

**AMENDED BYLAWS
OF
MUSICA NOVA, INC.**

An Arizona 501(c)(3) Non-Profit Corporation
D/B/A MusicaNova Orchestra

ARTICLE I - INTRODUCTION

Section 1.1 No Members. Musica Nova, Inc. (“the Corporation”), shall not be a membership corporation unless the Board of Directors specifies otherwise.

Section 1.2 Purposes. The Corporation is formed as a non-profit organization for charitable purposes, to provide musical performances and education, and collaboration with other civic and artistic organizations in arts education and performance opportunities.

Section 1.3 Governing Law. The Corporation shall be governed by laws of the State of Arizona, and may hold and exercise all such powers as may be thereby conferred upon a nonprofit, and as may be necessary or expedient. In no event shall the Corporation engage in activities not permitted under section 501(c)(3) of the Internal Revenue Code.

Section 1.4 Principal Office. The Corporation shall at all times maintain a mailing address for legal and other purposes within Maricopa County, Arizona. Creation and maintenance of a physical office or other space shall not be required.

Section 1.5 Nonpartisan Activities. The Corporation shall be nonprofit and nonpartisan and shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 1.6 Dedication of Assets. The properties and assets of the Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of the Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to similar charitable purposes which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE II - BOARD OF DIRECTORS

Section 2.1 Classes of Directors. There shall be two classes of Directors: Managing Directors and Honorary Directors. Any reference in these Bylaws to “the Board” or “Board of Directors” is to the set of Managing Directors as a whole. Reference to “Directors” is to all Managing and Honorary Directors.

- a) **Managing Directors.** In addition to other provisions of these Bylaws, status as a Managing Director requires commitment by an individual to:
 - i. Give an individual contribution to the Corporation of at least US\$500 per Season in cash, independent of any gets, non-cash contributions, ticket purchases, or time and labor spent on behalf of the Corporation.
 - ii. Get contributions to the Corporation of at least US\$500 per season from any combination of: Cash contributions by individual, government, or business sponsors; or advertising revenue; or in-kind donations of goods or services.
 - iii. Purchase at least ten (10) orchestra concert tickets per season at any available price, for enhancement and support of the Corporation.
 - iv. Work at least 100 hours during the season on Corporation activities.
 - v. Lead or co-lead one or more operational activities of the Corporation.
- b) **Honorary Directors.** Honorary Directors shall agree to allow the Corporation to use their names and images on its behalf, and are encouraged to make at least one public appearance on behalf of the Corporation per season, in agreement with the Music Director and President of the Board. Honorary Directors are not voting members of the Board of Directors, and are exempt from responsibilities and requirements to which Managing Directors members are subject.

Section 2.2 Responsibilities of Managing Directors. Managing Directors are formally registered with the Arizona Corporation Commission and are entrusted with ensuring operation of the Corporation in the public interest.

- a) **Standards of Conduct:** Each Managing Director must meet standards of conduct including:
 - i) **Duty of Care:** Directors must exercise reasonable care when making decisions for the organization, that is, what a prudent person in a similar situation might do.
 - ii) **Duty of Loyalty:** Directors must always act in the best interests of the organization and never use information gained through his or her position for personal gain.
 - iii) **Duty of Obedience:** Directors must be faithful to the organization’s mission. This means he or she cannot act in a way that is inconsistent with the organization’s goals.
- b) **Specific Responsibilities:** In addition to the commitments in Section 2.1.a, Managing Directors have responsibilities to the Corporation in three specific areas:
 - i) **Strategy:** Managing Directors define and support Corporate strategy by:
 - (1) Establishing the mission, vision, goals, and objectives of the Corporation and ensuring effective policies, procedures, planning and execution are in place to fulfill them.
 - (2) Establishing and supporting the Corporation’s Strategic Plan, including specific goals, metrics, and key performance indicators.

- (3) Identifying artistic and business activities and collaborations that will benefit the Corporation.
 - (4) Reviewing the Corporation's performance to its Strategic Plan and annually updating goals, metrics, and key performance indicators in the Strategic Plan.
- ii) **Governance:** Managing Directors oversee the management of the Corporation by:
- (1) Building and maintaining a competent board, including recruitment of qualified new Directors and growing of current Directors' skills through professional development.
 - (2) Participating in operational planning; reviewing and approving the Corporation's annual operational plans and budgets; and supporting the implementation of such plans.
 - (3) Annually evaluating the performance of Managing Directors, Officers, and Operational Managers in implementing the mission and vision and achieving the goals and objectives of the Corporation.
 - (4) Ensuring Officers and Operational Managers have the support and authority to conduct operations for the benefit of the Corporation, observing proper financial controls, legal standards, and ethical norms.
- iii) **Fundraising:** Managing Directors have fiduciary responsibility to the Corporation, in support of which they are responsible for:
- (1) Securing adequate financial resources to fulfill the mission of the Corporation and meet its strategic and operational goals.
 - (2) Communicating the Corporation's mission and goals to the public and garnering support from the community.

Except as they as individuals have separate operational roles, Board Members shall have no role in day-to-day management and operations of the Corporation.

Section 2.3 Number of Directors. The Corporation shall have not less than two Managing Directors. The number of required Managing Directors may be increased or decreased by amendment to these Bylaws. The number of Honorary Directors is set by the pleasure of the Board. The Board shall promptly elect such number of Managing Directors as shall be necessary to always have the required minimum number in office.

Section 2.4 Membership Requirements. All candidates for Managing Director seats shall complete an application and provide a résumé of their qualifications to serve; be approved by the Executive Committee; and assert in writing their intent to comply with the commitments defined in Section 2.1.a and responsibilities defined in Section 2.2. Candidates as Honorary Directors shall consent in writing to the conditions defined in Section 2.1.b.

Section 2.5 Orientation. All new Managing Directors joining the Board shall receive orientation on MusicaNova's mission, strategy, operational practices and procedures, and any other relevant topics, sufficient to inform them of the strategic and operational state of the organization and ensure their effectiveness when acting in their capacity as a Managing Director.

Section 2.6 Election and Term of Directors. At each meeting of the Board, the Managing Directors may consider nominations from the Executive Committee for new Managing and Honorary Directors, supported by documentation described in Section 2.4. All Directors shall serve a term of one season, or if elected in mid-season, to the end of that current season, unless they resign, go on leave of absence, or are removed. At the end of each season the Board shall assess

each Director's performance against the required commitments in Sections 2.1 and 2.2. Those Directors with satisfactory performance may be reelected to the Board for the following season.

Section 2.7 Resignation of Directors. Any Director may resign at any time by giving written or electronic notice to the Board of Directors. Such resignation shall take effect upon receipt by the Board or at the time specified in the notice and no acceptance of such resignation shall be necessary to make it effective.

Section 2.8 Leave of Absence of Directors. Any Managing or Honorary Director temporarily unable to fulfill their duties may be placed on leave of absence at their own request, or by a motion of another Director, with the approval of the Board of Directors. Any Director on leave of absence may end their leave by giving written or electronic notice to the Board of Directors of intent to resume their duties.

Section 2.9 Removal of Directors. Any Director may be removed with or without cause at any time by majority vote of the remaining Managing Directors in accordance with the provisions of these Bylaws.

Section 2.10 Committees of Directors. The Officers of the Corporation shall comprise the Executive Committee. The Board may create other committees to support the Board's activities in strategy, governance, development, finance, or other areas. Upon their creation, each committee shall be given a specific charter including a statement of work, membership, deliverables, and term of existence. Unless specified otherwise, the term of a Committee of Directors shall not extend beyond the season in which it was created.

Section 2.11 Compensation of Directors. Directors shall serve without compensation from the Corporation except when they are engaged as performers or to provide goods or services under the terms of a specific Artistic or Contractor or Agreement. Directors may be reimbursed for expenses incurred for the benefit of the Corporation.

ARTICLE III – ACTIVITIES OF THE BOARD OF DIRECTORS

Section 3.1 Annual Meeting. An annual meeting of the Board for the confirmation of required commitments, election of Board Members or Officers, and the transaction of other business shall be held as the first meeting of the Season.

Section 3.2 Additional Meetings. The Board may conduct additional regular meetings as it deems appropriate to address its responsibilities as defined in Section 2.2. Any Managing Director may request the President of the Board to call a Special Meeting for good cause, and the President shall schedule the meeting at the earliest practicable time.

Section 3.3 Place of Meetings. Meetings of the Board may be held at such places within or outside the State of Arizona as may be fixed by the Board. Meetings may be conducted either in person or electronically.

Section 3.4 Notices of Meetings. Notice of each meeting of the Board shall specify place, date, and time of the meeting, and shall be given to each Director not less than three business days prior to the meeting. A notice of meeting of the Board need not specify the agenda, purpose of the meeting, or the business to be transacted at the meeting.

Section 3.5 Waiver of Notice. The attendance of a Director at a meeting shall constitute a waiver by such Director of objections due to failure to receive notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is allegedly not lawfully called or convened.

Section 3.6 Quorum of Directors. Except to the extent that a greater percentage is required by law or by the Articles of Incorporation, a quorum for the transaction of business at any meeting of the Board shall consist of a majority of the total current number of Managing Directors. A Director may participate and vote at meetings of the Board by any technology that permits expeditious communication between groups. Directors present by alternative means such as conference call shall be counted for the purpose of establishing the existence of a quorum.

Section 3.7 Proxies. Any Managing Director may, by a written or electronic proxy filed with the Secretary of the Corporation, authorize another person or persons to vote on behalf of such Managing Director at any meeting of the Board, or to action taken without a meeting.

Section 3.8 Vote and Decisions of the Board of Directors. Whenever any corporate action is to be taken by vote of the Board of Directors, it shall, except as otherwise required by law, by the Articles of Incorporation, or by these Bylaws, be authorized by a simple majority of the votes cast by Managing Directors at a meeting of the Board where a quorum is then present. Abstentions shall not be counted in the total number of votes cast.

Section 3.9 Actions by the Board Without a Meeting. Any action required or permitted to be taken by the Board, and not relating to the legal status of the Corporation, may be taken without a meeting if a simple majority of the Board has given written consent to the action to be taken and have waived the formality of having the issue presented in a meeting. The written consents shall be preserved with the Minutes of the Board.

Section 3.10 Action by the Board Upon Polling the Directors. Any action required or permitted to be taken by the Board, and not relating to the legal status of the Corporation, may be taken by polling the Managing Directors. If a simple majority of such Directors approves the pending action, and if no such Director having notice of the pending action requests that the matter be resolved by a meeting, then the action shall be deemed approved by the Board. Polling may be done by telephone, e-mail, or facsimile. A record of the polling and the results shall be recorded in the Minutes of the next meeting of the Board.

Section 3.11 Annual Report. The Board shall receive at their Annual Meeting a report verified by the President or other officer of the Corporation, itemized and showing in detail the following:

- a) The performance of the Corporation on achievement of goals and key performance indicators identified in strategic and operational plans;
- b) The assets and liabilities of the Corporation as of the end of a twelve-month fiscal period ending not more than six months prior to such meeting;
- c) The principal changes in assets and liabilities, during such fiscal period;
- d) The revenue from Program events and receipts of the Corporation for general and restricted purposes during such fiscal period; and
- e) The expenses and disbursements of the Corporation, for general, Program, and restricted purposes, during such fiscal period.

Revenue and expenses shall be itemized by event and class. A copy of the annual report shall be entered in the Minutes of the Annual Meeting.

Section 3.12 Manner of Giving Notice. All Directors shall have active and operational telephone and Internet service, including email and Web access. Whenever it is necessary to give notice to a Director it may be done:

- a) By personal service or delivery;
- b) By mail, in which case two calendar days shall be added to the notice period; or
- c) By any common electronic means.

When a meeting of the Board of Directors is adjourned, it shall not be necessary to give notice of the new time and place of that meeting if such notice was given during the meeting.

ARTICLE IV - OFFICERS

Section 4.1 Officers. The Board of Directors shall elect or appoint a President, Secretary, Treasurer, Music Director, and Personnel Manager, and such other Officers as the Board may determine by resolution, and may give any of them such further designation or alternate titles as it considers to be in the best interests of the Corporation. The same person may hold two or more offices, except that the President may not also be Treasurer. An Officer need not be a member of the Board.

Section 4.2 Term of Office and Removal. Each Officer shall hold office for the term for which he or she is elected or appointed. The Board with or without cause may remove any Officer at any time. Removal of an Officer without cause shall be without prejudice to any contract rights that such person may have with respect to the Corporation, but the election or appointment of an Officer shall not of itself create contract rights.

Section 4.3 Resignation of Officers. Any Officer may resign at any time by giving written or electronic notice to the Board of Directors. Such resignation shall take effect upon receipt by the Board or at the time specified in the notice and no acceptance of such resignation shall be necessary to make it effective.

Section 4.4 Interim Officers. In case of resignation or removal of an Officer, the Board may appoint an interim officer to serve to the end of the current Season, or until a successor has been elected or appointed and qualified, in accordance with these Bylaws.

Section 4.5 Compensation of Officers. Officers shall serve without compensation from the Corporation except when they are engaged as performers or providing services under the terms of a specific Artistic or Contractor or Agreement. Officers may be reimbursed for expenses incurred for the benefit of the Corporation.

ARTICLE V – DUTIES OF OFFICERS

Section 5.1 President. The President shall be the Chief Executive Officer of the Corporation and shall have general charge and supervision of the operational and business activities of the Corporation and, in general, shall perform all duties incident to the office of president of a corporation, together with such other duties as may be provided by law or by these Bylaws. The President shall preside at all meetings of the Board of Directors at which he or she is present. In the absence of the President, Board meetings shall be presided over by the Music Director, or in their absence such person as the President may appoint for that purpose, otherwise by the Secretary.

Section 5.3 Secretary. In general, the Secretary shall perform all duties incident to the office of secretary of a corporation. The Secretary shall record all of the proceedings of the meetings of the Board of Directors; insure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of records of the Corporation; and maintain corporate registration and reporting with appropriate government entities.

Section 5.4 Treasurer. In general, the Treasurer shall perform all duties incident to the office of treasurer of a corporation. The Treasurer shall have charge of and be responsible for all funds, securities, financial instruments, receipts and disbursements of the Corporation, and shall deposit or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, brokerage firms, trust companies, foundations, or other depositories as shall, from time to time, be selected by or under the authority of the Board of Directors. The Treasurer shall keep or cause to be kept full and accurate records of all receipts and disbursements in the books of the Corporation and shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation. The Treasurer shall maintain the Corporation's published Accounting Controls, Policies and Procedures, and any operational controls deriving therefrom..

Section 5.5 Music Director. The Music Director shall be responsible for the artistic vision and activities of the organization. The Music Director shall act as the organization's principal orchestral conductor and shall lead all orchestral rehearsals and performances except those to which the Music Director has specifically delegated to another person the role of conductor. In the absence of an elected President, the Music Director shall serve in that capacity until the offices are filled.

Section 5.5 Personnel Manager. The Personnel Manager shall be responsible for oversight and management of MusicaNova Orchestra personnel and any other such performers as directed by the Board. The Personnel Manager shall maintain a roster of musicians qualified to perform with MusicaNova Orchestra, keep Artistic Agreements current for all such musicians, and act as the primary liaison with performers in matters of engagement for Orchestra performances. In consultation with the Music Director, the Personnel Manager shall engage musicians as needed for each Production Cycle and shall maintain records during each Production Cycle sufficient to ensure proper compensation to each musician in accordance with their Artistic Agreement.

Section 5.6 Other Operational Management Roles. The Chief Executive Officer shall have authority to define, organize, and appoint other operational management roles, including but not limited to marketing and sales, development, production, education, and technology. Operational Managers shall perform duties within the definition of their roles for the best interests of the Corporation. One individual may act in several operational management roles.

Section 5.7 Other Duties of Officers. The Board may from time to time assign officers and operational managers other duties as may be required.

ARTICLE VI - MISCELLANEOUS

Section 6.1 Season and Fiscal Year. The fiscal year of the Corporation shall coincide with the performing season, and shall be July 1 through June 30 of the subsequent calendar year.

Section 6.2 Books and Records to Be Kept. In order to ensure security, accessibility, and business continuity, the Corporation shall keep its documents, books, minutes, and records in secure online ("Cloud") storage, available to and accessible by Managing Directors, Officers, and Operational Managers in support of performance of their duties. Records to be kept shall include, but not be limited to: a current list of all Directors; minutes of Board meetings; strategic and tactical planning documents including season and event budgets; operational plans; financial and banking records and reports; customer and donor management information; copies of printed event programs; all required Corporate reports; Contractor and Artist Agreements and other legal documents executed on behalf of the Corporation; and copies of all State and Federal charters and other documents. Individual Directors, Officers, or Managers may keep temporary unofficial local working copies of Cloud documents.

Section 6.3 Amendment of Bylaws. Unless otherwise provided by law or by the Articles of Incorporation, these Bylaws may be adopted, amended, or repealed by simple majority vote of all members of the Board of Directors of the Corporation.

Section 6.4 Indemnification. Directors and Officers of the Corporation shall be indemnified to the fullest extent now or hereafter mandated by law (and may be indemnified to the fullest extent now or hereafter permitted by law, subject to the approval of indemnification in such a case by the Board of Directors) for any liabilities arising out of their services to the Corporation or for any services provided to any organization at the request of the Corporation. Persons who are not Directors, Officers, or Operational Managers of the Corporation may be indemnified with respect to their services to the Corporation to the fullest extent now or hereafter permitted by law with the approval of the Board of Directors. The Corporation may, subject to applicable law, purchase and carry insurance for the indemnification of Directors, Officers, or Operational Managers of the Corporation and corporate personnel.

Section 6.5 Loans to Directors and Officers. No loans, other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its Directors or Officers, or to any other corporation, firm, association, or other entity of which one or more of the Directors or Officers of the Corporation holds a substantial financial interest, unless the recipient of such a loan is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as it may hereafter be amended.

Section 6.6 Partners. The Corporation may enter into partnership agreements with other organizations or individuals with similar mission and vision, for mutual artistic, operational, financial, or other benefit. Each agreement with such Partner shall be contractual, of finite term (but renewable), pass legal review, and be approved by a majority of the Board.

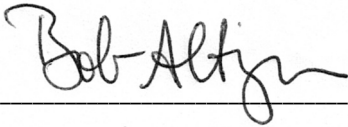
Section 6.7 Definitions.

- a) **Season.** The period from July 1 through June 30 of the following calendar year, including all artistic endeavors by the Corporation conducted in that period.
- b) **Production Cycle:** The period during which all production, technical, artistic, marketing, education, and administrative activities required to prepare, execute, and complete one or more performances of a specified musical program are conducted.

- c) **Performance:** Any single musical event within a Production Cycle, at a specific date, time, and location that is sponsored or co-sponsored by the Corporation and open to the public, including concerts, master classes, or similar events, whether admission is charged or not.
- d) **Series:** A designated group of Production Cycles of a similar type, including:
 - a. **Orchestra Concerts:** A Production Cycle where orchestral ensembles ranging in size from very small (e.g., a nonet) to very large (e.g., 90+ for large symphonic works) are engaged to play a musical program under the direction of a conductor and are paid on MusicaNova's standard orchestra musician fee-per-service scale. Programs may include Featured Artists (soloists, ensembles, speakers, actors, etc.) who are engaged under Featured Artist Agreements. Orchestra Concerts will be ticketed admission events with significant investment in marketing and publicity.
 - b. **Young Artists Concerts:** A Production Cycle where exceptionally talented musicians under the age of 18 are engaged to play a musical program of their choice in a formal recital setting. Young Artists will complete Featured Artist Agreements, but will not be paid, and are responsible for engaging their own accompaniment, as needed. Young Artists Concerts will be ticketed admission events with moderate investment in marketing and publicity.
 - c. **Community Concerts:** (Formerly known as Collaborative Concerts) A Production Cycle where individuals or small ensembles are engaged as Featured Artists to play a musical program of their choice in their own distinctive style, demonstrating MusicaNova's commitment to presenting a wide variety of musical styles. Featured Artists shall be paid a fixed honorarium for the entire Production Cycle as defined in their Featured Artist Agreements. Community Concerts will be non-ticketed, free admission events, where donations are solicited and accepted, and with a moderate investment in marketing and publicity.
- e) **Special Event:** A Performance, contracted service, or non-musical event, such as a fundraiser, that is not part of any other Series and may be conducted on an ad hoc basis.
- f) **Program:** Depending on the context in which it is used, either the musical and other artistic content offered within a performance, or the artistic and educational activities undertaken by the Corporation in implementing its purpose.
- g) **Artist:** Any person or group performing under the auspices of the Corporation, including orchestra members, soloists, clinicians, educators, conductors, or other performers. All Artists are considered individual independent contractors with the Corporation, except for school groups or recognized professional ensembles that may be represented by an authorized party.
- h) **Artistic Agreement:** A contract between the Corporation and an individual or ensemble describing services to be provided, dates and times of such services, compensation, and other terms and conditions of the engagement.
- i) **Volunteer:** Individuals who voluntarily provide services or who serve on one or more operational or event committees, contributing to the planning and operation of any Corporation functional activity or event. Volunteers serve at their own pleasure and availability, and are not required to make annual time, effort, and financial commitments to the Corporation. Volunteers may be reimbursed for expenses incurred for the benefit of the Corporation.

CERTIFICATION

I hereby certify that the foregoing bylaws were adopted at a duly held meeting of the Board of Directors held on the 15th day of February 2017.

A handwritten signature in cursive script that reads "Bob Altiz". The signature is written in black ink and is positioned above a horizontal line.

President, Board of Directors

APPENDIX A - OPERATIONAL AREAS

Each operational area covers a number of activities, including but not limited to the examples given below; such activities may overlap between multiple operational areas.

Marketing and Sales.

- a) Full-season marketing strategy and plan
- b) Marketing content and collateral
- c) Channel provisioning (content for electronic and print channels; ad placement)
- d) Advertising sales (Season Program, Website, etc.)
- e) Ticket and merchandise sales

Development.

- a) Large Donations (Applications for government and foundation grants, corporate gifts, individual gifts and bequests)
- b) Small Donations (Supporting memberships, fundraisers, crowdfunding projects)
- c) Donor Relations and Reporting

Artistic Administration.

- a) Season Programming (All Series)
- b) Featured Artist engagement and liaison
- c) Composer Fellows Program management
- d) Orchestra personnel management
- e) Music library management

Production Management.

- a) Season Production Management tasks (Marketing, Logistics, Artist Management, etc.)
- b) Concert Series Production Management tasks
- c) Production Cycle-Specific Production Management tasks
- d) Box-office management

Technology Administration.

- a) Web Site and Email Administration (www.musicanovaaz.com)
- b) Technical resources (relationship management, planning, finances, bookkeeping, etc.)
- c) Social Media Administration (Facebook, Twitter, YouTube, etc.)

Finance and Accounting.

- a) Financial Management, Budget Creation, and Expense-to-Budget Tracking
- b) Partner Organization Financial Management
- c) Tax Management (Donor Acknowledgement, Sales Tax, IRS Forms W-9 and 990)
- d) Banking and Payment Account Management

Educational Outreach Management.

- a) Liaison with partner schools and organizations, including formal Memoranda of Understanding (MOU) and Contract Services Agreements (CSA)
- b) Scheduling and production management of Outreach Events where Corporation personnel and Artists visit partner schools or organizations.
- c) Preparation of educational materials used in Outreach Events, including study guides, Web content, and any other such items defined in MOUs or CSAs