

THE HOUSTON GRAND OPERA GUILD, INC.

BYLAWS

Amended and Restated as of July 3, 2014

I N D E X

Bylaws

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ARTICLE 1 – NAME

The name of this organization as set forth in its Articles of Incorporation is HOUSTON GRAND OPERA GUILD, INC. (“Guild” herein).

ARTICLE 2 – PURPOSE

The purposes for which the Guild is organized are:

- A. To receive, administer and distribute funds or other property exclusively for charitable, literary, educational or other exempt and lawful purposes, more particularly with a view toward:
 - promoting quality musical drama performances, including grand opera in areas within and outside the State of Texas;
 - promoting and providing suitable opportunities for the advancement of musical culture;
 - instilling, through education and performances, the traditions of opera and music theater in the general public;

and to such ends, to exercise any, all and every power which a non-profit corporation organized under the provisions of the Texas Non-Profit Corporation Act can be authorized to exercise for charitable, literary, educational or other exempt purposes, but not for any other purpose.

- B. If the Guild shall receive property for one or more limited purposes (within the scope of the general purposes stated in Paragraph A. of this Article 2), the Board of Trustees of the Guild shall have the power to administer such property strictly in accordance with such limited purposes. The Board shall accept no property or undertake the administration thereof, if the limited purposes or purpose for which it is to be applied shall not be within the scope of the general purposes stated in Paragraph A. of this Article 2.
- C. All monies or other things of value received for work performed or services rendered on behalf of the Guild (including awards for work done or projects performed by the Guild or its members in the performance of Guild functions, projects, or duties) shall be the property of the Guild. This shall not preclude members from accepting gifts or awards specifically given to or designated for any individual member rather than the Guild.

ARTICLE 3 – FISCAL YEAR

The fiscal year shall correspond to that of the Houston Grand Opera Association, Inc., sometimes hereinafter referred to as the “Voting Member.” A financial report shall be furnished to the Treasurer or Vice President of Finance of the Voting Member no less frequently than quarterly. A proposed budget prepared by the Guild shall be submitted annually to the Finance and Administration Committee of the Voting Member.

ARTICLE 4 – MEMBERS

Section 1 Voting Member. The Guild shall have one (1) voting member, which is and shall be Houston Grand Opera Association, Inc., a non-profit corporation organized under the Texas Non-Profit Corporation Act (the “Act”). The Voting Member shall be represented by an individual designee, and such individual shall: (a.) act as a liaison between the Houston Grand Opera Association and the Guild, (b.) shall be selected by the Office of General Director of the Houston Grand Opera Association annually each August, who shall, by written confirmation, provide notice of the designee to the Guild, and (c.) shall have such rights as are in effect in these By Laws or as hereafter amended.

Section 2 Active Members. The Guild may, by amendment to these By-laws as hereinafter provided, establish in addition one or more classes of nonvoting active members. The designation of such class or classes of Active Members, the manner of their election or appointment and the qualifications and rights of the members of each class of Active Members shall be as set forth below or hereafter amended.

A. Active Members

1. Membership in the Guild shall be open to all who subscribe to its purposes and are current in the payment of dues, or who are recipients of complimentary membership, whether as annual fund donors, or otherwise.
2. Membership is for one fiscal year. Annual dues shall be determined by the Board of Trustees.
3. Students who attend high school or college full-time are eligible for membership on a reduced dues basis and on such terms as the Guild may deem appropriate.

B. Special Members

1. Charter Members are those who joined the Guild in fiscal year 1961.
2. Honorary Board Members are those who have served as President of the Guild or who have become Life Trustees. Their names shall be preserved on a chronological list, as part of the permanent records of the Guild.

ARTICLE 5 – MEETINGS

Section 1 Guild Meetings. The Guild Membership may be convened at special meetings as may be called by the Executive Committee. At such time of these meetings, the election of the Guild Trustees and transaction of any other such business shall be brought before the Voting Member for review. Documentation related to any such business shall be provided to the Voting Member in advance of such Guild Meetings. The Voting Member may participate and vote in person or by signed proxy.

Section 2 Notice of Meetings. Written or printed notice of each meeting of the Guild, stating the place, day and hour of any meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than fifty (50) days before the date of such meeting, either personally or by mail or by e-mail, by or at the direction of the President, the Secretary or persons authorized to call the meeting. Such further or earlier notice shall be given as may be required by law. The President of the Guild shall be advised of all such meetings.

Section 3 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Guild may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a Quorum of the Board of Trustees with respect to the subject matter thereof, or pursuant to the procedure set forth in Article 7; and such consent shall have the same force and effect as a vote of the Board at a meeting duly called and held. Any such signed consent, or a signed copy thereof, shall be placed in the minute book of the Guild.

ARTICLE 6 – BOARD OF TRUSTEES

Section 1 Number, Qualification, Term and Meeting. The business and affairs of the Guild shall be managed and controlled by the Board of Trustees (herein sometimes referred to as the “Board”); and, subject to any restrictions imposed by law, by the

Articles of Incorporation, or by these By-laws, the Board may exercise all the powers of the Guild.

A. The Board of Trustees shall consist of not less than eleven (11) or more than forty (40) members. Such number may be increased or decreased by amendment of these Bylaws, provided that no decrease shall affect a shortening of the term of any incumbent Trustee. Each position on the Board shall be filled by election at a meeting of the Guild Board and then presented to the designee of the Voting Member for approval. Each member shall serve a term which expires at the end of the next fiscal year or until a successor is elected and qualified. The President, General Director or a designee of the Voting Member shall be invited to attend meetings of the Board as an Ex Officio Member and, as such, shall not vote or be counted in a quorum.

B. In addition to the Trustees described in Article 6, Section 1, the Board may elect to the position of Life Trustee those persons who have a distinguished record of volunteer service to the Guild. Life Trustees, once elected, will be members of the Board of Trustees for life. There is no limit on the number of persons who may serve as Life Trustees at any time, and said Trustees shall not be counted toward calculating the number of members of the Board of Trustees.

Section 2 Meetings. The Board shall meet at least twice each fiscal year on at least seven (7) days written notice of the President or Secretary, at times and places to be determined by the President, or on the written call of a quorum of the Executive Committee, at times and places that they may determine.

Section 3 Vacancies. Any vacancy occurring in the Board of Trustees may be filled by the vote of a majority of the remaining Trustees, even if such remaining Trustees comprise less than a quorum of the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of the predecessor Trustee in office.

Section 4 Quorum. At all meetings of the Board, one-third of the members of the Board shall constitute a quorum for the transaction of business. Trustees present by proxy may not be counted toward a quorum. Life Trustees may not be counted toward a quorum.

Section 5 Voting. A Trustee may only exercise their vote individually. No proxies shall be valid. The act of the majority of the Trustees present in person at a meeting at which a quorum is present shall be the act of the Board of Trustees.

ARTICLE 7 - EXECUTIVE COMMITTEE

Between meetings of the Board of Trustees, the affairs of the Guild may be conducted by an Executive Committee composed of the elected officers, the immediate Past President, Legal Counsel, the Parliamentarian, and the Archivist, or by the Board of Trustees as provided in Art. 5, §4. The Executive Committee shall meet during the fiscal year on notice by telephone, mail or e-mail from the President, President Elect, or Parliamentarian. One-third of the then members of the Executive Committee shall constitute a quorum for the transaction of business.

ARTICLE 8 – OFFICERS

Section 1 The officers of the Guild shall be elected by the Board of Trustees from among its membership and their duties shall be:

- A. President: Conduct the business and activities of the Guild, preside at all meetings of the membership, the Board and the Executive Committee; serve as the liaison officer with the Association; report to the Voting Member on the affairs of the Guild.
- B. President-elect: Assist the President as he or she requires; succeed as President at the completion of the current President’s term; preside in the absence of the President; and serve the same term as that of the President.
- C. Vice President of Finance: Keep records of financial activities of the Guild, approve invoices for payment, prepare annual budget, report monthly to the Board, and at least quarterly to the Finance Committee of the Voting Member.
- D. One or more Vice Presidents: Serve in specialized capacities as needed.
- E. Recording Secretary: Take minutes of all meetings, and place the annual set of minutes with the Voting Member Secretary.
- F. Corresponding Secretary: Attend to Guild correspondence.

Section 2 The officers of the Guild shall be elected from a slate presented by the Nominating Committee at a meeting of the Board no later than two months prior to the end of the fiscal year, subject to the approval of the Voting Member at its Annual Meeting. The Board shall inform the Voting Member of its prospective choice for President at least two months prior to the end of the fiscal year.

Section 3 Each officer shall be elected to office for one fiscal year or until a successor is elected and qualified. If a vacancy occurs, the Executive Committee shall elect a successor to serve the unexpired term, except that in the case of a vacancy in the office of President, the President-elect shall be the successor.

Section 4 One individual may serve two (2) Trustee positions in the same year. For purposes of counting the total number of Trustees, such individual shall be counted only one (1) time.

ARTICLE 9 – PARLIAMENTARIAN, ARCHIVIST, LEGAL COUNSEL

Section 1 The Parliamentarian, Archivist and Legal Counsel are members of the Board of Trustees and the Executive Committee, and shall be nominated and elected by the same procedure set forth in Article 8, §2 for annual terms, and their duties shall be:

- A. Parliamentarian: Shall advise the President, Executive Committee and Board of Trustees on matters of procedure.
- B. Archivist: Shall receive, augment, preserve and place with the Association office the permanent official history of the Guild.
- C. Legal Counsel: Shall advise the Guild on legal matters.

ARTICLE 10 – COMMITTEES

Section 1 Standing

- A. The President, with the approval of the Board, shall appoint or dissolve such standing committees as shall be deemed necessary for carrying out the purposes of the organization.
- B. The Chairperson of each standing committee shall be appointed by the President from among the membership of the Guild; with the approval of the Board, for annual terms beginning with the next fiscal year, or of a new committee, on the date of their appointment. Their duties shall be implicit in their respective titles and as defined by the Board.

Section 2 Nominating

The President shall appoint the Nominating Committee, which shall include at least five (5) members, including the President Elect, and which shall present nominations for the Board positions for the next fiscal year to the Board for a vote. The Nominating Committee shall be chaired by the prospective President for the upcoming term.

ARTICLE 11 – INDEMNIFICATION

The Voting Member shall indemnify present and former officers or any members of the Executive Committee or Board of Trustees for expenses and costs (including attorneys' fees) actually and necessarily incurred by such individual in connection with any claim asserted against such individual, by action in court or otherwise, by reason of such individual's being or having been such officer or member of the Executive Committee or Board of Trustees, except in relation to matters as to which such individual shall have been guilty of gross negligence or intentional misconduct in respect of the matter in which indemnity is sought.

ARTICLE 12 – AMENDMENTS

Amendment(s) of these Bylaws may be effected by the Voting Member at any time or by an affirmative vote of a majority of the Board present and eligible to vote, at any regular or special meeting, subject to the approval of the Voting Member.

THESE AMENDED AND RESTATED BY-LAWS WERE APPROVED BY THE HOUSTON GRAND OPERA GUILD INC. ON JULY 3, 2014, AND ADOPTED BY THE HOUSTON GRAND OPERA ASSOCIATION INC. ON JULY 3, 2014.