

Bylaws of the Livermore-Amador Symphony Association

Adopted June 01, 2020. Amended VIII.4 January 24, 2022

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GLOSSARY OF TERMS

1. *Association* refers to the Livermore-Amador Symphony Association.
2. *Orchestra* refers to the Livermore-Amador Symphony.
3. *Board* refers to the Board of Directors of the Association.
4. *Guild* refers to the Livermore-Amador Symphony Guild, an auxiliary of the Association.

Article I NAME AND PURPOSE

1. This organization is the Livermore-Amador Symphony Association, a nonprofit, nonpartisan corporation.
2. The purpose of the Association shall be to sponsor and maintain the Livermore-Amador Symphony, to present musical programs of cultural and educational value for the benefit of the community, and to encourage, stimulate, and support community interest in the musical arts.

Article II MEMBERS

1. Association members for a given fiscal year are the volunteer musicians in the Orchestra and the persons and entities who pay the membership fee.
2. Membership fees shall be established by the Board of Directors.
3. No member shall hold more than one membership.
4. Each member shall have one (1) vote at any Association meeting. The vote of an entity shall be cast by its duly authorized representative.
5. The Members of the Association shall elect the Board of Directors.
6. Other rights and privileges associated with membership shall be as established by the Board or as prescribed by the Bylaws.
7. Classes of membership may be established by the Board of Directors.

Article III BOARD OF DIRECTORS

1. The Board of Directors shall consist of those persons elected by the Association, plus the President of the Livermore-Amador Symphony Guild. The number of Directors, which shall be determined by the Board, shall be no less than twenty (20) and no more than thirty (30). The proportion of Directors who are Orchestra members shall be at least 40% and at most 60%.
2. Each Director must be a member of the Association.
3. All Directors shall be voting members of the Board. Any Board member may have a substitute attend a Board meeting on his or her behalf. However, the substitute shall not have voting privileges.
4. The term of office of a Director shall be for a period of three (3) years, or for the unexpired term of a vacating Director. A Director may be re-elected for an additional term or terms. These terms shall begin July 1 or upon assuming a vacated Directorship.

Article III BOARD OF DIRECTORS

5. The terms of the Directors shall be arranged so that approximately one-third (1/3) of the terms expire each year.
6. The responsibilities of the Board of Directors shall include:
 - a) Reviewing the activities of the Association and its committees, making recommendations and establishing policies
 - b) Planning and authorizing the expenditure of Association funds, including establishing an annual budget
 - c) Entering into financial agreements with individuals and organizations
 - d) Selecting and appointing the Music Director and the Conductor of the Orchestra
 - e) Electing the officers of the Association
 - f) Filling vacancies in the elective offices of the Association and appointing other subordinate officers, agents, or employees as may be necessary
 - g) Establishing classes of membership
 - h) Establishing the membership fee
 - i) Establishing the schedule of dates and venues for public performances of the Orchestra
7. A Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by persons whom the Director believes to be competent in their fields.

A person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director.

Article IV OFFICERS

1. The officers of the Association shall be the President, Vice-President, Secretary, Treasurer and Officer-at-Large. They shall be elected by the Board of Directors from their number at a Board meeting which follows the Annual meeting.

Article IV OFFICERS

2. The term of office for all officers shall be for one year. Terms begin on July 1, except for the Treasurer's term which shall begin on September 1. The number of terms for serving in an office is not limited. However, the President may serve only two terms consecutively, the Treasurer may serve only four terms consecutively, and the Officer-at-Large may serve only two terms consecutively. The restrictions of limited consecutive terms may be waived once for an officer in a particular instance by three-fourths (3/4) written/email vote of the entire membership of the Board.
3. The duties of the President shall include:
 - a) Presiding at all meetings of the Association, Board of Directors, and the Executive Committee
 - b) Acting as spokesperson for the Association
 - c) Ensuring that the Board's actions and policies are carried out
 - d) Appointing the chairpersons of the Standing Committees by July 1 and the other members of the Standing Committees by July 15; appointing the chairperson of other committees
 - e) Designating the representatives to community and cultural organizations by July 15
 - f) Appointing the chairperson and other members of any Special Committee
 - g) Determining the time and place of meetings of the Board of Directors and the Executive Committee
 - h) Performing such duties as may be assigned by the Board or prescribed by the Bylaws
4. The duties of the Vice-President shall include:
 - a) Assisting the President in administrative matters
 - b) Assisting in other matters as requested by the President
 - c) Acting as President in the absence of the President
 - d) Serving as Parliamentarian
 - e) Serving as a Director on the Guild Board
 - f) Performing such duties as may be assigned by the Board or prescribed by the Bylaws
5. The duties of the Secretary shall include:
 - a) Taking and retaining minutes of all meetings of the Association, the Board of Directors, and the Executive Committee
 - b) Providing copies of all minutes for each Director
 - c) Giving notices of Association and Board of Directors meetings at least five days in advance
 - d) Carrying out correspondence for the Association
 - e) Keeping copies of current Bylaws, Articles of Incorporation, and documentation of tax-exempt status and tax identification number.

Article IV OFFICERS

- f) Keeping legal documents, original contracts and agreements, and copies of financial reviews
 - g) Performing such duties as may be assigned by the Board or prescribed by the Bylaws
6. The duties of the Treasurer shall include:
- a) Having oversight of all funds for which the Association is responsible
 - b) Depositing and disbursing funds as approved by the Board
 - c) Maintaining and keeping adequate and correct records of the Association's properties and business transactions
 - d) Making financial reports at meetings of the Board of Directors, a copy of which shall be included with the notice of the meeting
 - e) Ensuring that other financial reports and accountings, including State and Federal tax reports, are prepared and submitted
 - f) Keeping copies of financial reports, accountings, and financial reviews
 - g) Preparing and sending invoices to other organizations
 - h) Performing such duties as may be assigned by the Board or prescribed by the Bylaws
7. The duties of the Officer-at-Large shall include:
- a) Assisting in matters as requested by the President or Executive Committee
 - b) Performing such duties as may be assigned by the Board or prescribed by the Bylaws

Article V COMMITTEES and AUXILIARIES

A. Executive Committee

- 1. The Executive Committee shall consist of the five officers of the Association and a member of the Orchestra Management Committee.
- 2. The Executive Committee shall assist the President in ensuring that the Board's actions and policies are carried out.
- 3. The Executive Committee shall recommend to the Board the persons authorized to make financial transactions. The Treasurer shall be one of these persons.
- 4. Additional responsibilities of the Executive Committee shall include:
 - a) Recommending to the Board of Directors, no later than the September Board meeting, candidates to serve on the Nominating Committee
 - b) Recommending to the Board of Directors, no later than the February Board meeting, candidates to serve on the Financial Review Committee
 - c) Recommending to the Board of Directors candidates to fill unexpired terms of Directors
 - d) Reviewing the functions and effectiveness of the various committees

Article V COMMITTEES and AUXILIARIES

- e) Reviewing the correspondence of the Association
 - f) Ensuring that the Board of Directors receives approved minutes of the Executive Committee meetings
 - g) Providing for the annual review of all financial records for which the Association is responsible
 - h) Proposing to the Board of Directors any changes to the guidelines for the Financial Review Committee
 - i) Preparing the directives and limitations for the Financial Review Committee no later than June 30
5. The Executive Committee shall perform other business of the Association, subject to the powers reserved herein to the Board of Directors.

B. Nominating Committee

- 1. The Nominating Committee shall consist of three Directors, none of whom is a current officer of the Association.
- 2. The Nominating Committee shall be elected by the Board of Directors no later than September 30 and the term is from October 1 to September 30 of the following year.
- 3. The Nominating Committee shall nominate candidates, with their consent, for membership on the Board, based on the number of Directors, as specified in Article III-1, being no less than twenty (20) and no more than thirty (30). The proportion of Directors who are Orchestra members shall be at least 40% and at most 60%. These nominations and the list of Directors whose terms are expiring are to be included with the written/email notice of the Annual Meeting.
- 4. The Nominating Committee, following the election of Directors at the Annual Meeting, shall nominate a candidate, with his/her consent, for each elective office of the Association. The nominations shall be included with the notice of a Board meeting which follows the Annual meeting.
- 5. If an office is vacated before the expiration of its term, the Nominating Committee shall nominate a candidate, with his/her consent, to fill the unexpired office. Nominations from the floor are in order, provided the consent of the prospective nominee has been obtained.

C. Financial Review Committee

- 1. Four persons plus one alternate shall be elected to serve on the Financial Review Committee. None of those elected shall be an officer, or a person authorized to make financial transactions for

Article V COMMITTEES and AUXILIARIES

the fiscal year being reviewed. The chairperson shall be an Association member.

2. The Financial Review Committee shall be elected by the Board of Directors no later than the February Board meeting. The term of committee membership shall begin on March 1 and terminate upon submission of the committee's final report to the Board.
3. The Financial Review Committee shall review all financial records for which the Association is responsible. For the review to take place, at least three (3) of those elected to serve on the committee must be present.
4. The Financial Review Committee shall prepare written reports, according to the guidelines approved by the Board.
5. The Financial Review Committee shall present its final report to the Board no later than the October meeting which follows the fiscal year being reviewed.

D. Standing Committees

1. The Standing Committees of the Association shall include: Finance, Grants, Community Development, Courtesy, Marketing and Publicity, Music, Programs, Orchestra Management, and the Education Committees: Competition, Awards, Youth Outreach, and Livermore-Amador Symphony Youth Orchestra (LASYO). All Standing Committee members shall be members of the Association. This restriction may be waived in a particular instance by three-fourths (3/4) written/email vote of the entire Board. The chairpersons and other members of the committees shall be appointed by the President.
2. Standing Committee members, except for members of the Finance Committee, shall serve for the same term as the President of the Association, July 1–June 30. Members of the Finance Committee shall serve for the same term as the Treasurer, September 1–August 31.
3. The Finance Committee shall include the Treasurer. The Treasurer shall not serve as the chair. The responsibilities of the Finance Committee shall include:
 - a) Analyzing the Association and Guild treasurers' reports and giving direction and guidance to the Association and Guild treasurers
 - b) Meeting at least quarterly to supervise the finances of the Association
 - c) Securing budget proposals from committees and preparing the annual Association budget for submission to the Board of Directors
 - d) Considering suggested changes in the budget
 - e) Projecting long term financial needs

Article V COMMITTEES and AUXILIARIES

4. The responsibilities of the Grants Committee shall include:
 - a) Preparing and submitting applications for grants
 - b) Preparing and submitting follow-up reports as required
5. The responsibilities of the Community Development Committee shall include:
 - a) Representing the Association in community organizations, such as cultural arts councils and chambers of commerce
 - b) Promoting the Livermore-Amador Symphony at charitable contribution campaigns of businesses and organizations
 - c) Soliciting business contributions
 - d) Soliciting advertisements for the concert programs at venues that allow
6. The responsibilities of the Courtesy Committee shall include:
 - a) Sending card or note (e.g. get well, sympathy, congratulations) to orchestra, Board, or Guild member, or other symphony supporter, as directed by LASA President
 - b) Communicating information to the Board
7. The responsibilities of the Marketing and Publicity Committee shall include:
 - a) Planning and, as authorized by the Board, implementing marketing strategies
 - b) Preparing and distributing news releases about the activities of the Orchestra and its season concerts
 - c) Preparing and distributing publicity materials about the concerts
 - d) Managing the Association's website
8. The responsibilities of the Music Committee shall include:
 - a) Selecting the music and guest artists for the concerts in collaboration with the Music Director
 - b) Negotiating with prospective guest artists, preparing agreements for signatures, and ensuring that agreements are finalized
 - c) Providing music and guest artist information to the appropriate personnel for publicity, marketing and public relations
 - d) Suggesting concert venues and dates to the Board

Article V COMMITTEES and AUXILIARIES

9. The responsibilities of the Programs Committee shall include:
 - a) Collecting and editing the materials for the programs
 - b) Doing the lay-out for the programs
 - c) Submitting the material for production
 - d) Making programs available for distribution

10. The responsibilities of the Orchestra Management Committee, in consultation with the Music Director, and the Executive Committee, shall include:
 - a) Recruiting, registering and keeping records of volunteer musicians (Personnel Manager)
 - b) Recruiting extra players for specified services, as requested by the Music Director, and negotiating compensation with these players if qualified volunteer players are not available (Extra Player Manager)
 - c) Locating candidates for Principal positions for selection by the Music Director and, if necessary, negotiating compensation (Extra Player Manager)
 - d) Obtaining and distributing music and maintaining the orchestra library (Librarian)
 - e) Obtaining rehearsal facilities and equipment (Production Manager)
 - f) Providing concert site stage management as needed, including musician equipment, in cooperation with site management (Production Manager)
 - g) Ensuring employee/musicians handbooks are updated (Human Resources Manager)
 - h) Reviewing contracts to ensure accuracy prior to offering to employee or contractor (Human Resources Manager)
 - i) Recommending the need for professional advice if warranted (Human Resources Manager)
 - j) Reporting significant HR updates to the Board (Human Resources Manager)

11. The responsibilities of the Competition Committee shall include:
 - a) Informing music teachers and students about the competition
 - b) Communicating with teachers, students, parents, judges and the Music Director
 - c) Planning and carrying out the logistics of the competition
 - d) Preparing materials for publicity

12. The responsibilities of the Awards Committee shall include:
 - a) Informing schools and students about the awards
 - b) Reviewing the award applications and selecting the winners
 - c) Preparing materials for publicity

Article V COMMITTEES and AUXILIARIES

13. The responsibilities of the Youth Outreach Committee shall include:

- a) Planning and, as authorized by the Board, implementing youth outreach projects
- b) Collaborating with other personnel (e.g., Music Committee, Marketing and Publicity Committee, Orchestra members) to accomplish its goals

14. The responsibilities of the Livermore-Amador Symphony Youth Orchestra (LASYO) Committee shall include:

- a) Making arrangements with conductors
- b) Obtaining rehearsal, performance and reception venues and dates
- c) Publicizing announcement information and application on website and flyers to instructors
- d) Sending notice to all former participants
- e) Scheduling auditions after receiving applications
- f) Obtaining and distributing music
- g) Collecting tuition
- h) Preparing material for concert publicity

E. Special Committees

1. The Board may establish Special Committees to carry out specified tasks.
2. Members of Special Committees shall be Association members, unless otherwise stipulated by the Board.
3. The chairpersons and other members of Special Committees shall be appointed by the President.

F. Auxiliaries

1. The Livermore-Amador Symphony Guild is an auxiliary of the Livermore-Amador Symphony Association. It is independent of the Association in some respects, as it has its own bylaws, officers, bank accounts, committees, and activities. Yet, it is not independent in all respects. For example, with respect to financial matters the Guild is subject to the oversight of the Association, as the Guild shares the tax identification number of the Association and entities which use this number for identification purposes, such as the Internal Revenue Service and the Franchise Tax Board, view the Association and the Guild as a single organization.

Article V COMMITTEES and AUXILIARIES

2. The responsibilities of the Guild shall be prescribed in its Bylaws and shall include:
 - a) Promoting interest in the Livermore-Amador Symphony
 - b) Conducting the annual Association membership drive
 - c) Engaging in fund-raising for the Association
 - d) Reporting the Guild's financial transactions, including details of its fund-raising activities, to the Association Finance Committee and the Association Treasurer
 - e) Providing the Association President, as needed, a copy of the Guild Bylaws, for distribution to Association Board members
 - f) Submitting any proposed Guild bylaw change to the Association Board, to ensure consistency with the Association Bylaws
 - g) Arranging receptions and other social activities and services

Article VI MEETINGS

A. Meetings of the Association

1. Annual Meeting of the Association
 - a) The Annual Meeting of the members of the Association shall be held during April. The time and place of the meeting shall be selected by the President in consultation with the Music Director.
 - b) The purpose of the Annual Meeting shall be to elect the Directors of the Association. Other items deemed of interest may also be presented.
 - c) A written/email notice of the Annual Meeting shall be sent to each member at least five days in advance of the meeting. This notice shall include a list of Directors whose terms are expiring, a list from the Nominating Committee of the nominations for Directors, and any other business to be transacted.
2. Special Meetings of the Association
 - a) Should the Board decide that a particular action requires the approval of the members of the Association, the President shall either call a Special Meeting at a time and place selected by the President or call for the voting to be conducted by [e]mail.
 - b) If a Special Meeting is to be convened, written/email notice of the particular action requiring approval shall be sent to each member at least five days in advance of the date of the meeting. Voting on the matter shall be by written/email ballot.
 - c) If the voting is to be conducted by [e]mail, ballots shall be included with the written/ email notice. The notice will specify a return deadline at least fifteen days after the date of the [e]mailing. Members shall [e]mail return ballots at their own expense; the date or endorsement by the Secretary will determine whether a ballot is submitted in time to be counted.
3. A quorum for meetings of the Association, either Annual or Special, shall consist of thirty members

B. Meetings of the Board of Directors

1. The Board of Directors shall meet at least six times a year, at a time and place determined by the President.
2. A special meeting of the Board of Directors shall be convened upon written/email notice initiated by five (5) Directors.
3. A written/email notice of at least five days shall be given for any meeting of the Board of Directors and shall include the agenda.

Article VI MEETINGS

4. A quorum shall consist of a majority of the Directors.
5. A Director who fails to attend three consecutive meetings of the Board of Directors may be removed by the Board.
6. Any member of the Association may attend meetings of the Board of Directors. Non-members may attend at the discretion of the President.

C. Meetings of the Executive Committee

1. The Executive Committee shall meet at least six times a year, at a time and place determined by the President.
2. A special meeting of the Executive Committee shall be called if two (2) members of the Committee so request.
3. Ordinarily, five (5) days' notice of meetings shall be given.
4. A quorum shall consist of four (4) members of the Committee.
5. Any gathering of at least a quorum of the Executive Committee called to discuss Association business shall be considered a meeting.

Article VII ELECTIONS

A. Election of the Board of Directors

1. The membership of the Association shall elect Directors at the Annual Meeting.
2. Nominations for Directors shall be presented by the Nominating Committee at the Annual Meeting, and shall be included with the written/email notice of the meeting to the members of the Association.
3. Nominations from the floor at the Annual Meeting are in order, provided that the consent of the prospective nominee has been obtained.
4. The Board of Directors shall elect Directors to fill vacated unexpired terms. Nominations for such Directors shall be presented to the Board by the Executive Committee.

B. Election of the Officers

1. The Officers of the Association shall be elected by the Board of Directors no later than the last Board meeting of the fiscal year.
2. Nominations for officers shall be presented by the Nominating Committee, and shall be included with the notice of a Board meeting which follows the Annual Meeting.
3. Nominations from the floor are in order, provided that the consent of the prospective nominee has been obtained.

Article VII ELECTIONS

4. The Board of Directors shall elect Officers to fill vacated unexpired terms. The Nominating Committee shall nominate a candidate, with his/her consent, to fill the unexpired office. Nominations from the floor are in order, provided that the consent of the prospective nominee has been obtained.

C. Election of the Nominating Committee

1. The Nominating Committee shall be elected by the Board of Directors no later than September 30.
2. Candidates for the Nominating Committee shall be proposed by the Executive Committee and their names shall be included with the notice of a Board meeting to be held no later than September 30.
3. Nominations from the floor are in order, provided that the consent of the prospective nominee has been obtained.

D. Election of the Financial Review Committee

1. The Financial Review Committee shall be elected by the Board of Directors no later than February 28.
2. Candidates for the Financial Review Committee shall be proposed by the Executive Committee, and their names shall be included with the notice of a Board meeting to be held no later than February 28.
3. Nominations from the floor are in order, provided that the consent of the prospective nominee has been obtained.

Article VIII FISCAL MANAGEMENT

1. Fiscal Year: The fiscal year of the Association shall commence on July 1st and end on June 30th.
2. Annual Budget:
 - a) The Finance Committee, prior to the last Board meeting of a given fiscal year, shall present to the Board a proposed budget for the following fiscal year.
 - b) The Board of Directors, having responsibility for planning and authorizing the expenditure of Association funds, shall review the Finance Committee's proposed budget and adopt a budget no later than the last Board meeting of the fiscal year.
 - c) The Finance Committee shall consider suggested changes in the budget during the fiscal year.
3. Dispersing Funds: The Treasurer shall disburse funds as approved by the Board of Directors.
4. Holding funds: All funds received for the Association shall be held in accordance with a Board-approved Financial Management Plan, proposed to the Board by the Finance Committee, after acceptance by the Executive Committee. *Amendment approved by Board 1-24-22*
5. Authorization for Payments, Withdrawals, and Fund Transfers: All payments, withdrawals, and fund transfers shall be made only by persons recommended by the Executive Committee, and approved by the Board of Directors. The Treasurer shall be one of these persons.
6. Bonding: The Executive Committee may authorize the bonding of officers or other persons having access to the funds of the Association.
7. Financial Review: At the close of each fiscal year, the accounts of the Association shall be reviewed by the Financial Review Committee and a written report shall be prepared according to the guidelines approved by the Board. The Financial Review Committee shall present the report to the Board no later than the October Board meeting.
8. Properties and Assets: The properties and assets of the Association are irrevocably dedicated to cultural and educational purposes. No part of the net earnings, properties, or assets of the Association, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or Director of the Association. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to one or more organizations dedicated to charitable purposes, with the proviso that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code section 501 (c) (3).

Article VIII FISCAL MANAGEMENT

9. Loans: The Association shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer; provided, however, that the Association may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in performance of the duties of such Officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.
10. Self-Dealing Transactions: Except as provided below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the Association is a party and in which one or more of the Directors has a material financial interest, or a transaction between the Association and one or more of the Directors, or a transaction between the Association and any person, in which one or more of its Directors has a material financial interest. It is the responsibility of the Directors who could be characterized as self-dealing to disclose this fact before votes or other actions are taken by the Board of Directors.

The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of, and is fair and reasonable to, the Association and, after reasonable investigation under the circumstances, determines that the Association could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors.

11. Compensation: At all times a majority of the Directors shall be persons who have not been compensated, within the previous twelve (12) months, by the Association for services performed for the Association. In this section, the term "persons" includes individuals related by blood or marriage.
12. Indemnification: The Association may 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 or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the Nonprofit Corporation Law of the State of California.

Article VIII FISCAL MANAGEMENT

In determining whether indemnification is available to the Director, Officer or agent of the Association under California law, the determination as to whether the applicable standard of conduct set forth in Section 5238 of the California Nonprofit Corporation Law 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 (2/3) 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.

This 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 a Director, Officer or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

13. **Insurance:** The Association shall have the power to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Association, 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 Association would have the power to indemnify the agent against such liability under Item 12 of this Article of these Bylaws; provided, however, that the Association shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Association for any self-dealing transactions, as described in Section 5233 of the California Nonprofit Corporation Law.

Article IX RULES OF ORDER

Roberts Rules of Order (latest revision) shall govern the affairs of the Association in all cases when they are applicable and in which they are not inconsistent with these Bylaws.

Article X AMENDMENTS

1. These Bylaws may be amended, adopted, or repealed, at a duly called meeting of the Board of Directors by a two-thirds (2/3) vote of the Directors present at the meeting.
2. A copy of the proposed amendment or amendments shall be furnished to each Director prior to or with the notice of the meeting at which they are to be considered.

Article XI EMERGENCY PROVISIONS

1. General. The provisions of this Article XI shall be operative only during an emergency declared by a civil authority or in the event of a disaster making it impossible or impracticable for the corporation to conduct its business without recourse to the provisions of this Article XI. Said provisions in such event shall override all other Bylaws of the corporation in conflict with any provisions of this Article XI and shall remain operative as long as it remains impossible or impracticable to continue the business of the corporation otherwise, but thereafter Article XI shall be inoperative; provided that all actions taken in good faith pursuant to such provisions shall thereafter remain in full force and effect unless and until revoked by action taken pursuant to the provisions of the Bylaws other than those contained in this Article XI.
2. Unavailable Directors. All directors of the corporation who are not available to perform their duties as directors by reason of physical or mental incapacity or for any other reason or whose whereabouts are unknown shall automatically cease to be directors, with like effect as if such persons had resigned as directors, so long as such unavailability continues.
3. Authorized Number of Directors. The authorized number of directors shall be the number of directors remaining after eliminating those who have ceased to be directors pursuant to Section 2.
4. Quorum. In article VI, Section B and C, the number of directors necessary to constitute a quorum shall consist of a majority of the remaining Directors.
5. Directors Becoming Available. Any person who has ceased to be a director pursuant to the provisions of Section 2 and who thereafter becomes available to serve as a director shall automatically resume performing the duties and exercising the powers of a director unless the term of office of such person has expired.

CERTIFICATE OF SECRETARY

I, *Marcia Stimatz Elchesen*, certify that I am presently the duly elected and acting Secretary of the Livermore-Amador Symphony Association, and the above Bylaws, consisting of 18 pages, are the Bylaws of this corporation as adopted by its Board of Directors on June 1, 2020.

Dated: *June 1, 2020*

Marcia Stimatz Elchesen

Marcia Stimatz Elchesen, Secretary
Livermore-Amador Symphony Association