

Revised January 15, 2013

**BY-LAWS**  
**OF**  
**CHATTANOOGA SYMPHONY AND OPERA ASSOCIATION**  
A Tennessee Not for Profit Corporation

ARTICLE 1  
**GENERAL PROVISIONS**

1.1 **State of Incorporation.** This corporation is incorporated under the laws of the State of Tennessee. Any reference to “this state” means the State of Tennessee and any reference to “the laws of the state” includes the Tennessee General Corporations Act.

1.2 **Gender and Number.** Any use of the masculine gender includes the feminine and neuter; and any use of the singular includes the plural, whenever such meanings are appropriate.

1.3 **Headings.** The headings appearing at the beginning of each Article and Section in these by-laws are intended only as an index and not to be construed to vary the meaning of the provisions to which they refer.

1.4 **Principal Office.** The principal office of the corporation shall be located in the City of Chattanooga, County of Hamilton, State of Tennessee. The Board of Directors of the corporation may change the location of the principal office of the corporation and may from time to time designate other offices within or without the state as the business of the corporation may require.

ARTICLE 2  
**MISSION**

The mission of the Chattanooga Symphony and Opera is to inspire, engage, and enrich the greater Chattanooga community through music and music education.

ARTICLE 3  
**BOARD OF DIRECTORS**

3.1 **General Powers.** The business and affairs of the corporation shall be approved by its Board of Directors. The number of elected members of the Board of Directors shall be not less than ten (10) or more than thirty five (35).

All nominees for the Board of Directors shall be approved by the then existing Board of Directors of the corporation and shall be elected at the annual meeting by majority vote or at such other times as the Board of Directors may elect. Except as set forth below, all members of the Board of Directors shall be elected for a term of three (3) years and be eligible for up to six (6) consecutive years of service, but may be re-elected for an additional term or terms under special circumstances as the Board of Directors may deem appropriate. The President and the

immediate past President of the corporation shall serve as members of the Board of Directors by virtue of office. At the annual meeting of the Board of Directors of the corporation, the CSO Orchestra and the Youth Orchestras each shall nominate up to three (3) people as representative members of the Board of Directors. Except for the Orchestra members, those persons shall serve as voting members of the Board of Directors shall be counted in determining if a quorum exists.

#### ARTICLE 4 MEETINGS

4.1 Annual Meeting. The annual meeting of the Board of Directors shall be held in the last month of the corporation's fiscal year, unless otherwise specified by the Board of Directors.

4.2 Regular and Special Meetings. The Board of Directors may set the frequency, time and location of regular meetings. Special meetings may be called by the President, the Secretary, or upon request by any three (3) members of the Board of Directors.

4.3 Notice of Meetings and Board of Directors. All meetings may be held upon notice sent by any usual means of communication, including facsimile, electronic mail, or other form of electronic communication not less than five (5) days before the meeting. Neither the business to be transacted nor the purpose of the meeting needs to be specified in any notice or waiver of notice, unless it is a special meeting.

4.4 Quorum and Vote. The presence of one-third (1/3) of the members of the Board of Directors shall constitute a quorum for the transaction of business. When a quorum is once present at a meeting, it is not broken by the subsequent withdrawal of any of those present. Except with respect to indemnification proceedings, common or interested members of the Board of Directors may always be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes, approves, or ratifies a transaction of the corporation. A meeting may be adjourned despite the absence of a quorum. Notice of an adjourned meeting need not be given if the following conditions are met: (a) the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken; and (b) the period of adjournment does not exceed thirty (30) days in any one adjournment. The vote of a majority of the members of the Board of Directors present at a meeting at which a quorum is present is the act of the Board of Directors, unless the vote of a greater number is specifically required by the charter of this corporation, these by-laws, or by the laws of this state. At any meeting of the Board of Directors every member of the Board of Directors having the right to vote, shall be entitled to vote in person or by proxy, via written or electronic proxy. Except as otherwise provided by these by-laws or the laws of this state, each member of the Board of Directors shall be entitled to one (1) vote.

4.5 Proxies. Every proxy must be executed in writing or via electronic mail by the member of the Board of Directors. No proxy shall be valid after the adjournment of the meeting at which such voting was needed unless a longer period is provided for in the proxy. Every proxy shall be revocable at the pleasure of the person executing it, or his legal representatives, unless the appointment form conspicuously states it is irrevocable and the appointment is coupled with an interest.

4.6 Meeting by Telephone. The Board of Directors may participate in a meeting by means of telephone conference or similar communication equipment by means of which all persons participating in the meeting can hear each other. Such participation constitutes presence in person at such meeting. Whenever a meeting described in this Section is held, all action taken at the meeting will be shown in the minutes of the meeting and furnished to all members of the Board of Directors.

4.7 Action by Consent of Board of Directors. Whenever the Board of Directors is required or permitted to take action by vote, such action may be taken without a meeting by either (a) written consent setting forth the action so taken, signed by the members of the Board of Directors holding not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members of the Board of Directors entitled to vote were present and voted; or (b) electronic mail as long as all members of the Board of Directors are sent an e-mail specifically describing the nature of the proposed action and the electronic responses are received from members of the Board of Directors holding not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members of the Board of Directors entitled to vote were present and voted and recorded in the minutes of the corporation.

## ARTICLE 5 OFFICERS

5.1 Officers. The corporation shall have a President, a Vice President, a Secretary and a Treasurer and such other officers as the Board of Directors may deem necessary. All officers, by virtue of their office, shall be members of the Board of Directors.

5.2 Duties. All officers have such authority and may perform such duties in the management of the corporation as are normally incident to their offices as the Board of Directors may prescribe.

5.3 Election and Term. The officers shall be elected by the Board of Directors at its annual meeting and shall serve for one (1) year. Each officer serves until the expiration of the term for which elected and thereafter until re-elected or until a successor has been duly elected and qualified. In the event of a vacancy in the office of the President before the completion of the elected term, the Vice President shall fill the vacancy until the completion of the term.

5.4 President. The President shall be the chief executive officer of the corporation, shall preside at all meetings of the Board of Directors and of the Executive Committee, and shall assume such special powers as may be delegated by the Board of Directors of the corporation.

5.5 Vice President. In the absence of the President, the Vice President shall perform all duties of the President, and shall perform such duties as are assigned by the Board of Directors. If the office of the President is vacant, the Vice President shall perform the duties of the President until a new president is elected and qualifies.

5.6 Secretary. The Secretary shall oversee the management of all records of the corporation except those records assigned to others. The Secretary shall cause the Executive Director of the Company to keep a record of all minutes of the meetings of the Board of

Directors and the Executive Committee. In the Secretary's absence, the President shall appoint a temporary Secretary. The Secretary shall also cause the Executive Director to act as the depository for all correspondence and historical records related to the corporation.

5.7 Treasurer. The Treasurer shall present the annual budget and all financial reports as required by the Board of Directors.

## ARTICLE 6 RESIGNATIONS, REMOVALS AND VACANCIES

6.1 Resignations. Any officer or director may resign at any time by giving written notice to the Executive Director, the President or the Secretary. Any such resignation takes effect at the time specified therein, or, if no time is specified, then upon its acceptance by the Board of Directors. Any director who is absent for more than three (3) consecutive meetings of the Board of Directors shall be deemed to have resigned.

6.2 Removal of Officers. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby, but such removal is without prejudice to the legal rights, if any, of the person so removed. Election or appointment of an officer or an agent does not itself create contract rights.

6.3 Removal of Directors. A majority of the entire Board of Directors may vote to remove any or all directors.

6.4 Vacancies. Any vacancy on the Board of Directors may be filled by the remaining members of the Board of Directors, upon the recommendation of the Governance Committee, or may be left vacant.

6.5 Interested Directors. To the extent and under the circumstances permitted by law of this state, no contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone, or by reason that such director or directors are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose.

## ARTICLE 7 COMMITTEES

7.1 Designation. The members of the Board of Directors may designate one or more committees, including without limitation an Executive Committee, each consisting of at least one director and having such title as the Board of Directors may consider to be properly descriptive of its function.

7.2 Executive Committee. The Executive Committee of the corporation shall consist of the President, Vice President, the Secretary, the Treasurer, the Past President, the Youth Orchestras' President, the Orchestra Committee representative and all chairs of all standing committees. The Executive Committee is authorized and empowered between meetings of the

Board of Directors to conduct the businesses affairs of the corporation; however, unless specifically authorized by the Board of Directors, the Executive Committee shall not adopt, amend or repeal these by-laws, or fill vacancies on the Board of Directors or the Executive Committee. A majority of the members of the Executive Committee shall constitute a quorum and the vote of a majority of that quorum shall be the act of the Executive Committee.

7.3 Governance Committee. The Governance Committee shall: (a) identify and cultivate prospective Board of Directors members, (b) nominate new members of the Board of Directors and officers of the corporation, (c) conduct new Board members' orientation, (d) evaluate and monitor the Board, (e) conduct Board of Directors, education programs including retreats, (f) maintain and revise bylaws as needed, (g) assure compliance with bylaws, (h) draft and maintain Board of Directors orientation notebooks, and (i) evaluate a committee make up (with the President and Executive Committee).

7.4 Other Committees. At least once during each fiscal year of the corporation, the Board of Directors shall establish the committees of the corporation, which shall include, but are not limited to, the Endowment Committee and the Governance Committee. The President shall appoint the Chairman of each committee. Committee chairmen must be members of the Board of Directors but committee members need not be members of the Board of Directors.

7.5 Quorum, Voting and Powers. A majority of any such committee shall constitute a quorum and may determine its action, and fix the time and place of its meetings unless the Board of Directors shall otherwise provide.

7.6 Tenure Reports. Each committee member shall serve at the pleasure of the Board of Directors. Each committee shall keep minutes or summaries of its meetings and report the same to the Board of Directors, and it shall observe such other procedures with respect to its meetings as are prescribed in these by-laws or, to the extent not prescribed herein, as may be prescribed by the Board of Directors in the resolution appointing such committee.

## ARTICLE 8 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

8.1 Authorization. The Board of Directors may authorize the Executive Director, the President or any agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. The Board of Directors may determine all requirements relating to who may execute, and the manner of execution for all orders for the payment of money and evidences of indebtedness issued in the name of the corporation.

8.2 Contracts, Etc. Unless otherwise directed by the Board of Directors, the Executive Director and/or the President shall have the power and authority to enter into, execute and deliver contracts, agreements, deeds, bonds, mortgages, tax returns and other instruments on behalf of the corporation. The President may authorize the execution of any such documents by such other officers, agents or employees as may be designated by the President from time to time, subject to such limitations and restrictions as the instrument designating such person may provide.

8.3 Funds. All funds of the corporation not otherwise utilized shall be deposited to the credit of the corporation in such depositories as the Board of Directors may select or as may be designated by any agent of the corporation to whom such power is delegated by the Board of Directors.

8.4 Acceptance of Gifts. The Board of Directors, or any agent of the corporation to whom such authority is delegated by the Board of Directors, may accept on behalf of the corporation any contribution, gift, bequest or devise for general purposes or for any special purpose of the corporation, provided, that the gift meets the requirements of the Gift Acceptance Guidelines approved by the Board of Directors.

8.5 Audits. The accounts of the corporation shall be audited annually by an independent certified public accountant and shall include the corporation's constituencies, such as the Youth Orchestra. Audits may be made more frequently upon written request of a majority of the Board of Directors. The audit report shall be made available to each member of the Board of Directors.

8.6 Bond. At the direction of the Board of Directors, any officer or employee of the corporation shall be bonded. The expense of furnishing any such bond will be paid by the corporation.

#### ARTICLE 9 CORPORATE SEAL

The corporation may have a corporate seal which may be adopted or altered by the Board of Directors. The presence or absence of a seal on any instrument or its addition thereto, does not affect the character, validity, or legal effect of that instrument.

#### ARTICLE 10 WAIVER OF NOTICE

Whenever any notice is required to be given to any member of the Board of Directors of the corporation, a written waiver of that notice signed by each person entitled to notice, whether signed before or after the time stated therein, is equivalent to the giving of notice.

#### ARTICLE 11 NO PERSONAL LIABILITY/INDEMNIFICATION

11.1 No Personal Liability. No member of the Board of Directors of the corporation shall be liable to the corporation for monetary damages for breach of fiduciary duty as a director, provided that the provisions of this Article 11 shall not eliminate or limit the liability of member of the Board of Directors in violation of Subsection 48-12-102(b)(3) of the Tennessee Code Annotated, as existing on the date hereof and as amended from time to time thereafter. It is intended that this Article 11 eliminate or limit the monetary liability of each member of the Board of Directors of the corporation to the fullest extent permitted by Tennessee law, as existing on the date hereof and as amended from time to time thereafter. No amendment to or repeal of this provision shall apply to or have any effect on liability or alleged liability of any

member of the Board of Directors of the corporation for or with respect to any acts or omissions of such member of the Board of Directors occurring prior to such amendment or repeal.

## 11.2 Indemnification.

(a) Any director, officer, employee or agent of the corporation, shall be entitled to indemnification against liability and to advancement of expenses in accordance with Sections 48-18-501 through 48-18-509 of the Tennessee Code Annotated, as existing on the date hereof and as amended from time to time thereafter.

(b) In addition, any Directors shall be entitled to indemnification against liability and to advancement of expense incurred by such member in connection with any proceedings to which such member is a party because such member is or was a member of the Board of Directors of the corporation or arising out of such member's status as a member of the Board of Directors; provided, however, that no indemnification may be made to or on behalf of any such member pursuant to this Subsection 2(b), in violation of Section 48-18-509 of the Tennessee Code Annotated, as existing on the date hereof and as amended from time to time thereafter.

(c) In addition, any officer, including any officer who is also a director, shall be entitled to indemnification against liability and to advancement of expenses incurred by such member in connection with any proceeding to which such member is a party because such member is or was an officer of the corporation or arising out of such members status as an officer; provided, however, that no indemnification may be made to or on behalf of any officer pursuant to this Subsection (c) in violation of Section 48-18-509 of the Tennessee Code Annotated, as existing of the date hereof and as amended from time to time thereafter.

(d) Nothing contained herein shall affect any rights to indemnification against liability or advancement of expenses to which any director, officer, employee or agent of the corporation may be entitled by contract or otherwise under law.

(e) The terms used in this Article 11 shall have the meanings given them in or pursuant to Sections 48-18-501 through 48-18-509 of the Tennessee Code Annotated, as existing on the date hereof and as amended from time to time thereafter. Neither Subsection (a), (b), (c) or (d) of this Article 11 shall be considered as a limitation on any other subsection of this Article 11.

(f) No amendment to or repeal of any subsection in this Article 11, shall apply to or have any effect on any indemnification of liability or advancement of expenses arising out of any act or omission of any director, officer, employee or agent occurring prior to such amendment or repeal.

## ARTICLE 12 AMENDMENT OF BY-LAWS

These by-laws may be amended, added to, or repealed by a majority vote of the entire Board of Directors. The notice shall contain a description of the proposed change.