

**BYLAWS
OF
MONTGOMERY PHILHARMONIC, INC.**

A Maryland Non-profit Corporation
Adopted February 9, 2009

ARTICLE I – NAME

Section 1. **Corporate Name.** The name of the Corporation is “Montgomery Philharmonic, Inc.”

ARTICLE II – PURPOSES

Section 1. **Purpose.** The purposes of the Corporation are:

- A. To form a primarily volunteer symphony orchestra consisting of members and other musicians which will perform public concerts and enrich the cultural lives of residents of Upper Montgomery County, Maryland and surrounding environs.
- B. To encourage and promote attendance at orchestra concerts by students, senior citizens, and economically disadvantaged citizens as well as the general public.
- C. To offer musically talented individuals the opportunity to enhance their musical proficiencies through rehearsal and performance with a concert orchestra.
- D. To engage in such other activities either alone or in cooperation with other organizations dedicated to cultural pursuits, which promote and sponsor the musical arts.
- E. To perform any other lawful acts for which a corporation may be organized under the laws of the State of Maryland, provided that it shall operate on a non-profit basis by devoting all monies received to further the purposes of the organization with no part of such monies to be distributed to any member or officer of the organization or to any other private individual (except for normal salaries which may be paid to employees of the organization who may also be members).

Section 2. **Limitations.** The Corporation shall not carry on any activities prohibited to a corporation (a) exempt from federal income tax under Section 501(c)(3) of the Internal revenue Code of 1986, as now in effect or as may be hereafter amended (“the Code”); (b) for which contributions are deductible under Section 179(c)(3) of the Code; or (c) which is a Maryland non-profit corporation.

ARTICLE III – OFFICES

Section 1. **Principal Office.** The registered office of the Corporation shall be at L&L Music-Wind Shop, 8940 N Westland Drive; Gaithersburg, MD 20877 and the name of the agent at such address is Diana Loeb.

Section 2. Other Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

ARTICLE IV – MEMBERSHIP

Section 1. Membership Classifications. There shall be four classes of members of the Corporation, as follows.

- A. **Active Membership.** An individual shall qualify as an Active Member of the Corporation by paying all applicable dues, if any, and by either playing in the orchestra at rehearsals and at musical performances, serving on the Board of Directors, or serving on an advisory board of the Corporation. The privileges of Active Membership shall include attendance at the Annual Meeting or any special meetings of the Members including eligibility to vote; eligibility to hold an Active Member Director position on the Board of Directors; eligibility to serve as a member or chairperson of any committee of the Corporation; eligibility to elect one person to serve on the Nominating Committee; eligibility to become involved in various corporate activities including musical performance, education, volunteerism, project development and fund raising; and receipt of all pertinent mailings of the Corporation. Active membership dues, if any, may be reduced or waived for individual members from time to time.
- B. **Associate Membership.** An individual shall qualify as an Associate Member of the Corporation by paying all applicable dues, if any, and by playing with the orchestra at rehearsals but not at musical performances (except with express permission of the Music Director). The privileges of Associate Membership shall include attendance at the Annual Meeting or any special meetings of the Members including eligibility to vote; eligibility to serve as a member of any committee of the Corporation; eligibility to become involved in various corporate activities including volunteerism, project development and fund raising; and receipt of selected mailings of the Corporation. Associate membership dues, if any, may be reduced or waived for individual members from time to time.
- C. **Honorary Membership.** The Board of Directors, by majority vote, may confer the status of Honorary Membership upon an individual in recognition of notable services to or on behalf of the Corporation. The privileges of Honorary Membership shall include attendance at the Annual Meeting or any special meetings of the Members; eligibility to serve as a member of any committee of the Corporation; eligibility to become involved in various corporate activities including volunteerism, project development and fund raising; and receipt of selected mailings of the Corporation. Honorary Members are not eligible to vote at the Annual Meeting or any special meetings of the Members. No dues shall be charged to Honorary Members.
- D. **Sponsoring Membership.** A Sponsoring Member shall be any individual who is not otherwise a Member of the Corporation and who makes a financial or other contribution to the Corporation in a minimum amount to be determined from time to time by the Board. The privileges of Sponsoring Membership shall include attendance at the Annual Meeting or any special meetings of the Members; eligibility to serve as a member of any committee of the Corporation; eligibility to become involved in various corporate activities including volunteerism, project development and fund raising; and receipt of selected mailings of the Corporation. Sponsoring Members are not

eligible to vote at the Annual Meeting or any special meetings of the Members. No dues shall be charged to Sponsoring Members

Section 2. Member Defined. Throughout these Bylaws, the use of the unmodified term “Member” shall include those individuals comprising all four classes of membership in the Corporation.

Section 3. Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and the amount of dues, if any, payable by the Active and Associate Members.

Section 4. Term. Active Members and Associate Members shall continue in that position for as long as all of the qualifications of membership are met. Honorary Members and Sponsorship Members have lifetime membership. Notwithstanding the foregoing, any Member may resign at any time by mailing or delivering written notice to the Secretary of the Corporation (any resignation to take effect as specified therein or, if not specified, upon receipt by the Secretary), and any Member may be suspended or expelled pursuant to Section 5 below.

Section 5. Suspension and Expulsion From Membership.

- A. Any Member who is an instrumentalist in the orchestra may be suspended or expelled from membership for failing to adhere to the prevailing policies of the Personnel Committee, upon the decision of the Personnel Committee in consultation with the Music Director; provided that prior to such action being taken, the Personnel Committee shall notify in writing the person against whom such action is being contemplated. Such notice shall include a statement of the reasons for the proposed action. The Member shall have the opportunity to be heard before the Personnel Committee and the Music Director prior to any suspension or expulsion. The chairperson of the Personnel Committee shall immediately give notice to the Board of Directors of any suspension or expulsion.
- B. Any Member may be suspended or expelled from Membership upon the affirmative vote of three-fourths of the full Board of Directors taken after the Board’s consultation with the chairperson of the Personnel Committee. Such action shall be taken at a duly convened special meeting; provided, that the Secretary shall give fourteen days advance written notice of the intention to suspend or expel and a statement of the reasons for such action to the Member. The Member shall have the opportunity to be heard and to bring other people to speak on his or her behalf at such meeting if the Member desires.
- C. A suspended Member shall not rehearse or perform with the orchestra, and shall not vote in the Annual Meeting or any special meetings of the Corporation. Nevertheless, a suspended Member retains any privileges of attendance at meetings of the Corporation and receipt of mailings. The term of a suspension will be set forth in writing by the Personnel Committee in the case of a suspension pursuant to Section 5(A) above, and by the Board of Directors in the case of a suspension pursuant to Section 5(B) above, and shall be delivered to the suspended Member; provided that a suspended Member may be reinstated before the expiration of the suspension term pursuant to Section 6 below.
- D. An expelled Member loses all privileges of membership permanently, unless reinstated pursuant to Section 6 below.

Section 6. Reinstatement.

- A. Upon written request mailed or delivered to the Music Director and the Personnel Committee, any Member suspended or expelled pursuant to Section 5(A) above may be granted the opportunity to be heard before the Personnel Committee and the Music Director in a petition for reinstatement in the orchestra. The Personnel Committee, in consultation with the Music Director and, if necessary, the Corporation's legal counsel, shall have the authority to reinstate the expelled or suspended Member with or without conditions. The chairperson of the Personnel Committee shall provide the reinstated Member with any terms and conditions of reinstatement in writing, and shall immediately give notice to the Board of Directors of any reinstatement, including any terms or conditions imposed.

- B. Upon written request mailed or delivered to the Secretary of the Corporation by any Member suspended or expelled pursuant to Section 5(B) above, the Board of Directors may, by the affirmative vote of three-fourths of the full Board of Directors, reinstate the expelled Member to membership upon such terms and conditions, if any, as the Board of Directors deems appropriate. The Board of Directors shall provide the reinstated Member with any terms and conditions of reinstatement in writing.

Section 7. No Assignability. Membership in the Corporation is not transferable or assignable.

Section 8. Compensation.

Members of the Corporation shall receive no fee, salary or remuneration of any kind for services rendered on behalf of the Corporation; provided that, Members may be reimbursed for reasonable expenses incurred in performing services on behalf of the Corporation with the approval of the Finance Committee upon the presentation of proof of expenses incurred.

ARTICLE V – MEETINGS OF THE MEMBERS OF THE CORPORATION

Section 1. Annual Meeting. A meeting of the Members shall be held annually for the election of Directors and transaction of other business as may properly be brought before the meeting. Unless otherwise specified by the Board of Directors, the Annual Meeting shall be held at the second rehearsal for the first concert of each season. The President shall make an annual report and the Treasurer shall make a financial report to the Members at the Annual Meeting.

Section 2. Special Meetings. Unless otherwise specifically provided in these Bylaws, special meetings of the Members may be called by the President of the Corporation, or upon the written request to the Secretary of ten percent of the Active Members. The Secretary shall fix the time and place of the meeting, which shall be held no more than thirty days after receipt of such a request.

Section 3. Time and Place. Meetings of the Members shall be held at such place within the United States and at such hour as may be fixed by the Board of Directors in the notice of the meeting. If no place and hour are so set, meetings of members shall be held at the Gaithersburg Presbyterian Church (610 S. Frederick Ave., Gaithersburg, Md. 20877) at 7:00 p.m.

Section 4. Notice of Meetings. Written notice of the time, place and purpose of annual and special meetings of the Members shall be given to each Member of record not more than ninety and not less than fourteen days before the date of the meeting by e-mail, unless a Member does not have an e-mail address, in which case they may be contacted in person, by telephone, or by United States Mail. Notice shall be given by or at the direction of the President or Secretary of the Corporation, and shall state the place, date, and hour of the meeting, and, unless it is an Annual Meeting, shall state the purpose or purposes for which the meeting is being called.

When a meeting is adjourned to another time and place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting in which the adjournment is taken. At the adjourned meeting the Corporation may transact any business that might have been transacted at the original meeting.

Section 5. Waiver of Notice. Notice of a meeting need not be given to any Member who signs a waiver of the notice, in person, whether before or after the meeting. The attendance of any Member at a meeting, in person, without protesting prior to the conclusion of the meeting the lack of notice of the meeting, shall constitute a waiver of notice by that Member.

Section 6. Quorum of Members and Voting. Twenty-five percent of the Members of the Corporation entitled to vote shall constitute a quorum for the transaction of business.

Each Member shall have one vote on all matters at any meeting upon which they are eligible to vote, including one vote for each vacancy in the Board of Directors.

There shall be no proxy voting by any Members on any matter. Unless otherwise specifically provided in these Bylaws, at any meeting of the Members at which a quorum is present, the affirmative vote of a majority of the Members entitled to vote on that matter shall constitute an action of the Members. Voting on all matters, including the election of Directors, may be conducted by mail or e-mail if specified by the Board of Directors.

ARTICLE VI – OFFICERS, AGENTS, AND EMPLOYEES

Section 1. Officers. The officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer, and such other officers as may be prescribed from time to time by the Board of Directors.

Section 2. Selection of Officers. The officers shall be elected by the Board of Directors by written ballot at the first meeting of that Board of Directors following the Annual Meeting of the Members in alternating years. An individual must be a member of the Board of Directors to be eligible to serve as an officer.

Section 3. Term of Officers. Any officer elected shall hold office for a term of two years and until his successor has been elected and qualified, subject to earlier termination by removal or resignation. No person shall be elected to the same office for more than two consecutive terms. No person shall concurrently hold more than one office at a time, except that all officers shall retain their positions on the Board of Directors while serving as officers.

Section 4. Powers and Duties of Officers.

- A. **President.** The President shall serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the Members, the Board of Directors, and the Executive Committee and, subject to the supervision of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors. The President shall appoint any Active Member as chairperson of a committee established by the Board of Directors unless otherwise provided in these Bylaws. The President shall be an ex-officio member of all committees. The President shall make a report to the Members of the state of the Corporation at the Annual Meeting of the Corporation.
- B. **Vice President.** In the absence of the President, in the event of the President's inability or refusal to act, or at the request of the President, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.
- C. **Secretary.** The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Members and of the Board of Directors, by attending all such meetings, acting as clerk thereof, and recording all the votes and the minutes of the meetings in a book to be kept for that purpose. If necessary, the Board of Directors may appoint a representative to substitute for the Secretary at any such individual meeting. Unless otherwise specified in these Bylaws, the Secretary shall give or cause to be given all notices in accordance with these By-Laws or as required by law, and, in general, shall perform all duties customary to the office of Secretary and other such duties as may be prescribed by the Board of Directors or President. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.
- D. **Treasurer.** The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation, and all records thereof. He shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. The Treasurer shall disburse funds of the corporation, taking proper vouchers for such disbursements. The Treasurer shall submit the corporation's financial records for audit. The Treasurer shall chair the Finance Committee, make financial reports to the Board of Directors whenever required by the Board of Directors, present an annual report to the corporation of its financial condition, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his duties as the Board of Directors may require.

Section 5. Removal or Resignation of Officers. Any officer may be removed by the Board of Directors with or without cause at a duly convened meeting of the Board of Directors by an affirmative vote of at least three-fourths of the full Board of Directors (excluding the officer in question), provided that written notice of the intention to consider removal of the officer and a statement of the reasons for such action has been included in the notice of the meeting. No officer shall be removed without having the opportunity to be heard at such meeting. Any officer may resign by written notice to the Board of Directors. Unless otherwise specified in the notice and agreed upon by a majority of the Directors, the resignation shall be effective upon delivery to the Board of Directors.

Section 6. Vacancy of Officers. Any vacancy occurring among the officers shall be filled, for the balance of the two-year term, by an affirmative vote of a majority of the remaining Directors.

Section 7. Music Director. The Board of Directors shall appoint a Music Director at the recommendation of the Personnel Committee. The Music Director shall serve as the conductor of the orchestra and shall be directly accountable for the performance of his or her duties to the Board of Directors.

The Music Director shall enjoy all of the privileges and responsibilities of an Active Member of the Corporation for the duration of his service as Music Director, except that no dues shall be charged to the Music Director. The Music Director shall become an Honorary Member of the Corporation upon resignation or upon removal without cause.

In addition, the Music Director shall be an ex officio member of the Board of Directors for the duration of his service as Music Director. He shall be entitled to attend and participate in all meetings of the Board of Directors, but shall not have a vote. The Music Director shall not simultaneously serve as an Officer of the Corporation.

The duties of the Music Director shall include:

- A. Selection and presentation of music to be performed by the orchestra in consultation with the Board of Directors;
- B. Placement of instrumentalists within the sections of the orchestra and determination of the number of players within each section, with appeals decided in cooperation with the Personnel Committee;
- C. Making recommendations to the Personnel Committee as to the services of instrumentalists or the suspension or expulsion of an instrumentalist, as described in Article IV, Section 5;
- D. Making the decision on whether an Associate Member may perform any particular piece at any particular performance of the orchestra.
- E. Performance of all duties required of an orchestra director.

The Music Director shall serve an unlimited term, subject to removal or resignation. The Music Director may be removed with or without cause by a majority vote of the Board of Directors in consultation with the Personnel Committee. The Music Director may resign by written notice to the

Board of Directors. Unless otherwise specified in the notice and agreed upon by a majority of the Directors, the resignation shall be effective upon delivery to the Board of Directors.

Section 8. **Agents and Employees.** The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights. The Board of Directors may delegate the authority and responsibility described in this paragraph to any officer or officers.

Section 9. **Compensation.** The Corporation shall not pay any compensation to officers for services rendered to the Corporation, except that officers may be reimbursed for reasonable expenses incurred on behalf of, or in performing their duties as officers of the Corporation, with the approval of the Finance Committee upon the presentation of proof of expenses incurred.

The Corporation may pay compensation in reasonable amounts to the Music Director, such amount and any financial terms and conditions to be fixed by the Board of Directors after consideration of the recommendation of the Finance Committee.

At the discretion of the Music Director and Finance Committee, non-member instrumentalists, soloists and conductors may be hired to fill temporary positions within the orchestra, with compensation to be paid in reasonable amounts at the determination of the Finance Committee.

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. **Governing Powers.** The business and affairs of the Corporation shall be managed and governed under the direction of the Board of Directors.

Section 2. **Number of Directors.** The Board of Directors shall consist of no fewer than four and no more than 17 individuals. A majority of the entire Board of Directors may increase or decrease the number of Directors within this restriction, provided that no decrease shall affect the tenure of office of any incumbent Director.

Section 3. **Composition.** The Board of Directors shall be composed as follows:

- A. **Active Member Directors.** A majority of the Directors shall be Active Members who are instrumentalists of the orchestra nominated by the instrumentalists and elected by the Active Members as described in Section 4.

B. General Directors. After the first Annual Meeting of the Corporation, a minimum of one-third of the Board of Directors shall be individuals other than instrumentalists in the orchestra, elected by the Active Members, and may include those of the general public selected by the sitting Board of Directors based on qualified applicants submitted by the Nominating Committee.

Section 4. Nomination and Election. The Nominating Committee shall nominate a slate of nominees for available positions on the Board of Directors each year. Any Active Member may submit to the Nominating Committee the name of any other Active Member to be considered for a nomination for Active Member Director. The Nominating Committee shall choose the nominees for Active Member Director from among the names thus submitted by the Active Members, and it shall choose the nominees for General Director from among qualified applicants, including from the general public.

Each nominee shall be nominated to fill a particular vacancy in the Board of Directors.

The slate of nominees shall be presented to the Members at each Annual Meeting. There, the Active Members shall elect the Active Member Directors, and the Active Members and Associate Members shall elect the General Directors.

Section 5. Term. Each Director shall be elected to a term of two years, or until a successor is elected. There shall be no limit on the number of terms a Director may serve; however, no more than two terms may be consecutive.

Notwithstanding the foregoing, there shall be two classes of Directors: Class A and Class B. At the first Annual Meeting of the Corporation, Class A Directors shall be elected to a two-year term and Class B Directors shall be elected to a one-year term. Class B Directors elected thereafter shall be elected to a two-year term.

Notwithstanding the foregoing, the initial Directors listed on the Articles of Incorporation of the Corporation shall serve for a term from the date of incorporation of the Corporation until the first Annual Meeting of the Corporation. This original term shall not count toward the limit of two consecutive terms for these Directors.

If the number of Directors in any class is increased, the term of a Director elected at the next Annual Meeting to such a newly created vacancy shall end at the same time as the term of other Directors in that class. If the number of Directors in any class is decreased, the incumbent Directors in that class shall all be allowed to complete their full term of office.

Section 6. New Directorships and Vacancies. Newly-created directorships resulting from an increase in the number of Directors, and vacancies occurring in the Board for any reason, may be filled before the occurrence of an Annual Meeting according to the following procedure:

- A. A vacancy on the Board of Directors of an Active Member Director may be filled by an Active Member nominated and elected by the Active Members.
- B. A vacancy on the Board of Directors of a General Director may be filled by a person receiving an affirmative vote of a majority of the remaining Directors.

A Director elected pursuant to this procedure to fill a vacancy which results from an increase in the number of Directors shall hold office until the next Annual Meeting of the Members, or until a successor is elected. This period shall not count toward the limitation to two consecutive terms described in Section 5 of this Article.

A Director elected pursuant to this procedure to fill a vacancy which results from the removal, resignation, or death of a Director shall serve for the balance of the previous Director's term. This period shall not count toward the limitation to two consecutive terms described in Section 5 of this Article.

Section 7. Removal or Resignation of Directors. Except as otherwise provided by law, any Director may be removed with or without cause at a duly convened meeting of the Members, by an affirmative vote of three-fourths of the Active Members in the case of an Active Member Director, or by an affirmative vote of three-fourths of all the Members in the case of a General Director. Written notice of the intention to consider removal of the Director shall be included in notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting.

A Director may also be removed upon the affirmative vote of three-fourths of the full Board of Directors if he fails to attend half of the regular meetings of the Board of Directors within a fiscal year during his term.

Any Director may resign by written notice to the Board of Directors. Unless otherwise specified in the notice and agreed upon by a majority of the remaining Directors, the resignation shall be effective upon delivery to the Board of Directors.

Section 8. Quorum of Directors and Action by the Board. Unless a greater proportion is required by law or otherwise specifically provided in these Bylaws, a majority of the Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. Each Director shall have one vote on all matters at any meeting. Except as otherwise provided by law or these Bylaws, the action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board.

Section 9. Meetings.

- A. Regular meetings of the Board of Directors may be held at such times as the Board of Directors may determine, but in any event no less frequently than once each fiscal year. Meetings of the Board of Directors may be held either within or without the State of Maryland.
- B. Generally, Board Meetings shall be open to all persons with a relevant interest in such meetings. Closed sessions may be called by the Board of Directors under circumstances requiring confidential discussions.
- C. Special meetings of the Board may be called by the President or upon request of three Directors. Special meetings of the Board of Directors shall be held upon not less than five days notice.

- D. For purposes of regular and special meetings, proper notice shall be notification of the meeting given by e-mail, unless a Director does not have an e-mail address, in which case they may be contacted in person, by telephone, or by United States mail if notice is received at least four days in advance of the meeting. This notice shall specify the time and place of the meeting. Notice of any meeting need not be given to any Director who signs a waiver of notice, whether before or after the meeting. The attendance of any Director at a meeting without protesting the lack of notice of the meeting prior to the conclusion of the meeting shall constitute a waiver of notice by that Director. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting, unless otherwise specifically provided in these Bylaws.
- E. Any or all Directors may participate in a meeting of the Board of Directors by means of conference telephone call or any means of communication by which all persons participating in the meeting are able to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.
- F. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors may be taken without a meeting if, prior or subsequent to the action, all Directors consent thereto by e-mail or in writing, and printed or written consents are filed with the minutes of the proceedings of the Board of Directors. The consents shall have the same effect as a unanimous vote of the Board of Directors for all purposes, and may be stated as such in any certificate or other document filed with the Secretary of the State of Maryland.

Section 10. Discharge of Duties. Directors shall discharge their duties in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like position. In discharging their duties, Directors shall not be liable if, acting in good faith, they rely on the opinion of counsel for the Corporation or upon written reports setting forth financial data concerning the Corporation and prepared by an independent public accountant or certified public accountant or firm of accountants or upon financial statements, books or accounts or reports of the Corporation represented to them to be correct by the President, the officer of the Corporation having charge of its books of account, or the person presiding at a meeting of the Board of Directors.

Section 11. Advisory Board. The Board of Directors may create an Advisory Board, composed of individuals appointed by the Board of Directors for a term of one year, which shall commence upon acceptance of a position on the Advisory Board. The function of the Advisory Board shall be to provide input to the Board of Directors and to perform such other functions as requested by the Board of Directors. The Board of Directors may request that certain appointees to the Advisory Board attend specified meetings of the Board of Directors, without voting privileges. Appointees to the Advisory Board shall be considered Associate Members of the Corporation and all applicable annual dues and membership fees, if any, shall be waived for the duration of their term on the Advisory Board.

Section 12. Immediate Past President as Advisor. The Immediate Past President of the Corporation may voluntarily choose to act as an advisor to the Board of Directors for a term commencing the day after his term as President expires and ending the day his successor's term as President expires (the "Advisory Term"). Any Immediate Past President who is not serving on the Board of Directors may attend meetings of the Board of Directors during his Advisory Term (without

eligibility to vote, except in the case of a tie of the sitting Board of Directors) with the intention of offering advice and counsel to the Board of Directors.

Section 13. Compensation. The Corporation shall not pay any compensation to Directors for services rendered to the Corporation, except that Directors may be reimbursed for reasonable expenses incurred on behalf of, or in performing their duties as Directors of the Corporation, with the approval of the Finance Committee upon the presentation of proof of expenses incurred.

ARTICLE VIII – COMMITTEES

Section 1. Establishment of Committees. The Board of Directors may from time to time establish committees as it finds necessary for the operation of the Corporation. Committees shall consist of one or more Members, including persons who are not Directors; provided that each committee shall either include at least one Director, or shall be accountable to a specific Director designated by the Board of Directors. Unless otherwise provided in these Bylaws, the President shall have the authority to appoint any Active Member or Director as chairperson of a committee, and the chairperson shall appoint Members to serve on the committee within the parameters set forth under these Bylaws. The President may invite the chairperson or other Members serving on the committee who are not Directors to attend any meeting of the Board of Directors, but such persons shall have no vote. The Board of Directors may dissolve any committee in its sole discretion. Unless otherwise provided in these Bylaws, any Member appointed to a committee shall serve for one year or until the first meeting of the Board of Directors following the Annual Meeting of the Members, whichever shall first occur. Unless otherwise provided in these Bylaws or a committee's own rules, Members and Directors may be reappointed to serve on a committee for unlimited successive terms.

Section 2. Authority. Each committee shall have and may exercise the authority conferred upon it by the Board of Directors except that no such committee shall make or alter or repeal anything contained in these Bylaws, amend or repeal any resolution of the Board of Directors, elect or remove any officer or Director, or act on matters committed by the Bylaws or by resolution of the Board of Directors to another committee.

Section 3. Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Directors or in rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article VII of these Bylaws.

Unless otherwise restricted by these Bylaws, any action required or permitted to be taken at any meeting of a committee may be taken without a meeting if a written unanimous consent which sets forth the action taken is 1) signed by each member of the committee, and 2) filed with the minutes of proceedings of such committee.

Any or all members of a committee may participate in a committee meeting by means of conference telephone call or any means of communication by which all persons participating in the meeting are able to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 4. Report to Board. Actions taken at a meetings of any committee shall be kept in a record of its proceedings, which shall be reported to the Board by e-mail, United States Mail, or in person at or before the Board's next meeting following such committee meeting.

Section 5. Standing Committees. The Board of Directors may establish the following standing committees:

- A. **Executive Committee.** The Executive Committee shall consist of the President of the Corporation, who shall serve as the Chairperson of the Committee, and at least two other Directors or Members. The Board of Directors may delegate to the Executive Committee any of the powers of the Board of Directors, except the power to 1) recommend to the members any action which requires approval by the members, 2) approve any merger which does not require approval of the members, 3) remove any Officer or Director, and 4) amend these Bylaws.
- B. **Development Committee.** The Development Committee shall engage in planning and coordination of fundraising projects on behalf of the Corporation, and educational outreach to the Corporation's audience. The Development Committee shall consist of at least three Members or Directors of the Corporation.
- C. **Finance Committee.** The Finance Committee shall advise the Corporation in all matters of financial concern such as annual budget preparation, fund raising requirements, and disbursement of funds. The Treasurer shall serve as chairperson and shall appoint at least two other Members or Directors to the committee.
- D. **Publicity Committee.** The Publicity Committee shall engage in activities which shall promote participation and attendance at the activities of the Corporation, including development of membership, concert subscription promotion, coordination of a marketing theme, development brochures, and other corporate activities and shall be responsible for the display of brochures and distribution of publicity to the media concerning concerts and other corporate activities. The Publicity Committee shall consist of at least three Members or Directors of the Corporation.
- E. **Nominating Committee.** The Nominating Committee shall consist of three Active Members of the Corporation. The President shall appoint an Active Member Director as chairperson of the committee. The chairperson shall appoint two other Active Members to the committee. The Nominating Committee shall oversee and receive submissions by the Active Members of candidates for the available Active Member Director positions. The Nominating Committee shall also select from the general public qualified nominees for the available General Director positions following public advertisement.

Prior to the Annual Meeting of the Members each year, the Nominating Committee shall submit to the Board of Directors a slate of nominees for the Board of Directors. This slate shall include

persons recommended by the Active Members and nominated by the committee for the available Active Member Director positions as well as those individuals from the general public nominated by the committee for the available General Director positions.

The Nominating Committee shall also assist in the recruitment and orientation of Advisory Board members.

- F. **Personnel Committee.** The Personnel Committee shall act as a liaison between the Board of Directors and the instrumentalists of the orchestra and shall be responsible for the resolution of all personnel issues in cooperation with the Music Director. The Personnel Committee shall consist of the Music Director, all Directors who are instrumentalists in the orchestra, and any additional Members appointed by the President. Two Directors serving on the committee – one representing the Members who play string instruments and one representing the Members who play wind or percussion instruments – shall be elected by the committee to serve as co-chairpersons. These chairpersons shall be known as the Strings Personnel Manager and the Winds Personnel Manager, respectively.

ARTICLE IX – MISCELLANEOUS

Section 1. Liability and Indemnification of Officers and Directors. To the full extent permitted by the laws of the State of Maryland, the Corporation shall indemnify any person who is or was a Director, officer, employee or other agent of the Corporation (the “Indemnitee”) who was or is involved in any manner (including without limitation, as a party or witness) in any threatened, pending or completed investigation, claim, action, suit or proceeding, whether civil, criminal, administrative, arbitrative, legislative or investigative (including, without limitation, any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor) (a “Proceeding”), by reason of the fact that he was a Director, officer, employee, or agent of the Corporation, against all expenses (including attorneys’ fees), judgments, fines, penalties, excise taxes and amounts paid in settlement and reasonably incurred by the Indemnitee in connection with such Proceeding; provided that, there shall be no indemnification with respect to any settlement or other disposition of any threatened or pending Proceeding unless the Corporation has given its prior consent to such settlement or disposition. The right of indemnification created by this Section shall be a contract right enforceable by an Indemnitee against the Corporation, and it shall be exclusive of any other rights to which an Indemnitee may otherwise be entitled. The provisions of this Section shall inure to the benefit of the heirs and legal representatives of an Indemnitee and shall be applicable to proceedings commenced or continuing after the adoption of this Section, whether arising from acts or omissions occurring before or after such adoption. No amendment, alteration, change, addition, or repeal of or to these Bylaws shall deprive any Indemnitee of any rights under this Section with respect to any act or omission of such Indemnitee occurring prior to such amendment, alteration, change, addition, or repeal.

Notwithstanding any of the foregoing, there shall be no indemnification in relation to a matter as to which it shall be proved that the act of the Director, officer, employee, or agent of the Corporation was material to the cause of action adjudicated in the proceeding and was either (1) committed in bad faith or was the result of active and deliberate dishonesty; (2) the Director, officer, employee, or agent actually received an improper personal benefit in money, property, or services; or (3) in the case of any criminal

proceeding, the Director, officer, employee, or agent had reasonable cause to believe that the act or omission was unlawful.

Also, notwithstanding anything to the contrary in this Section, in no case shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (“the Code”). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code, then, during such time, no payment shall be made under this Section if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §§ 4941(d) or 4945(d), respectively, of the Code. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance would impose tax liability under § 4958 of the Code or any other provision of the Code applicable to corporations described in § 501(c)(3) of the Code.

The Board of Directors may authorize the purchase of insurance on behalf of any Director, officer, employee, or agent of the Corporation against any liability asserted against and incurred by him arising out of such person’s position in the Corporation, whether or not the Corporation would have the power to indemnify such person against that liability under law.

If any part of this Section shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 2. Corporate Seal. The corporate seal shall be circular in form, shall have inscribed thereon the name of the Corporation, the year of its organization and the words “Corporate Seal, Maryland,” and shall be in such form as may be approved from time to time by the Board of Directors.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each calendar year, or shall be such other period as may be fixed by the Board of Directors.

Section 4. Amendment of Bylaws. These Bylaws may be adopted by the affirmative vote of three-fourths of the full Board of Directors then in office. They may be amended or repealed by the affirmative vote of three-fourths of a quorum of the Active Members of the Corporation. Written or electronic notice of any such proposed amendment to or repeal of the Bylaws shall be given not less than fourteen days prior to the meeting at which such changes shall be considered.

Section 5. Books and Records. Unless otherwise provided by the Board of Directors, all minutes of meetings, books, accounts, committee reports and other records of Montgomery Philharmonic, Inc. shall be kept at the Corporation’s office. Such records shall be available to Members in good standing at reasonable times and upon written or electronic request made to the Board. Any of these books and records may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 6. Dissolution. Upon the dissolution of Montgomery Philharmonic, Inc., the Board of Directors shall pay or make provision for the payment of all of the liabilities of the Corporation. The Board shall then distribute all the remaining assets of the Corporation to an organization or organizations that have been organized and operated exclusively for charitable, religious, scientific,

literary or educational purposes, or for the prevention of cruelty to children or animals. Such organizations must at the time of distribution qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended.