

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**MOORPARK SYMPHONY ORCHESTRA INCORPORATED**  
**a California nonprofit public benefit corporation**

Moorpark Symphony Orchestra Incorporated, a California Public Benefit Corporation (the “Corporation”), adopts these Amended and Restated Bylaws (the “Bylaws”), which restate, amend, and supersede, in its entirety, the existing bylaws of the Corporation and its amendments, if any, with reference to the following facts:

WHEREAS, the Corporation incorporated as a California nonprofit public benefit corporation under the Nonprofit Public Benefit Corporations Law. The Articles of Incorporation (the “Articles”) were filed with the California Secretary of State on July 17, 2019 as document no. 4299057; and

WHEREAS, the Corporation adopted its original bylaws after incorporation, which were never signed by the Secretary but where adhered to as the governing document of the Corporation and submitted as part of its approval to become a tax-exempt entity, and are hereby ratified as the original bylaws of the Corporation, which are now amended and restated in their entirety by these Bylaws.

NOW THEREFORE, the Corporation adopts the below:

**ARTICLE I**  
**OFFICES AND PURPOSE**

**Section 1.01 *Corporate Name.***

The name of this corporation is **Moorpark Symphony Orchestra Incorporated.**

**Section 1.02 *Principal Office.***

The principal office for the transaction of the activities and affairs of the Corporation is located at 340 Rosewood Avenue, Suite J, Camarillo, California 93010. The board of directors of the Corporation (the “Board”) may change the location of the principal office from one place to another. Any such change of location must be noted by the Secretary on these Bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

**Section 1.03 *Other Offices.***

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**Section 1.04 General Purpose.**

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation law primarily for charitable purposes.

**Section 1.05 Specific Purpose.**

The specific purpose of the Corporation is to engage and serve the Moorpark area and surrounding communities by providing music performances and educational programming.

**Section 1.06 Limitations.**

(a) Notwithstanding any other provision of these Bylaws, the Corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any power that are not in furtherance of the purposes of the Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”) (or the corresponding provision of any future United States Internal Revenue Law); (ii) by a corporation, contributions to which are deductible under §170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

(b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.

**ARTICLE II**

**MEMBERS**

(a) **Non-Statutory Members.** The Corporation shall not have voting members (i.e., statutory members) within the meaning of the California Nonprofit Corporation Law. The Board may admit nonvoting members of the Corporation of one or more classes having such rights as the Board shall deem appropriate from time to time. Nonvoting Members shall be referred to as “Non-Statutory” or “Honorary” Members from time to time as appropriate).

(b) **MSO Orchestra Members.** Members (“MSO Orchestra Members”) of the Moorpark Symphony Orchestra (the “Orchestra”) shall be a Non-Statutory member class of the Corporation. An individual who is a musician may be admitted as an MSO Orchestra Member by auditioning for and being accepted as a member of the Orchestra in accordance with the Corporation’s guidelines and procedures, to be agreed to by the Board, and revised as needed from time to time. Upon the discretion of the Board, membership dues may be required to be paid by each MSO Orchestra Member. The amount of the dues shall be determined from time to time by resolution of the Board. An MSO Orchestra Member is deemed to be in “Good Standing” if the MSO Orchestra Member’s status has not been revoked by the Board and is current with all membership dues, if applicable. An MSO Orchestra Member’s membership may be terminated, with or without cause, by a vote of a majority of the Directors.

## ARTICLE III

### DIRECTORS

#### **Section 3.01 Powers.**

(a) **General Corporate Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations of the Articles and these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board.

(b) **Specific Powers.** Without prejudice to their general powers, the Directors shall have the power to:

(i) Select and remove, at the pleasure of the Board, the Officers of the Corporation (“Officers”), agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles, and with these Bylaws; and fix their compensation, if any, in accordance with the terms herein.

(ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country, and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.

(iii) Adopt, make, and use a corporate seal and alter the form of the seal.

(iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation’s purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

(v) Accept contributions or grants from the public, private, and governmental sectors, both financial and in-kind. Notwithstanding the foregoing, any non-monetary contribution to the Corporation shall require the approval of the Board.

(vi) Carry out any and all lawful acts which may be necessary to carry out the purposes of the Corporation and/or to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

(vii) Select and remove, at the pleasure of the Board, the Music Director of the Corporation (“Music Director”); prescribe the powers and duties for the Music Director that are consistent with the law, with the Articles, and with these Bylaws; and fix their compensation, if any, in accordance with the terms herein.

#### **Section 3.02 Authorized Number of Directors.**

The number of Directors shall be not less than five (5) nor more than thirteen (13), with the exact authorized number of Directors to be determined by the Board from time to time. Within

these limits, the Board may increase or decrease the number of Directors serving on the Board as the needs of the Corporation require. Any increase in the number of Directors shall be subject to and in accordance with Section 3.03 hereunder. Notwithstanding any of the foregoing, no reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

**Section 3.03 Appointment and Term of Office of Directors.**

(a) **Nomination of Directors.** The MSO Orchestra Members, in Good Standing, shall nominate eligible individuals to fill the open Board positions for the upcoming applicable Director Period (as defined hereunder), subject to the terms of this Section 3.03. Nominations shall be submitted to the Governance and Oversight Committee ("G&O Committee") no later than fourteen (14) days prior to the vote for the applicable Director positions by the Board.

(b) **Review of Nominees.** The G&O Committee shall review the qualifications of each nominee submitted by the MSO Orchestra Members, and conduct any direct questions, discussions and/or otherwise vet the nominee(s), as the G&O Committee deems necessary, in its sole discretion, to determine such nominee's qualifications and willingness to serve as a Director. Upon review of all the nominees by the G&O Committee, the G&O Committee shall forward their findings of all nominees to the Board along with their recommendation as to whether each nominee meets the minimum standards, in its opinion, to hold office of a Director.

(c) **Voting for Directors.** Upon review of the G&O Committee's findings and recommendation, the Board shall vote on the recommended nominees from the G&O Committee for the open Director positions for the upcoming Director Period. The Board shall have the right, but not obligation, to vote on any nominee whether or not recommended by the G&O Committee, after its review. In addition to the nominees provided by the MSO Orchestra Members and approved by G&O Committee, the Board, in its absolute and sole discretion, may, but is not obligated to, nominate and vote on one (1) nominee for the Director position for each Director Term. In the event that the Board determines to exercise its right as stated in the preceding sentence then, and in such event, the Board shall nominate such individual after review of the recommended nominees for the applicable Director Term. All Directors for the applicable Director Term shall be elected by a majority vote of the Directors at each annual meeting, including the vote(s) of any Director whose Term of office expires with that meeting. In the event the number of Directors of the Board actually appointed and serving is below the required number of Directors to form a quorum of the minimum number of required Directors, the applicable Directors shall be elected by a majority vote of the actually appointed and serving Directors present or by a sole remaining Director.

(d) **Term.** The term ("Term") for each Director shall be two (2) years and until a successor has been elected, unless the Director has been removed from office or the Board has reduced the number of Director positions. The Terms for the Directors of the Board shall be staggered, each staggered period shall be a "Director Period", with one half (1/2) of the Directors, plus one (1) if there is an odd number of Directors, being elected on the odd numbered of years, and other one half (1/2) of the Directors being elected on the even number of years. Each applicable Director Period shall begin on June 1<sup>st</sup> and end on May 31<sup>st</sup> of the second year of such Director Period. Directors may serve two (2) successive Terms, if re-elected. After the second Term, a Director shall not be a member of the Board for a period of one (1) year, but may be eligible for nomination

to the Board after the end of the one (1) year hiatus from the Board. Notwithstanding the foregoing, at the end of a Director's second consecutive Term, the current Board shall have the right, in its absolute and sole discretion, by a majority vote of the current Directors, not including the Director at issue, to waive the one (1) year hiatus requirement and allow for said Director to serve a third consecutive Term, should the Board vote to elect such Director in accordance with the terms as stated in Section 3.03(c) hereinabove.

(e) **Chair of the Board.** The Chair of the Board shall be selected by a majority vote of the Directors following the appointment or election of Directors at each annual meeting. Without the election of a Chair, the President shall serve as Chair of the Board.

**Section 3.04 Qualifications of Board Members.**

Any person eighteen (18) years of age or older may be nominated or elected to serve as a Director. Directors must be residents of the State of California. Directors must execute a Board Member Agreement and adhere to its terms.

**Section 3.05 Vacancies.**

(a) **Events Causing Vacancy.** A vacancy on the Board shall be deemed to exist at the occurrence of any of the following:

(i) The death, resignation, or removal of any Director.

(ii) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Corporation Code §5231 and following of the California Nonprofit Corporation Law.

(iii) The failure of the Board, at any meeting of the Board at which any Director(s) is to be appointed or elected, to appoint or elect the Director(s) to be appointed or elected at that meeting pursuant to the provisions of Section 3.03(a).

(iv) The increase of the authorized number of Directors.

(b) **Resignation.** Except as provided in this Section, any Director may resign, which resignation shall be effective upon receipt of written notice by the Chair of the Board, if any, the President, or the Secretary, unless the notice specifies a later effective date for the resignation. Except upon notice to the Attorney General of the State of California, no Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs. Any vacancy caused by the resignation of a Director may be filled as provided in Section 3.05(d). In the event that the resignation of a Director causes the number of Directors to fall below the minimum number of required Directors, the vacancy will be filled in accordance with Section 3.05(d).

(c) **Removal.**

(i) Any Director may be removed, with or without cause, by the vote of the majority of the members of the entire Board at a special meeting called for that purpose, or at a

regular meeting, provided notice of that meeting and of the removal questions are given as provided in Section 3.09.

(ii) Any Director who does not attend three (3) successive Board meetings will automatically be removed from the Board without Board resolution unless:

(A) The Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present.

(B) The Director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this Section 3.05(c)(ii).

(C) The Board, by resolution of the majority of the Directors, agrees to reinstate the Director who has missed three (3) meetings.

(D) Failure to comply with any additional requirements.

(d) **Filling of Vacancies.** Any vacancy caused by the death, resignation, or removal of a Director may be filled with a temporary appointment upon the vote the Board. If there is six (6) months or more left in the Term of the Director who has left a vacancy, then the Board shall have the right, but not obligation, to vote on whether or not a special election should be held in accordance with Section 3.03. In addition, a majority of the Officers can request that the Board vote on allowing a special election to fill the vacancy in accordance with Section 3.03. For sake of clarification, the Board shall not be obligated to vote on such matter, even at the request of the Officers.

**Section 3.06 Place of Meeting; Meeting by Electronic Transmission.**

Regular meetings of the Board may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside of the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 3.06, a regular or special meeting of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, whether now or hereafter known and/or devised, so long as all of the following apply: (a) each Board Member has submitted a signed consent to electronic communications (“E-Consent”) to the Corporation in accordance with Section 12.02; (b) each Board member participating in the meeting can communicate with all the other Board members concurrently; (c) each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and (d) the Corporation adopts and implements means of verifying both of the following: (i) a person communicating by telephone, electronic video equipment, or other communications

equipment is a Director entitled to participate in the Board meeting; and (ii) all statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director. Participation in a meeting pursuant to this Bylaw shall constitute presence in person at such meeting.

**Section 3.07 *Regular Meeting.***

The Board shall hold an annual meeting in May of each year at a time and place designated by the Board for purposes of electing Directors for the upcoming Director Period, Officers for the upcoming Officer Periods, designating committees, if applicable, and transacting regular business, provided, however, that the Board may fix another date and time for the holding of its annual meeting. Notice of these meetings shall be in accordance with Section 3.09. In addition to the annual meeting, the Board shall hold regular business meetings on the second Monday of every month, to be held without call. Notwithstanding the foregoing, the Board may fix another date and time for the holding of any of its regular meetings for any reason, including, but not limited to, conflict with a recognized holiday or the performance date of the Orchestra or otherwise activity of the Corporation. All meetings shall be held at the Corporation's principal office, unless stated otherwise by the Board.

**Section 3.08 *Special Meetings.***

Special meetings of the Board may be called for any purpose at any time by the Chair of the Board, if any, the President, or any two (2) Directors. Notice of these meetings shall be in accordance with Section 3.09. Notwithstanding the foregoing, notice for special meetings shall state the purpose.

**Section 3.09 *Notice.***

Notice of any meeting of the Board all Directors at least four (4) days in advance if given by first-class mail, postage pre-paid or at least forty-eight (48) hours in advance if given by notice delivered personally, by telephone, by facsimile, or by electronic transmission in compliance with the E-Consent, provided that such notice may be waived by any Director as set forth in Section 3.10. All notices shall be given or sent to the Board member's address, telephone number, fax number, or email as shown on the Corporation's books and records (e.g., Director's E-consent). Notice shall not be given by electronic transmission if the Corporation is unable to deliver two (2) consecutive notices to a Director by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. The notice need not to specify the purpose of a regular meeting. The notices shall state the purpose of a special meeting.

**Section 3.10 *Waiver of Notice.***

The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Corporate records or made a part of the minutes of the

meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

**Section 3.11 *Quorum.***

A majority of the Directors, actually appointed and serving, shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 3.12. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board and shall mean “the vote of the Board” or a “majority of the Directors” whenever that term is used herein, unless stated otherwise, subject to the provisions of the California Nonprofit Corporation Law. Unless stated otherwise herein or by the provisions of the California Nonprofit Corporation Law, any act or decision which requires the approval of the Board, shall require approval of a majority of the Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for the meeting.

**Section 3.12 *Adjournment.***

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

**Section 3.13 *Notice of Adjournment.***

Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. This notice may be waived in the same manner as set forth under Section 3.10.

**Section 3.14 *Action Without Meeting.***

Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively consent in writing to that action and, if subject to California Corporations Code §5224(a), the number of Directors then in office constitutes a quorum. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this Section 3.14 only, “all Directors” shall not include Directors who are an interested person in accordance with Section 3.16 or common directorship in accordance with Section 9.01.

**Section 3.15 *Compensation of Directors.***

The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a Director or member of a Committee in carrying out his or her duties. The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for their expenses in accordance with the proceeding sentence.

**Section 3.16 *Restriction on Interested Directors.***

Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person compensated by the Corporation



for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous twelve (12) months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) of these Bylaws. Any violation of the provisions of this Section shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

## ARTICLE IV

### COMMITTEES

#### **Section 4.01 Board Committees.**

The Board, by resolution adopted by a majority of the Directors, may designate (1) one or more committees (“Board Committee”) consisting of two (2) or more Directors, and only of Directors, to serve at the pleasure of the Board. The committee chair and members of each Board Committee shall be appointed by and approved by Board resolution. Any member of any Board Committee may be removed, with or without cause, at any time by the Board. Each Board Committee shall have the right to grant nominal advisory membership (“Advisory Member”) to non-Directors. Advisory Members shall have the right to attend all meetings and events of any such Board Committee, advise and discuss on any issues before the Board Committee with regard to their objectives. However, for purposes of voting, determining a quorum, notice requirements, and the ability to record minutes for the Board Committee meetings, Advisory Members shall not be included, and any such rights and/or requirements shall be limited to Board Committee members who are Directors. Any Board Committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no Board Committee, regardless of the Board resolution, may

- (a) Fill vacancies on the Board of Directors or on any committee;
- (b) Amend or repeal the Articles or Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board;
- (d) Designate any other Board Committee or appoint the members of any Board Committee;
- (e) Approve any transaction (i) to which the Corporation is a party and as to which one (1) or more Directors has a material financial interest, or (ii) between the Corporation and one (1) or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest.
- (f) approve any action for which this part also requires approval of the Directors or approval of a majority of the Directors.

**Section 4.02 Compensation Committee and Compensation Review.**

At any time this Corporation agrees to compensate its Officers, if applicable, Executive Director (if the Corporation elects to appoint one in the future in accordance with the terms herein), or any other highly compensated employee (for this purpose, an employee earning an annual salary in excess of \$50,000.00) the Corporation shall have a Compensation Committee consisting of at least three (3) Directors and exclusively of Directors. Directors who are also employees of the Corporation may not serve on the Compensation Committee. The Compensation Committee shall review the compensation of the Directors and/or Officers, as well as of such other agents of the Corporation, if applicable, as the Compensation Committee determines appropriate. This review shall occur when such individual is hired, when the term of employment of such individual is renewed or extended, and when the compensation of such individual is modified, unless the modification applies to substantially all of the employees of the Corporation. Based on its review, the Compensation Committee shall recommend just and reasonable compensation amounts to the Board. At the request of the President or the Board, the Compensation Committee shall review any issue involving staff compensation and benefits, including but not limited to housing, health, and retirement plans. The Compensation Committee shall review salaries and benefits of similar size charitable organizations and shall comply, as reasonably as practicable with the safe harbor provisions of § 53.4958-6 of Title 26 of the Code of Federal Regulations.

**Section 4.03 Advisory Committees.**

The Board may establish one or more advisory committees (“Advisory Committee”) to the Board. The members of any Advisory Committee may consist of Directors or non-Directors. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of the Corporation but shall be limited to making recommendations to the Board or the Board’s authorized representatives and to implementing Board decisions and policies. Advisory Committees shall be subject to the supervision and control of the Board. Advisory Committees shall include, but not be limited to, the Governance and Oversight Committee (“G&O Committee”), the Executive Committee, the Programming Committee, the Fund Raising Committee, and the Marketing Committee. Unless stated otherwise herein, the committee chair, members, powers, responsibilities, objectives, and otherwise rules of each Advisory Committee shall be as agreed to by the Board, in its sole and absolute discretion.

(a) The Governance and Oversight Committee. The Governance and Oversight Committee, also known as the “G&O Committee”, shall review and evaluate all nominees appointed by the MSO Orchestra Members to hold office of a Director, and conduct any and all other functions, responsibilities, and otherwise duties prescribed to it by the Board in accordance with this Section 4.03. Members of the G&O Committee shall have the authority to question and interview all such nominees on behalf of the Corporation in connection with the role of being a Director. Upon completion of all such inquiries, the G&O Board shall submit to the Board its findings in connection with each nominee along with its recommendation on whether the Board should vote on the nominee to hold office of a Director.

(b) The Executive Committee. The Executive Committee shall consist of the Officers of the Corporation in accordance with Article V hereinbelow.

**Section 4.04 *Audit Committee.***

At all times that the Corporation is required by applicable law to have an independent audit, or at any time the Corporation voluntarily chooses to do so, the Corporation shall have an Audit Committee consisting of at least two (2) Directors and which may include nonvoting advisors. Staff members and Directors who are employees of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as Director) may not serve on the Audit Committee. The President (CEO) and Treasurer (CFO), if also Directors, may serve on the Audit Committee only if such persons are volunteers and are not compensated by the Corporation. The Audit Committee shall perform the duties and adhere to the guidelines set forth from time to time by the Board. These duties include, but are not limited to: (i) assisting the Board in choosing an independent auditor who is a certified public accountant and recommending termination of the auditor, if necessary, (ii) negotiating the auditor's compensation, (iii) conferring with the auditor regarding the Corporation's financial affairs, (iv) reviewing and accepting or rejecting the audit report; and (v) approve non-audit services by the independent certified public accountant's accounting firm, and ensure such services conform to the standards in the Yellow Book issues by the U.S. Comptroller General. Members of the Audit Committee shall not receive compensation for their service on the Audit Committee in excess of that provided to Directors for their service on the Board. If the Corporation has a Finance Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not serve on the Finance Committee.

**Section 4.05 *Meeting and Action of Committees.***

Meetings and action of Board Committees shall be governed by, held, and taken in accordance with Article 3 of these Bylaws, concerning meeting and other action of the Board, except that the time for regular meetings of such Board Committee and the calling of special meetings thereof may be determined by either by resolution of the Board or, if there is no Board resolution, by resolution of the Board Committee. Minutes shall be kept of each meeting of any Board Committee and shall be filed with corporate records. The Board may adopt rules for the government of any Board Committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the Board Committee may adopt such rules. The Board may adopt rules of any Advisory Committee not inconsistent with the provisions of these Bylaws.

**ARTICLE V**

**OFFICERS**

**Section 5.01 *Officers.***

The Corporation shall have the following officers (each an "Officer"): President, Vice President, Secretary, and Treasurer. The Corporation may also have, at the Board's discretion, a Chair of the Board and such other Officers as the Board may designate by resolution and appoint pursuant to Section 5.03. Officers need not be Directors. One person may hold two (2) or more offices, except no person serving as Secretary, or Treasurer may serve concurrently as President or Chair of the Board.

**Section 5.02 Election and Term of Officers.**

The Officers of the Corporation, except those appointed in accordance with the provisions of Section 5.03, shall serve at the pleasure of the Board, for a term of two (2) years, subject to the rights, if any, of any Officer under a contract of employment. The terms for the Officers shall be staggered, each staggered period shall be an “Officer Period”, with the Treasurer and Vice President being elected on the odd numbered of years, and the President and Secretary being elected on the even number of years. The Officers for the applicable Officer Period shall be elected by a majority of the Directors at the June regular business meeting on the first year of such Officer Period, and the applicable Officers’ term shall start on the 1<sup>st</sup> of that following July. The Officer’s term shall end on the 30<sup>th</sup> of June of the second year of such Officer Period. An Officer’s term may extend until a successor has been elected, if necessary, by a vote of a majority of the Directors.

**Section 5.03 Other Officers.**

The Board of Directors may appoint, and may authorize the Chair of the Board, President or any other Officer to appoint, any other Officers that the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board.

**Section 5.04 Removal of Officers.**

Subject to rights, if any, under any contract of employment, any Officer may be removed, with or without cause, by a vote of majority of the Directors, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board, by an Officer on whom such power of removal has been conferred by the Board.

**Section 5.05 Resignation of Officers.**

Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

**Section 5.06 Vacancies in Office.**

A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that Office.

**Section 5.07 Responsibilities of Officers.**

(a) **President.** The President shall be the chief executive officer of the Corporation. In the event another individual is not appointed as Chair of the Board in accordance with Section 3.02(e) hereinabove, then and in such event, the President shall serve as the Chair of the Board. He or she shall conduct general management and supervision of the affairs of the Corporation, and such other powers and duties as may be prescribed by the Board or these Bylaws and shall be subject to the supervision and control of the Board. The President shall be responsible to the Board, see that the Board is advised on all significant matters of the Corporation’s business, and see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the

boundaries of policies and purposes established by the Board and as set forth in the Articles and these Bylaws. The President shall be responsible for keeping the Board informed at all times of MSO Orchestra Members performance as related to program objectives and for implementing any policies adopted by the Board. At the discretion of the Board, the President, or President's designee will be responsible for making required announcements to the MSO Orchestra Members. The President shall generally supervise, direct, and control the activities and affairs of the Officers. The President shall preside at all meetings of the Board. An individual must be a Director for no less than one (1) before being eligible to hold office of the President.

(b) **Vice President.** In the absence or disability of the President, the Vice President shall perform all of the duties of the President, and, when so acting, shall have all the powers of and be subject to all of the restrictions of the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board or the Bylaws. An individual must be a Director for no less than one (1) before being eligible to hold office of the Vice-President.

(c) **Secretary.** The Secretary shall attend to the following:

(i) **Book of Minutes.** The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board and Committees may direct, a book of minutes of all meetings and actions of Directors and Committees, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) **Notices and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board and the Board Committees required by the Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board, the President or the Bylaws.

An individual must be a Director for no less than one (1) before being eligible to hold office of the Secretary.

(d) **Treasurer.** The Treasurer shall be the chief financial officer of the Corporation and shall oversee the budget preparation of the Corporation for each fiscal year and attend to the following:

(i) **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, and shall send or cause to be sent to the Directors such financial statements and reports requested and/or required by law or by these Bylaws to be given. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse funds of the Corporation as may be ordered by the Board; shall render to the President, and Directors, when requested it, an account of all financial transactions and of the financial condition of the

Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(iii) **Bond.** If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for the faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

An individual must be a Director for no less than one (1) before being eligible to hold office of the Treasurer.

Notwithstanding anything stated herein, the requirement of an individual to serve as a Director for no less than one (1) year prior to being eligible to serve as President, Vice President, Secretary, and/or Treasurer, as stated in this Section 5.07, may be waived by a vote of the majority of Directors.

## ARTICLE VI

### RECORDS AND REPORTS

#### **Section 6.01 Maintenance of Articles and Bylaws.**

The Corporation shall keep at its principal office the original or a copy of its Articles and Bylaws as amended to date.

#### **Section 6.02 Maintenance of Other Corporate Records.**

The accounting books, records, and minutes of the proceedings of the Board and any Board Committee(s) shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

#### **Section 6.03 Inspection by Directors.**

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

#### **Section 6.04 Annual Report.**

Except as provided under California Corporations Code §§6321(c) and (f), within one hundred twenty days (120) days after the end of the Corporation's fiscal year, the Board shall furnish or cause to be furnished a written report to all Directors containing the following information:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the Corporation, both unrestricted and restricted for particular purposes, for the fiscal year;

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;

(e) Any transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000.00) in which the Corporation was a party and in which any Director or Officer of the Corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000.00); and,

(f) The amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the fiscal year to any Director or Officer of the Corporation pursuant to Article 7 of these Bylaws, unless such indemnification has already been approved pursuant to Section 7.01.

For each transaction, the report must disclose the names of the interested persons involved in such transaction and state such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized Officer of this Corporation that such statements were prepared without an audit from the books and records of this Corporation. Such report may be furnished to the Directors by electronic transmission in accordance with the E-Consent.

**Section 6.05 *Financial Audit.***

The Corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of Two Million Dollars (\$2,000,000.00) or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the Corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within nine (9) months after the close of the fiscal year to which the statements relate. For three (3) years, such statements (a) shall be available at the Corporation's principal, regional, and district offices during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the Corporation's website.

**ARTICLE VII**

**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 7.01 *Right to Indemnification.***

This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer,

Director, employee, or agent of this Corporation and other persons described in California Corporation Code §5238(a), or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, including persons formerly occupying any such position, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Director, Officer, or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in California Corporations Code §5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**Section 7.02 *Advancement of Expenses.***

To the full extent permitted by law and except as is otherwise determined by the Board in specified instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws may be advanced by the Corporation, upon approval of the Board, prior to the final disposition of the proceeding upon receipt by the Corporation of an undertaking by or on behalf such person is entitled to be indemnified by the Corporation thereof.

**Section 7.03 *Insurance.***

This Corporation shall have the right and power and shall use its best efforts to purchase and maintain insurance to the full extent permitted by law on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 7.01 of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transaction, as described in California Corporations Code §5233.

**ARTICLE VIII**

**CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS**

**Section 8.01 *Contracts with Directors and Officers.***

(a) No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director's or



Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all Directors prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the entire Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) the Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to the Corporation at the time the transaction is entered into.

(b) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

**Section 8.02 *Loans to Directors and Officers.***

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

**ARTICLE IX**

**FISCAL YEAR**

The fiscal year of the Corporation shall begin on January 1 and end on December 31.

**ARTICLE X**

**AMENDMENTS**

These Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board; provided, however, that amendment or repeal of Section 3.03, Section 3.05 or this Article 10 shall require the unanimous approval of Board, and that no amendment would cause the Corporation to cease to qualify as an exempt corporation under §501(c)(3) of the Code.

**ARTICLE XI**

**EMERGENCY PROVISIONS**

**Section 11.01 *Emergency Bylaws.***

The emergency bylaw provisions of this Section are adopted in accordance with California Corporations Code §5151(g). Notwithstanding anything to the contrary herein, this Section applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the

event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements as stated in these Bylaws:

(a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;

(b) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

(c) An act of terrorism or other man-made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or

(d) A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States, including, but not limited to, a pandemic.

**Section 11.02 *Emergency Actions.***

In anticipation of or during an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:

(a) Modify lines of succession to accommodate the incapacity of any Director, Officer, employee, or agent resulting from the emergency.

(b) Relocate the principal office or authorize the Officers to do so.

During an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:

(c) Give notice to a Director or Directors in any practicable manner under the circumstances when notice of a meeting of the Board cannot be given to that Director or Directors in accordance with the terms of these Bylaws.

(d) Deem that one or more Officers present at a Board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency, the Board may not take any action that is not in the Corporation's ordinary course of business. Any actions taken in good faith during an emergency under this Section may not be used to impose liability on a Director, Officer, employee, or agent. All provisions of the regular Bylaws consistent with these emergency bylaws shall remain effective during the emergency.

## ARTICLE XII

### CONSTRUCTION AND DEFINITIONS

#### **Section 12.01 *Construction and Definitions.***

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

#### **Section 12.02 *Electronic Transmission.***

Subject to any guidelines and procedures that the Board may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or e-mail, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions *to* the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

## Article XIII

### Dedication and Dissolution

#### **Section 13.01 *Dedication of Assets.***

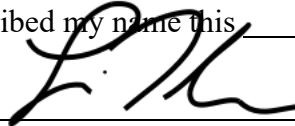
The Corporation’s assets are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under §501(c)(3) of the Code.

**CERTIFICATE OF SECRETARY**

I, the undersigned, the duly elected Secretary of Moorpark Symphony Orchestra Incorporated, a California nonprofit public benefit corporation, do hereby certify:

That the foregoing Bylaws consisting of twenty (20) pages, including this page, were adopted as the Bylaws of the Corporation by the Directors of the Corporation on 5/17/21 and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this \_\_\_\_\_.



\_\_\_\_\_  
Lisa Febre  
Secretary