



Simi Valley Orchestral and Choral Foundation

MISSION STATEMENT:

Supporting the growth and development of the Simi Valley Community and Youth Orchestras and Choirs.

Simi Valley Orchestral and Choral Foundation Bylaws

ARTICLE I - NAME AND LOCATION

SECTION 1. NAME

The name of this corporation is the Simi Valley Orchestral and Choral Foundation Incorporated. Hereinafter referred to as the SVOCF or the Company.

SECTION 2. PRINCIPAL OFFICE

The Principal office of the Company for its transaction of business is located at 1916 Park Street, Simi Valley, CA 93063. The Board of Directors is hereby granted full power and authority to change the principal office of The Company. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II - MEMBERS

SECTION 1. MEMBERS

Members are **prohibited**. The Company shall not have any general or voting members. Any action that would typically require approval by a majority of members or approval by all members shall instead require approval by a **majority of the Board of Directors**. For clarity, throughout the remainder of this document, the term '**members**' will refer specifically to individual **members of the Board of Directors** unless otherwise specified.

ARTICLE III PURPOSE

The purpose of the Company is to support the Simi Valley Community and Youth Orchestras and Choirs, with the goal of enriching the lives of Simi Valley residents through the power of orchestral and choral music, while fostering the accelerated development of young musicians. This will be achieved by:

1. Supporting the operational, financial, and educational needs of the Simi Valley Community and Youth Orchestras and Choirs.
2. Providing financial support to the orchestras and choirs to secure venues for rehearsals, performances and transportation of instruments, offering the community opportunities to experience live musical performances.
3. Providing scholarships and financial assistance to ensure that all talented young musicians can participate, regardless of financial limitations.
4. Promoting educational programs, workshops, and mentorship opportunities that enhance musicianship and accelerate the development of young musicians.
5. Collaborating with local schools, arts organizations, and the broader community to increase awareness and engagement with orchestral and choral music.

ARTICLE IV - OFFICERS AND THEIR ELECTION

SECTION 1. ELECTED OFFICERS

The Officers of the Company shall be a President, a Secretary, and a Treasurer, and such other officers as shall be determined by the Board of Directors from time to time. More than one office may be held by the same person except that the President shall not concurrently hold the office of the Secretary or the Treasurer.

SECTION 2. NOMINEES

Only those persons, who are established Directors in this organization, and have signified their consent to serve if elected, shall be nominated for or elected to office.

SECTION 3. TERMS

Board officers shall serve a term of two (2) years. Officers may be re-elected for additional terms contingent upon performance reviews. Annual evaluations of officers' contributions will be conducted to ensure continued alignment with the organization's mission and goals. Officers shall assume their duties on the date specified in their appointment, following approval by the Board of Directors.

SECTION 4. NOMINEE SUBMISSIONS

Directors may submit names for nominations to be interviewed by the President and at least one other board member. In the event of an incomplete slate of officers, the President will appoint a nominating committee to fill the slate.

SECTION 5. ELECTIONS

Elections shall be held by ballot at the annual election meeting. Additional nominations will be taken from the floor at that time. Three directors, appointed by the President, who are not nominees, shall count the ballots. If there is but one nominee for any office, the ballot for that office may be dispensed with and the election held by voice vote.

SECTION 6. VACANT OFFICES

If an office remains unfilled after election, it shall be considered a vacant office to be filled by the board-elect. A transition period of 30 days will be observed between appointment to a new office to allow mentoring and encourage a seamless transition.

ARTICLE V - DIRECTORS

SECTION 1. NUMBER

This corporation shall have a minimum of three (3) Directors. The Directors shall be known as the Board of Directors or The Board. The Board of Directors may have a combination of elected officers and appointed Directors. The number of Directors shall be fixed from time to time, within the limits specified in these Bylaws, by an amendment to the Standing Rules duly adopted by approval of the Board of Directors.

SECTION 2. COMPENSATION

The Board of Directors shall serve the organization without direct compensation for their board duties. However, board members may be compensated for fulfilling roles outside their board responsibilities. For instance, a board member may serve as a music director within an organization supported by the board and receive financial remuneration for that role, provided it aligns with the conflict of interest policies outlined herein.

SECTION 3. REMOVAL FOR CAUSE

The Board of Directors may declare vacant the office of a Director on the occurrence of any of the following events:

1. The Director has been declared of unsound mind by a final order of court.
2. The Director has been convicted of a felony.
3. The Director has failed to attend three (3) consecutive meetings of the Board.
4. The Director can be removed upon a vote of no confidence.

SECTION 4. REMOVAL WITHOUT CAUSE

Any Director may be removed without cause if such removal is approved by a majority of the Board of Directors.

SECTION 5. RESIGNATION OF DIRECTOR

Any Director may resign effective upon giving written notice to the President of the Company, unless notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be appointed to take office when the resignation becomes effective and upon ratification of a majority vote of the Board of Directors.

SECTION 6. FILLING VACANCIES ON THE BOARD

Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director. Selection for board vacancies must be approved through an interview process by the President and at least one other elected officer to ensure the candidate's experience, vision and commitment align with the purpose and mission of the Company. Vacancies on the Board of Directors may be filled, following recommendation of the interview process, by approval of the Board of Directors by:

1. The affirmative vote of a majority of the Directors then in office.
2. By a sole remaining Director.

ARTICLE VI - DUTIES OF OFFICERS

SECTION 1. THE PRESIDENT

The President shall:

1. Preside at all meetings of this corporation.
2. Be a member ex officio of all committees.
3. Appoint the chairmen and members of committees, subject to the ratification of the Board of Directors.
4. Sign all authorizations for payment along with the Secretary.
5. Be the official representative of the Company.
6. Have all contracts and/or legally binding documents approved by the Board of Directors prior to signing a contract along with another elected officer.
7. Be authorized to sign checks.
8. Perform such other duties as may be prescribed in these Bylaws or assigned by the Board of Directors.

SECTION 2. THE SECRETARY

The Secretary shall:

1. In the absence of the President, or in the event of his or her inability or refusal to act, perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President.
2. Keep an accurate record of the proceedings of all meetings of the Board of Directors or any Committee in a binder, which is the legal record of the Company (the Minute Book).
3. Prepare minutes of previous meetings for approval by the respective Board or Committee.
4. With the President, sign authorizations for payment approving the expenditure of funds.
5. Keep a current signed original set of the Bylaws and Standing Rules, if any, adopted by the Board of Directors.
6. Conduct all necessary correspondence of the Company upon authorization of the President.
7. Notify officers of their election and Chairpersons of their appointments. Prepare and deliver notices of all meetings.
8. Prepare and publish the directory of the Board of Directors, Committee Chairpersons and Committee Members.
9. Upon request exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws, the Standing Rules, and the Minute Book.

10. Perform such other duties as may be prescribed in these Bylaws or assigned by the Board of Directors.
11. Keep minutes digitally online from the date of approval of these Bylaws, in case of loss of the binder.

SECTION 3. THE TREASURER

The Treasurer shall:

1. Keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, assets, liabilities, gains, losses, capital, retained earnings, and disbursements of the Company. Such books of account and records shall at all reasonable times be open to inspection by the Board of Directors.
2. Chair the budget or finance committees, if any, and prepare the budget for adoption by the Board of Directors.
3. Receive monies for the Company and deposit immediately in the name of the Company in a bank approved by the Board of Directors.
4. Prepare all authorizations for payment as required by the Board of Directors.
5. Upon receipt of a payment authorization form signed by the President and the Secretary, pay all bills as authorized by the Board of Directors.
6. Secure two signatures for purchases over \$500. Debit cards may be provided to the President and Treasurer, each of whom can be responsible for purchases. Purchases must be approved by text, email, or other digitally written means that keeps a record of the authorization, with written approval obtained in advance from the Secretary. Failure to obtain authorization prior to purchase may result in the purchaser being responsible to cover the cost of the purchase.
7. Keep an accurate record of receipts and disbursements in a ledger, which is a permanent record of the Company. All other financial records must be retained for seven years including the current year.
8. Present a treasurer's report at every meeting of the Board of Directors and at other times when requested by the Board of Directors.
9. Make an annual financial report to the Board of Directors, which includes categorized gross receipts and disbursements for the year.
10. Perform such other duties as may be prescribed in these Bylaws or assigned by the Board of Directors.

ARTICLE VII - COMMITTEES

SECTION 1. APPOINTMENT

The President may assign a director to form a committee and the member of the board will chair that committee under the direction of the President. The committee will

consist of either other board members, non-board member volunteers, or a mix of both.

SECTION 2. RESPONSIBILITIES

Committee Chairs must present names and contact information of all committee members to the Secretary. Committees must follow all requirements of these Bylaws and the Standing Rules if applicable. The Committee Chairs must provide periodic reports of their activities to the Board of Directors. Neither the Committees nor their Chairs shall have the authority to enter into any binding agreements on behalf of the Company.

SECTION 3. TERMS

The term of office for Chairpersons shall be one year or until their successors have been appointed. A Chairperson may serve additional terms if appointed by the President, approved, and ratified by the Board of Directors. In the case of Special Committees formed to carry out specific programs and projects, the term shall be until their assignments have been completed.

ARTICLE VIII - MEETINGS

SECTION 1. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held as required or called for by the President, with no fewer than one every three months. The Secretary shall communicate the location and time of the meeting to each Board member at the email address provided on the roster of Directors at least 3 business days prior to the meeting. Unless specifically requested to be in person, attendance may be by Zoom (or other similar software as chosen by the President or Secretary) provided cameras are left on throughout.

SECTION 2. SPECIAL MEETINGS

The President, Secretary, or any two (2) Directors may call special meetings of the Board of Directors. Special meetings may be held after 72 hours notice is delivered personally, by e-mail, or by telephone by the Secretary.

SECTION 3. SEMI-ANNUAL MEETINGS

Semi-annual meetings, one of which will serve as the Annual General Meeting of the Board, shall be held to assess performance, identify areas for improvement, and conduct a financial oversight of the company's standing.

SECTION 4. QUORUM

A quorum for the transaction of business by the Board of Directors shall consist of more than 50% of appointed directors, or where there are six (6) or less directors, three (3) Directors in personal or electronic attendance, provided that either the President and at least one of the following officers—the Secretary or the Treasurer—are present or have given their prior written approval for changes to be approved. Electronic attendance includes participation through telephone conferencing or similar communications equipment where all Directors can hear or see each other. In case of video conferencing, all cameras must remain on during votes.

SECTION 5. CONDUCT OF MEETINGS & VOTING

1. The President shall preside at meetings of the Board of Directors. In the President's absence, the Secretary shall preside.
2. In the absence of the Secretary, any person appointed by the presiding officer shall act as Secretary of the Board.
3. Members of the Board of Directors may participate in a meeting through use of telephone conferencing or similar communications equipment, as long as all Directors in such meeting can hear, or see if on camera, one another. Such participation shall constitute personal presence at the meeting.
4. A majority vote of all of the Directors present at the meeting, either in person or electronically, or who have given their detailed written approval in advance, shall be required to pass any resolution or motion. Detailed written approval must be documented and stored with the meeting minutes.

SECTION 6. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a majority of the Board of Directors individually or collectively consent in writing via e-mail to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the majority vote of such Directors.

ARTICLE IX MISCELLANEOUS

SECTION 1. AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed, and new Bylaws may be adopted by the Board of Directors, provided that the President and a majority of the Directors present at a meeting called for such purpose approve or consent to such new Bylaws.

SECTION 2. FISCAL YEAR

The fiscal year of the Company shall be the calendar year or such other period as may be fixed by the Board of Directors.

SECTION 3. INDEMNIFICATION AND REIMBURSEMENT

The Company shall indemnify any and all persons who may serve or who have served at any time as Directors or officers or committee members, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding, in which they, or any of them, are part, parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Company, except in relation to matters as to which any such director or officer, or former director or officer, or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled to under any law, bylaw, agreement, vote of members, or otherwise.

SECTION 4. EMERGENCY POWERS

In times of crisis or emergency, the Board of Directors is granted the authority to take any and all necessary actions to ensure the continuation and stability of the Company. This includes, but is not limited to, reallocating resources, suspending normal operations, and making decisions that may temporarily override these Bylaws. Any actions taken under this provision must be documented and reviewed at the next regular or special meeting of the Board of Directors.

ARTICLE X - BUSINESS VENTURES RELATIONSHIP WITH FOR-PROFIT ENTITIES

The Company may engage in activities that support the operation of for-profit entities, such as purchasing, renting, transporting, or storing equipment or instruments, or renting venues for live music and orchestra rehearsals, provided these activities align with the Company's mission. The relationship between the Company and any for-profit business will be clearly defined, ensuring full transparency in roles, responsibilities, and financial transactions. The Board of Directors will oversee these relationships to ensure compliance with all applicable laws and regulations while maintaining the Company's nonprofit status.

If a member of the Board of Directors has an affiliation with any such for-profit business, in accordance with Article XII, the board member may engage in discussions but will be recused from the voting process on matters concerning that business. The Secretary will ensure that minutes of such discussions and votes are duly recorded.

ARTICLE XI NON-DISCRIMINATION

The Company shall not discriminate on the basis of race, color, religion, sex, national origin, age, disability, marital status, sexual orientation, gender identity, or any other characteristic protected by law in any of its activities or operations.

ARTICLE XII - CONFLICT OF INTEREST

SECTION 1. PURPOSE

The purpose of the conflict of interest policy is to protect the Company's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Company, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

SECTION 2. DUTY TO DISCLOSE

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and all material facts. The interested person will present the information to the Board of Directors or to the relevant committee considering the proposed transaction or arrangement.

SECTION 3. DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

SECTION 4. PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

If a conflict of interest is determined to exist:

- The interested person may make a presentation at the Board or committee meeting but shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the conflict of interest.
- The Chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the Board or committee shall determine whether the Company can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous alternative is not reasonably possible, the Board or committee shall determine by a majority vote whether the transaction or arrangement is in the Company's best interest, for its own benefit, and whether it is fair and reasonable. Based on this determination, it shall decide whether to enter into the transaction or arrangement.

SECTION 5. VIOLATIONS OF THE CONFLICT OF INTEREST POLICY

If the Board or committee has reasonable cause to believe a member has failed to disclose an actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to

disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, which may include removal from the Board or committee.

The Board shall also take immediate action to remedy any potential legal or financial discrepancies caused by the failure to disclose, ensuring that the Company remains in compliance with all applicable state and federal laws governing nonprofit organizations. This may include notifying relevant authorities, correcting financial records, or voiding improper transactions.

The Board will work proactively to resolve any issues that may jeopardize the Company's nonprofit status and take any steps necessary to maintain its standing, including engaging legal counsel if needed. If found guilty of such a violation, the offending board member must rectify the errors at their own expense. Failure to do so may result in the board member being responsible for any legal costs incurred by the Board in restoring and recuperating the situation.

A board member who is removed for cause will be ineligible for reappointment to the Board of Directors in the future.

ARTICLE XIII - DOCUMENT RETENTION AND DESTRUCTION

The Company shall maintain a comprehensive document retention and destruction policy that ensures compliance with legal requirements and promotes operational efficiency. This policy will cover the retention and destruction of all records, including electronic documents and communications.

ARTICLE XIV - COMPENSATION APPROVAL

SECTION 1. REASONABLENESS AND NECESSITY

While board members are not compensated for their duties related to their role on the Board of Directors, individuals serving in non-board-related roles or performing services beyond their board duties may receive compensation.

Any such compensation must be reasonable, necessary, and aligned with the nonprofit purposes of the Company. Payment must reflect fair market value for the services provided and must not exceed what is customary for similar positions in comparable organizations.

SECTION 2. BOARD APPROVAL

All compensation arrangements must be approved by the Board of Directors. The process for determining compensation must include:

1. **Review and Approval by Uninterested Directors:** Compensation decisions must be reviewed and approved by directors who do not have a conflict of interest in the matter.
2. **Comparability Data:** When determining compensation, the Board must use relevant comparability data, such as salary surveys, compensation studies, or data from similar organizations.
3. **Contemporaneous Documentation:** The decision-making process, including the basis for the determination, must be documented contemporaneously in the minutes of the Board meeting where the compensation was approved.

SECTION 3. PERIODIC REVIEW

The Board of Directors shall conduct a periodic review of compensation policies and practices to ensure ongoing compliance with applicable laws and the principles of reasonableness and necessity.

ARTICLE XV - ANNUAL REVIEW

The Board of Directors shall conduct an annual review at the Annual General Meeting of The Board of the bylaws, policies, and procedures to ensure they remain current, effective, and in compliance with applicable laws.

ARTICLE XVI INSURANCE

The Company shall maintain appropriate minimum insurance coverage, including General Liability and Directors and Officers (D&O) insurance, to protect the organization, its directors, officers, and employees. The Board may also elect to assist third-party groups in obtaining relevant insurance as deemed necessary, including but not limited to Accident Insurance, Instrument Insurance, Event Insurance, Workers' Compensation Insurance, Commercial Property Insurance, and Automobile Insurance.

ARTICLE XVII - NON-OFFICER ADVISORS

The Board of Directors may appoint non-officer advisors to provide guidance and expertise to the organization. Advisors do not hold voting rights, are not considered board members, and do not assume fiduciary responsibilities. Advisors may attend meetings and offer input but will recuse themselves from discussions or

recommendations where they have a personal or financial interest. The Board retains all final decision-making authority to ensure independence, transparency, and compliance with the organization's conflict of interest policy.

ARTICLE XVIII - DISSOLUTION

SECTION 1. DISSOLUTION

Upon the dissolution of the Simi Valley Orchestral and Choral Foundation (hereinafter referred to as the Company), the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Company, dispose of all the assets of the Company exclusively for the purposes of the Company in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Company is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.