

**BYLAWS OF THE  
WESTLAKE VILLAGE SYMPHONY  
(Document/Revision Date: June 5, 2017)**

**ARTICLE 1 - NAME**

NAME. This organization shall be known as Westlake Village Symphony, Inc, also designated herein as WVS, a non-profit public benefit organization under the laws of the State of California, exempt from state taxes under Rev and TC Sec. 23701d and exempt from federal income tax under IRC 501 (c)(3).

**ARTICLE 2 - MISSION**

PURPOSE. WVS is an orchestral group dedicated to cultural enrichment and music education. The purpose for which the WVS is organized and operated is exclusively educational as defined in Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

OBJECTIVES. The objectives of the WVS shall be

- (i) to create and maintain a non-profit organization,
- (ii) to offer musicians and vocalists from Ventura County and from the surrounding communities an opportunity to perform a variety of orchestral, ensemble, and choral music,
- (iii) to provide the community with an enriching, educational, and cross-cultural experience through music performances,
- (iv) to foster appreciation for music education for youth and adults,
- (v) to contribute to the enhancement of performing arts in the Ventura County

**ARTICLE 3 – CONSTRUCTION AND DEFINITION**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

A. “WVS” shall mean the Westlake Village Symphony, Inc.

B. “The Board” shall mean the Board of Directors of WVS. Currently, there are a total of 8 board members who are all voluntarily to serve this organization with several roles.

C. “WVS Members” shall mean all musicians, conductors, vocalists, photographers, all members of the Board and other volunteers who have filled out a WVS membership form and paid an annual membership fee. See also Article 6 below.

D. “WVS Consultant” or “WVS Guest” shall mean those volunteers with expertise in any field required by orchestra functions.

E. “Properties” shall mean the following properties:

- “Sheet music” shall refer to the scores and music sheets of which WVS is entitled to have full rights of ownership. The sheet properties can be the scores and music sheets that have been purchased by the WVS or that are composed or arranged by the members or consultants to WVS.
- “Equipment properties” shall refer to the instruments or equipment including office supplies which are purchased by WVS and or donated to WVS for use in its activities.

#### **ARTICLE 4 -- PRINCIPAL LOCATION AND OFFICE OF THE CORPORATION**

The current principal address for WVS is Post Office Box 19004, Newbury Park, CA 91319. This address may be changed from time to time by agreement of the Board of Directors. The principal office of the Corporation, the location of its books and corporate records, shall continue to be 4833 Via Don Luis, Newbury Park, CA 91320 (as to financial records and minutes of the meetings of the Board) until such time as the Board of Directors determines that such records shall be moved to any location where this corporation is qualified to conduct its activities. A change of location of principal offices or a change of address shall not require amendment of these Bylaws. The music library acquired by WVS during the course of its existence and acquired in the future may be maintained and stored at the office or home of the conductor but shall continue to be the property of WVS.

#### **ARTICLE 5 – DEDICATION OF ASSETS**

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

#### **ARTICLE 6 – MEMBERSHIP AND RIGHTS OF MEMBERSHIP**

This corporation shall have one class of members. Any person dedicated to the purposes of the corporation shall be eligible for membership on approval of the membership application by the board and on timely payment of such dues and fees as the board may fix from time to time. Members must be regular and consistent musicians or volunteers for other work required by the corporation.

All members shall have the right to vote, as set forth hereinbelow regarding qualification for voting rights on the election of directors, on the disposition of all or substantially all of the corporation’s assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Qualification for voting rights: all persons who are registered members of WVS in the year in which a vote is scheduled, according to membership records kept by the corporation shall be eligible to vote.

**ARTICLE 6 A – OTHER PERSONS ASSOCIATED WITH CORPORATION**

Those persons who are either invited by the WVS to participate in some events or programs with or without compensation from the WVS funds or voluntarily participate in WVS rehearsals and or performance are guests.

**ARTICLE 7 – MEMBER ENROLLMENT**

Member enrollment shall be conducted on annual basis, beginning in January of each calendar year. The WVS membership fee will be collected through the annual membership drive activity or at the time new members join. A list of paid up members shall be originated by a standing committee of the Board on Membership and shall be made available to any requesting member. Members whose names appear on the list as of March 31 of each year (the record date) shall be referred to as “registered members”.

For guest instrumentalists, vocalists or performers, membership is not mandatory.

**ARTICLE 8 – CONDUCTORS AND MUSIC LIBRARIANS**CONDUCTOR OF WVS

The WVS shall have conductors and/or artistic directors and music librarians appointed by the Board. The Board shall develop guidelines for the activities, responsibilities and compensation of conductors, artistic directors and music librarians.

Responsibility of the WVS Conductor The conductor shall be a principal conductor and also a music director of the orchestra. The conductor shall be responsible for working with the Board of Directors in the areas described by the Guidelines for Orchestra Operation.

Responsibility of WVS Music Librarian: The WVS Music Librarian shall arrange for music copying, printing, and storage/maintenance of music parts as more particularly described in the Guidelines for Orchestra Operation. This role can be played by the music conductor when a librarian is not available, however it is the duty of the Board to ensure that a music librarian is retained and reasonably paid for these duties as determined by the Board from time to time.

**ARTICLE 9 –WVS BOARD OF DIRECTORS AND THEIR RESPONSIBILITIES**

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the corporation’s activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

The WVS shall be governed by a Board of Directors consisting of at least five members. Directors shall be functionally equal to each other, and be responsible for implementation of the strategy and vision of the WVS. The Board of Directors shall include the following specified offices:

President of the Board

\*Shall be appointed by the WVS Board members as its legal representative, and together with the Secretary, shall be a legal signatory for the WVS. Any legal documents requiring execution shall be presented to the Board for review and approval before signing.

\*Shall be responsible for overseeing all operating activities of the WVS and details to ensure successful performances; oversee all WVS budgeting and fundraising activities conducted by WVS and chair all WVS Board meetings; delegate duties to other Board members to promote successful operations of the WVS in case the President is unavailable.

\* Additional duties of the President shall be described in detail under the Guidelines for Orchestra Operation.

#### Vice President of the Board

- Shall be appointed by the WVS Board members;
- Shall assume the responsibilities of the President in event of the President's absence and report to the Board. In event of the President's resignation, the Vice-President will assume the role of President and comply with all the terms associated with the role of President until a new President is selected by the Board.
- Shall oversee such administration issues that have been delegated to him/her by the Board.

#### Secretary

- Shall be appointed by the WVS Board members;
- Shall give notice of all meetings including the annual meeting and meetings of the Board of Directors; record minutes of all meetings; maintain all records of the organization other than tax and accounting records.

#### Treasurer

- Shall be appointed by the WVS Board members;
- Shall assist the Board and Conductor in all aspects of WVS fundraising, and also play key role in budget planning for the orchestra;
- Shall review all submitted expenses and invoices and arrange for payment;
- Shall review and record all donations and membership fees received and ensure appropriate response to donors;
- Shall maintain complete records of income and expenses and present up to date records at monthly Board meetings;
- Shall file all tax information annually as required by law.

### **ARTICLE 10 – NOMINATION AND ELECTION OF BOARD OF DIRECTORS**

The Board of Directors shall be elected by the majority of membership. The Board of Directors shall serve for terms of two years commencing immediately following the annual meeting election. Re-election of Board members shall be allowed as approved by a majority of the members of WVS.

No Board member will be removed or have a shortened term as a consequence of Bylaw changes. Changes in Bylaws will be implemented as individual terms of existing Board members expire.

Mid-term vacancies on the Board may be filled by appointments through a vote of the Board to fill the unexpired term until the next annual meeting. If there is a remaining year of this unexpired term, members will vote at the next annual meeting to fill this unexpired term for the remaining year.

The currently serving Board shall appoint a committee to nominate qualified candidates for election to the board at least 60 days before the date of any election of directors. The nominating committee shall make its report at least 30 days before the date of the election and the secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by the committee or otherwise nominated.

#### **ARTICLE 11 – MEETINGS OF WVS MEMBERSHIP AND ELECTIONS**

An annual meeting of members shall be held on the first Wednesday of October of each year at 6:30 pm unless the Board of Directors fixes another date and time and so notifies members as provided herein. If the proposed scheduled date falls on a legal holiday or for other reasons cannot be held, the annual meeting shall be held at the next rehearsal date for the orchestra within not more than *four* weeks. The place of meeting shall be the location at which the orchestra regularly conducts rehearsals or any place reasonably designated by the Board of Directors. At the meeting, directors shall be elected and other proper business may be transacted.

NOTIFICATION TO MEMBERS: Notice of the annual meeting and election of directors including date, time and place shall be provided in writing by email to all registered members at least ten days and not more than 90 days in advance of the meeting. The meeting notice shall set forth the names of each director nominated for election and shall specify other matters that the board intends to present for action by the members.

QUORUM: Fifty percent of the registered members shall constitute a quorum for voting purposes at the annual meeting.

MANNER OF VOTING: Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting.

NUMBER OF VOTES: Each member entitled to vote may cast one vote on each matter submitted to a vote of the members. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law or by the articles of incorporation.

MEMBERS PROXY RIGHTS: Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member, whether by manual signature, typewriting, facsimile transmission, email, or otherwise.

WAIVER OF NOTICE AND CONSENT: Transactions of any meeting of members, however called or noticed and wherever held, shall be valid as though taken at a meeting duly held after standard call and notice if (a) a quorum is present, and (b) either before or after the meeting, each member entitled to vote signs a written waiver of notice, a consent to the holding of the meeting, or upon approval of the minutes of the meeting. Such waivers of notice and consent to the meeting or approval of the minutes need not specify either the business to be transacted or the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

ACTIONS WITHOUT MEETINGS: Any action required or permitted to be taken by the members may be taken without a meeting if all members consent in writing to the action. The action by written consent shall have the same force and effect as a unanimous vote of the members. Written consents shall be filed with the minutes of the meeting.

## **ARTICLE 12 - MEETINGS OF BOARD OF DIRECTORS**

ANNUAL MEETING. An annual meeting shall be held each year in the last quarter of the year (October through December) and may be concurrent with the annual meeting of members. The Annual Meeting shall be chaired by the President or duly appointed designee if necessary.

A quorum for the annual meeting shall consist of more than fifty percent of the Board.

EMERGENCY MEETINGS. As the need arises a majority vote of the Board may call an emergency meeting of the Board. The emergency meeting will handle any critical and or time sensitive issues. The quorum for emergency meetings shall equal that of annual meetings.

REGULAR BOARD OF DIRECTORS MEETINGS. The Board of Directors shall have regular meetings as necessary, separate from the annual or emergency meetings to discuss and implement goals for the WVS. Board meetings shall be chaired by the President and conducted according to *Robert's Rules of Order, Newly Revised*. A quorum for the Board of Directors is a simple majority of the elected Directors.

MEETING NOTICES. An announcement of each meeting, which shall include agenda if possible, shall be presented to all Board of Directors at least one week prior to the date of the meeting. The Board shall make a reasonable attempt to notify all eligible Board of Directors through any or all of the following methods: the WVS website; verbal announcements at rehearsals or concerts; telephone messages; distribution of written announcements by hand or mail; email.

MEETINGS BY TELEPHONE OR OTHER ELECTRONIC COMMUNICATION: Any action that the board is required or permitted to take may be taken without a meeting if all board members consent through email or by other writing, to the action, provided however that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as described under California Corporations Code Section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

## **ARTICLE 13 – CONTRACTS WITH DIRECTORS AND OFFICERS**

No director of this corporation nor any other firm, association, or entity in which one or more of this corporation's directors have a material financial interest shall be interested, directly or indirectly, in any contract or transaction with this corporation unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

## **ARTICLE 14 -- LOANS TO DIRECTORS AND OFFICERS**

This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided however that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the

performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

#### **ARTICLE 15 – INDEMNIFICATION**

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in California Corporations Code section 5238(a), including persons formerly occupying such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding” as that term is used in that section, and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that section. “Expenses” as used in this bylaw shall have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238 (c) the board shall promptly decide under Corporations Code section 5238 € whether the applicable standard of conduct set forth in Corporations Code section 5238 (b) or (c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, members shall determine under Corporations Code section 5238 (e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting shall authorize indemnification.

#### **ARTICLE 16 – INSURANCE**

This corporation shall have the right and shall use its best efforts to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer’s, director’s, employee’s, or agent’s status as such.

*NB: Under Corporations Code section 5238(i) “In certain circumstances involving nonprofit corporations, a volunteer director may be protected from personal liability for his or her negligence as a director or officer if, among other things, the board has made all reasonable efforts in good faith to obtain liability insurance.*

#### **ARTICLE 17 – MAINTENANCE OF CORPORATE RECORDS**

This corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its members, board, and committees of the board;
- (c) A record of each member’s name and address.

#### **ARTICLE 18 -- MEMBERS RIGHT TO INSPECT**

- I. Unless the corporation provides a reasonable alternative as provided herein, any member may do either or both of the following for a purpose reasonably related to the member’s interest as a member:
  - (a) Inspect and copy the records containing members’ names and addresses during usual business hours upon five days’ prior written demand on the corporation, which must state the purpose for which the inspection rights are requested;
  - (b) Obtain from the secretary of the corporation, on written demand, a list of names and addresses of members who are entitled to vote for directors as of the most recent record date for which that

list has been compiled, or as of the date specified by the member. The demand shall state the purpose for which the list is requested.

The corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonably and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under Section, it may deny the member access to the membership list.

II. On written demand on the corporation, any member may inspect, copy, and make extracts of accounting books and records and the minutes of the proceedings of the members, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection may be made in person or by the member's agent or attorney.

III. This corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the members at reasonable times. Alternatively, the secretary shall, at the written request of any member, furnish to that member a copy of the articles of incorporation and current bylaws.

#### **ARTICLE 19 – ANNUAL REPORTS**

Within 120 days after the end of the Corporation's fiscal year, the Board of Directors shall cause an annual report to be prepared and circulated to all board members and to members of the corporation who request a copy of the report. The annual report shall include the following information in appropriate detail:

A balance sheet as of the end of the fiscal year, an income statement and statement of changes in financial position for the fiscal year, accompanied by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records.

#### **ARTICLE 20 – AMENDMENT OF BYLAWS**

Subject to the members' rights under Article 6 of these bylaws and the limitations set forth below, the board may adopt, amend, or repeal bylaws unless doing so would materially and adversely affect the members' rights as to voting. However, no amendment shall be adopted which will affect the exempt status of the corporation under state and federal law.

The following amendments to bylaws may not be adopted without membership approval:

- a director's term may not be extended beyond that for which the director was elected;
- a fixed number of directors may not be established;
- the length of directors' terms may not be increased;
- the number of members necessary for a quorum at membership meetings may not be changed;
- membership in the corporation may not be terminated as to all members.



**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the Board of Directors of the Westlake Village Symphony, a California nonprofit public benefit corporation; that these bylaws, consisting of \_\_\_\_\_ pages, are the bylaws of this corporation as adopted by the Board of Directors on \_\_\_\_\_; and that these bylaws have not been amended or modified since that date.

Executed on \_\_\_\_\_ at \_\_\_\_\_, California.

\_\_\_\_\_  
, Secretary