year by the Board on the recommendation of the President; provided, further, that the President or one-third of the currently serving Directors shall have the authority to call special meetings of the Board on at least seven (7) days notice. Emergency meetings may be called, when needed, by the President with as much advance notice as may be reasonable in the circumstances. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 7. Removal of Board Member. The Board of Directors may remove a Director if a majority of the Board then in office determines that the Director has failed to fulfill his or her responsibilities as a Director or has failed to support the Association. Specific Board Expectations will be determined from time to time by the

Board of Directors. The Board may remove a Director only at a Board meeting called with prior notice that the purpose, or one of the purposes, of the meeting is to consider the removal of the Director.

Section 8. Salaries. The Members of the Board of Directors shall not receive any stated salary for their services to the Board but may be reimbursed for expenses incurred while engaged in the business of the Association. Such reimbursement shall be made only on the express authorization of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

ARTICLE IV OFFICERS

Section 1. Officers. The officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer. All shall be elected for a one-year term commencing with the beginning of the Association's fiscal year or until their successors are elected and qualify, and any of these officers may be elected annually to serve successive one-year terms not to exceed three consecutive years, except as may be determined necessary and appropriate by the Board.

Section 2. Election. The said officers shall be elected by an affirmative vote of a majority of the Board of Directors present at a duly constituted meeting of the Board held during the month of April, May or June or at any special Board meeting called for that purpose.

Section 3. Vacancies. Except with the provisions of Section 5, any vacancy in an office may be filled by the affirmative vote of a majority of the Board of Directors present at any duly constituted regular meeting or any special meeting called for that purpose.

Section 4. President. The President shall preside over all meetings of the Association and Board of Directors; shall sign on behalf of the Association all instruments required by law and custom to contain the President's signature; shall be responsible for the execution of all orders of the Board of Directors; and shall be an ex-officio member of all committees. The Executive Director shall, after consultation with the President, establish the compensation of each employee of the Association, other than the Executive Director and Music Director, subject to the limitations in the overall budget approved by the Board.

Section 5. Vice President. At the request of the President, or in the event of his or her absence or disability, the Vice President shall perform the duties of the President; and to the extent authorized by law the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him or her by the Board of Directors. The Vice President shall succeed to the Presidency when the office of the President has been vacated for any reason.

Section 6. Secretary. The Secretary shall keep a record of the proceedings of the Association and the Board of Directors and shall countersign, at the option of the President, all instruments requiring the signature of the President.

Section 7. Treasurer. The Treasurer shall monitor the accounting policies and procedures to be followed by the Executive Director; ensure that funds of the Association are disbursed in accordance with the annual budget; shall make periodic financial reports at meetings of the Board of Directors and at the Annual Meeting, or when requested to do so by the Board of Directors or the President. The Treasurer shall perform such other duties and have such other authority as the Board of Directors may from time to time prescribe.

ARTICLE V EXECUTIVE DIRECTOR AND MUSIC DIRECTOR

Section 1. Executive Director. The Executive Director shall be selected or removed by the Board of Directors. The Executive Director shall supervise and direct the affairs of the Association subject to the approval of the Board of Directors or of the Executive Committee; shall serve as the custodian of the Bylaws of the Association, and of deeds, notes, mortgages, contracts and other instruments to which the Association is a party; and shall perform such other duties as may be assigned subject to the approval of the Board or Executive Committee. The Executive Director shall perform such other duties as may be assigned from time to time.

Section 2. Music Director. The Music Director shall be selected or removed by the Board of Directors. In collaboration with the Executive Director, the Music Director shall supervise and direct the artistic affairs of the Corporation subject to the approval of the Board of Directors or of the Executive Committee and shall perform such other duties as may be assigned from time to time to the Music Director, subject to the approval of the Board or Executive Committee.

ARTICLE VI COMMITTEES

Section 1. Executive Committee. The Executive Committee shall be composed of the elected officers of the Association, no more than three other members of the Board of Directors appointed by the President, and one member of the Orchestra selected by the Orchestra Committee pursuant to Article III, § 2(b) and appointed by the President. The Executive Committee shall be authorized to act for the Association between Board meetings and shall be convened as often as necessary by the President who shall preside at such meetings. The Executive Committee shall establish the compensation of the Executive Director and the Music Director subject to approval of the Board of Directors. The Executive Committee shall have such other authority as is granted to it by the Board. The immediate past President of the Association may, at the invitation of the President, attend meetings of the Executive Committee (without a vote and not as a member), if such past president is not a Member of the Executive Committee pursuant to the foregoing provisions of this Section 1.

Section 2. Nominating and Governance Committee. The President, with the approval of the Executive Committee, shall appoint the Nominating and Governance Committee of two former Presidents of the Association, the current President, one former Board member of the Association, and up to three other Members from the Board of Directors. The Committee shall:

- a. Nominate one person for each vacant Officer office and report this slate of Officers to the Board of Directors not later than seven days prior to the Board meeting at which the officers are to be elected.
- b. Nominate one person for each vacancy on the Board of Directors and report these nominations to the Members at least seven days prior to the annual meeting. The slate of proposed Directors shall be distributed to the Association Members at least seven days prior to the annual meeting.
- c. Recommend to the Board and oversee sound governance practices such as the size of the Board, Board meeting frequency and content, Board and Director evaluations, attributes of an effective Board Member, types of committees, committee accountabilities to the Board (e.g., charters and minutes), and conflicts of interest.

Section 3. Finance Committee. The Treasurer will serve as chair of this committee. The President, in consultation with the Treasurer, will appoint the Members of this committee. The committee will oversee the finances of the Association, review its budget, establish financial procedures for the prudent operation of the

organization, determine and monitor the relationship with the Association's independent auditor, review the Association's annual audited financial statements prior to their presentation to the Board, monitor any funds of the Association, and have such other authority as is granted to the committee by the Board.

Section 4. Other Committees. The President may appoint committees to assist in policy development and oversight related to the Association's responsibilities, or to assist the Executive Director or Music Director in fulfillment of his or her duties. The President will appoint chairpersons and make committee appointments in consultation with the appropriate chairperson.

ARTICLE VII CONFLICTS OF INTEREST

Section 1. Directors. Any member of the Board of Directors who may be involved in a business transaction with the Association in which there is a conflict of interest shall promptly notify the President. The transaction should be authorized, approved or ratified by the Board of Directors or the Executive Committee, as determined by the President. The Director with the conflict of interest, or the President in that Director's absence, shall disclose the conflict of interest to the Board of Directors or the Executive Committee, as applicable, before any vote on the transaction and such disclosure shall be recorded in the minutes of the Board or Executive Committee meeting at which it is made. Such disclosure shall include the material facts of the transaction and the Director's financial interest in the transaction. The Director with the conflict of interest shall refrain from voting on any such transaction. Any business transaction of the Association that involves a conflict of interest with a Member of the Board of Directors shall have terms that are at least as fair and reasonable to the Association as those that would otherwise be available to the Association if it were dealing with an unrelated party. Each Director will annually execute an acknowledgement of this obligation and a disclosure of any conflict of interest.

Section 2. Executive Director or Music Director. If the Executive Director or the Music Director desires to be involved in a business transaction with the Association in which there is a conflict of interest, he or she shall promptly notify the President. The President, after receiving such information, shall take such action as is necessary to assure that the transaction is handled in the best interest of the Association without the substantive involvement on behalf of the Association of the person who has the conflict of interest. To the extent practicable, a written record of the means by which the conflict of interest was avoided shall be kept by the President.

Section 3. Definition of conflict of interest. An individual has a conflict of interest with respect to a business transaction if the individual has a direct or indirect financial interest in the transaction. An individual has an indirect financial interest in a business transaction if (a) a Member of his or her household has a financial interest in the transaction, (b) another entity in which the individual (or Member of his or her household) has a material financial interest is a party to the transaction or (c) another entity of which the individual is an officer (or has a comparable position) is a party to the transaction.

Section 4. Excluded Transactions. Notwithstanding any other provision of this Article VII, the requirements of this Article VII do not apply to the acquisition of tickets by a Director or the Executive Director or Music Director (or affiliated individual or entity) in accordance with any policy adopted by the Board or the Executive Committee or on the same terms as are generally available to Members of the public in the ordinary course of the Association's business.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification of Directors. The Association shall indemnify any individual who is or was a Director and made a party to a proceeding because he or she is or was a Director or Officer of the Association against liability incurred in, or in connection with, the proceeding to the fullest extent permitted by law.

Section 2. Advance Expenses for Directors. The Association shall pay for or reimburse the reasonable expenses incurred by an individual described in Section 1 who is a party to a proceeding in advance of final disposition of the proceeding to the fullest extent permitted by law.

Section 3. Indemnification of Officers. The Board of Directors may indemnify and advance expenses to any officer of the Association, who is not a Director of the corporation, pursuant to §33-31-852 of the South Carolina Code (or any successor provision). Any such officer is entitled to apply for court-ordered indemnification under §33-31-854 of the South Carolina Code (or any successor provision) to the same extent as a Director.

ARTICLE IX AMENDMENTS

Amendments. These Bylaws may be amended by giving at least seven days written notice of the changes proposed and an affirmative vote of two-thirds (2/3) of those Members of the Board of Directors present at a duly constituted meeting of the Board of Directors, or by a two-thirds (2/3) vote of the eligible Members of the Association present at any annual or special meeting of eligible members. Anything herein to the contrary notwithstanding, no change shall be made in these Bylaws which will affect the exempt status of the organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X PARLIAMENTARY PROCEDURE

Governing Rules. In order to promote fair and effective meetings, unless otherwise specified in these Bylaws, the latest edition of Robert's Rules of Order shall be the general standard for facilitating meetings, discussions, and group decision-making.