



ANNUAL MEETING OF THE SOCIETY

Thursday, May 23, 2019 – 5:30 p.m.

Céline and Company

Asheville

Agenda

- 1) *President's Welcome and Introductions*
- 2) *Keynote Speaker: Stephanie Pace Brown, Explore Asheville, President & CEO*
- 3) *Annual Meeting Minutes 6.25.18*
- 4) *President's Report*
- 5) *Executive Director's Report*
- 6) *Election of Directors*
- 7) *Approval of Bylaws*
- 8) *Remarks by Symphony President-Elect Bolling Farmer*
- 9) *Adjournment*

Nominated Directors

The Nominating Committee of the Asheville Symphony Society Board of Directors presents the following candidates for election to the Board of Directors:

New members:

(biographical information on reverse)

Timothy Butts
Nancy Cable
Harry Durity
Mary Kirby

Nominated for an additional term:

Jack Anderson
John Cuellar
Nancy Edgerton
Dawn Grohs
Doris Loomis
Barbra Love
Irene Stoll
Bill Gettys, Distinguished Director
Ed Towson, Distinguished Director

Officers

The Nominating Committee of Asheville Symphony Society Board of Directors will present the following Directors for election as Officers of the Society at the board meeting immediately following the annual meeting:

Bolling Farmer	President
Doris Phillips Loomis	Past President
Mary Kirby	Secretary
G. Edward Towson, III	Treasurer

New Directors' Biographical Information

Timothy J. Butts

I was born in Brooklyn, raised on New York's Long Island, and spent my entire adult life on the Upper East Side of Manhattan. I received bachelor's degrees in German and Chemical Engineering from the University of Rochester and, in 1972, a Ph.D. from Princeton University in Chemical Engineering. I spent my entire career with Exxon, retiring in 2005.

I spent six years on the Princeton Graduate School Alumni Board and continue to write the class notes for graduate school alumni for the Princeton Alumni Weekly.

My wife, Susan, and I visited Asheville in 2011 to hear a good friend as the soloist in Rachmaninoff's Third Piano Concerto. We were impressed that a relatively small city in the Blue Ridge Mountains could support a Symphony and, when Susan retired from the practice of law in 2014, we decided that Asheville might be the place for us. Indeed, it has been. We moved here in 2015 and built a house in The Cliffs at Walnut Cove.

Our lives have always revolved around music in one way or another. We met in 1976 because of our mutual interest in opera, Susan as a singer and I primarily as a listener, never having sung or played an instrument; however, I'm trying to remedy that by studying piano and music theory. Our two sons both sang in the Metropolitan Opera Children's Chorus.

I am convinced that "classical music matters", whether Bach, Beethoven and Brahms or Wagner or Strauss or "modern" classical music. As a board member of the Asheville Symphony, I will strive to maintain its very strong position as an integral part of Asheville's musical life.

Dr. Nancy Cable

A nationally recognized leader in higher education, educational access, financial aid and affordability, and liberal arts and sciences curricula, Dr. Cable is the eighth permanent chancellor of the University of North Carolina at Asheville. She served as Dean at Denison University from 1977-1986, Guilford College from 1986-1991, and Vice President and Dean of Admission and Financial Aid at Davidson College from 1991-2005. Together with Davidson trustees, faculty, staff, and student leaders, she helped to lead efforts to advance selectivity, diversity, financial capacity, and to implement a strategic plan that advanced Davidson College's standing as one of the strongest liberal arts colleges in the U.S. From 2005-2009, she served as Vice President for Development in the College of Engineering at the University of Virginia and later with UVA's Semester at Sea Program. Following three years of service as Bates College's Vice President, the Bates College Board of Trustees elected Dr. Cable as Interim President, a position that allowed her to help lead college wide efforts on governance, faculty and curricular issues, and matters of diversity and inclusion. Prior to becoming chancellor of UNC Asheville, Dr. Cable served as president of the Arthur Vining Davis Foundations.

A member of Phi Beta Kappa, she earned her B.A. from Marietta College, a M.Ed. from the University of Vermont, and a Ph.D. from the University of Virginia. She also completed the Harvard University Institute for Educational Leadership.

Dr. Cable is one of the charter founders of the University of Virginia Semester at Sea Desmond Tutu Program in Global Understanding and the C.Y. Tung Scholars program on U.S.-China Relations. She was named a Fulbright Senior Specialist and has consulted with the Director of the Fulbright Center in Hong Kong on the development of the liberal arts curricula within the evolving Chinese higher education system.

Her professional service has included membership on many boards of trustees for schools and colleges, including Marietta College, The College Board Task Force on Equity in Higher Education, The Council of Independent Colleges, the Maine Public Broadcasting System, the Jacksonville Civic Council, WJCT Public Radio and Television in Jacksonville, the National Center for Family Philanthropy, and The Asheville School. From 2013-2017, she served as Chair of the Better Angels Society Board of Directors, which advises and supports Ken Burns's work as America's leading documentarian of long form historical documentaries. In January 2017, she was appointed to the Board of Trustees of the National Trust for the Humanities in Washington D.C.

G. Harry Durity

G. Harry Durity, is, since 2005, a Senior Advisor, with New Mountain Capital, a New York City based private equity firm. From 1994 - 2005, Mr. Durity was the Senior Vice President, Worldwide Business Development at Automatic Data Processing (NYSE: ADP), a provider of computerized transaction processing, data communication, and information services worldwide. As head of ADP's merger and acquisitions group he completed over 120 transaction during his tenure and was a prominent member of ADP's executive committee. Prior to ADP, he was Senior Vice President of Corporate Development and New Products for Revlon Consumer Products Company, also serving as a key member of the operating committee. Prior to Revlon, Mr. Durity was president of the Highlands Group, a boutique investment advisory firm based in Atlanta. As part of his professional career, Mr. Durity has negotiated over 350 merger transactions in many global markets.

Mr. Durity started his career in professional corporate development as Vice President of Corporate Development for RJR Nabisco, leading the 1985 merger of Nabisco Brands and RJ Reynolds Industries. Mr. Durity also served as a senior consultant for Arthur D. Little in their managerial economics and started his career as the chief economist with Firestone Tire & Rubber Company.

Mr. Durity received his B.A. from Western Maryland College with additional studies in merger and acquisition at the Darden School, University of Virginia. Mr. Durity also holds a master's degree from Washington State University. He is a Trustee at CornerCap Fund Companies (mutual funds) , a former chairman of National Medical Health Card Systems, Inc. and a former director of Web.com (NASDAQ:

WWWW), Overland Solutions, Inc. and Alexander Mann Solutions. Mr. Durity is also a contributing author to the book “Best Practices of the Best Dealmakers” published by the M&A Advisor in 2013.

Mr. Durity’s community service includes: Director, Pisgah Legal Services; Finance Committee, The Ramble at Biltmore Forest Association; Finance Committee, Biltmore Forest Country Club; Administrative Board, Central United Methodist Church; member, Carolina Nature Photographers Association (Asheville Chapter).

Mary Kirby

Mary was born and raised in Cleveland, Ohio and moved to the Asheville area in 2014. Mary received a Bachelor’s Degree in Business Administration from John Carroll, a Jesuit university in Cleveland.

Upon graduation, Mary worked in the retail business before entering the Human Resources profession.

She spent over twenty years in Human Resources, as HR Manager for two retail companies, HR Manager of the R&D area of The Sherwin Williams Co., HR Director of a family-owned furniture manufacturer, Recruiter in the professional services firm Watson Wyatt (now Towers Watson) and ending her career as VP-HR with a software development firm specializing in applications for the automotive industry.

Mary joined the Asheville Symphony Guild shortly after arriving Asheville. She served as President of the Guild in 2017-2018.

While she has never studied it, her love of classical music goes back to the sixth grade, as she was one of the students who relished their first trip to listen to the Cleveland Orchestra perform at Severance Hall. After that performance, she was hooked!

Mary and her husband Jim have been married for 28 years. They currently enjoy the wonderful life of retirement, including traveling, golf, and fishing (Jim, not Mary).

Mary has two stepsons, one living in the Raleigh area (with her four terrific grandchildren) and the other living in Ithaca, NY.

2019-2020 Board of Directors

Officers

Bolling Farmer
President

Doris Phillips Loomis
Past President

Mary Kirby
Secretary

G. Edward Towson, II
Treasurer

Irene Stoll
Chair – Nominating & Governance

Kathleen Mainardi
Chair – Development

George Dambach
Chair – Artistic Affairs

John Donahoe
VP – Finance

Jack Anderson
VP – Human Resources

Directors

Michael Andry
Thomas C. Bolton
Timothy Butts
Nancy Cable
John P. Cuellar, III, M.D.
George Dambach
Harry Durity
Nancy Edgerton
Cary Findlay
William Gettys
Dawn H. Grohs
Sarah Van Guten, *Guild President*
William Hunt
Gerald Kitch
Barbra Love
Carol McCollum
Mary Sczudlo
Michael Selverne
James S. Thompson, MD
Sandra Tompkins, *Chorus President*
Olivia D. Zahler

Directors Emeritus

George M. Bilbrey, Jr. M.D.
J.K. MacKendree Day
Joyce R. Dorr, Ph.D.
George F. Goosmann, III
Karl S. Quisenberry, Ph.D.
John J. Sherman, Jr.
W. Herbert Smith, Jr.

Minutes of June 25, 2018 Annual Meeting of the Asheville Symphony Society

More than 5% of the membership was present at the meeting which was held at Pisgah Brewing in Black Mountain.

Doris Loomis welcomed the Society membership and guests and noted that the gathering was the time for all supporters of the Symphony to come together and unite in commitment to the Symphony's mission. The Society encompasses the Asheville Symphony Orchestra, the Asheville Symphony Youth Orchestra, the Asheville Symphony Guild, the Asheville Symphony Chorus, the Symphonettes and our partner, MusicWorks.

As required by the Bylaws, Doris reported on the past year of concerts and activities of the Asheville Symphony Orchestra and its Board, the most significant action being the selection of Darko Butorac as the new Music Director.

The Society membership voted unanimously to accept the slate of board candidates offered by the Board's Nominating and Governance Committee, and approved by the Board, to serve three year terms: Cary Findlay, Mary Sczudlo, Jim Thompson and Olivia Zahler. Also elected to serve additional three year terms were Dr. Bolling Farmer and Michael Andry.

Doris stated that Dr. BA Schenk, Asheville Symphony Guild President, and Sandra Tompkins, Asheville Symphony Chorus President, would serve one year appointments to the board as representatives of their affiliate organizations. She also stated that Susan Propst, a youth symphony parent and founding member of the Friends of the Asheville Symphony Youth Orchestra, would be serving as liaison between the Friends and the ASO this year.

Doris recognized Jerry Hornowski, Director and Branch Manager of the local UBS office, and thanked Jerry and his team for their sponsorship of the UBS Financial Services Music Director Chair.

Doris introduced Carol McCollum who on behalf of the Board of Directors recognized Bill Gettys for his countless hours and ongoing dedication to the Asheville Symphony Society and announced that Bill was being honored as a Distinguished Director. David presented Bill with a wooden music stand.

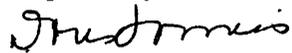
Doris recognized Jack Anderson for his consummate leadership of the search for our new music direction. As a token of appreciation for his work, Jack received a poster signed by all the finalists.

David Whitehill offered highlights of the upcoming season and unveiled a poster announcing re-launching of the Legacy Society Campaign. He also recognized Sally Keeney for her 36 years of valuable, professional, dedicated and tireless service to the Asheville Symphony

David introduced Darko Butorac who spoke of his first visit to western North Carolina in 2001 which was a catalyst for his application in our search for a new music director. He spoke glowingly of his week with the orchestras, the Guild, the Board, the staff and David last November and confirmed that he is very happy to begin working with us. He emphasized the emotional and far-reaching impact of music on all of us.

There being no further business, the meeting was adjourned, food trucks and beverages being offered to all.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Doris Loomis".

Doris Loomis

The Nominating and Governance committee has prepared proposed changes to the Asheville Symphony Society, Inc. Bylaws. A summary of these changes follows:

- Clarification of “voting directors”; change number from 20 to 15
- Removal of classes of directors and staggered terms
- Deletion of ratification required by membership of removal of board member
- Officers of Board limited to President, President-Elect, Treasurer, and Secretary
- Addition to duties of Secretary: responsible for minutes of meetings of membership; responsible for seeing that membership is notified of meetings; custodian of all records of the Board in compliance with Document Retention Policy
- Removal of Symphony Guild President from Executive Committee
- Detailed description of committee responsibilities moved to Committee Descriptions in Directors’ Notebook
- Finance Committee responsible, with Treasurer, for ensuring implementation of annual audit recommendations
- Establishment of Audit Committee and limitation of 2 board members on committee
- Designation of Artistic Affairs and Development Committees as standing committees
- Change of the timeline for sending special membership meeting notice from 5 to 7 days
- Addition of stipulations of when voting director may participate in meeting via telephone or video conference
- Removal of Financial Report by Treasurer from Annual Meeting; financial status added to annual reports by President and Executive Director
- Clarification on affiliate designation
- Removal of the liaison from the Asheville Symphony Society board to the Chorus board
- Recognition of Symphonettes as affiliate
- Clarification that Music Director is responsible, in consultation with Executive Director and Artistic Affairs Committee, for planning and executing all musical programming
- Responsibilities for maintenance and enforcement of policies and procedures
- Simplification of wording and editorial changes

BYLAWS OF THE
ASHEVILLE SYMPHONY SOCIETY, INC.

ARTICLE 1. NAME, PRINCIPAL OFFICE, AND PURPOSES

Section 1.1 **Name.** The name of the non-profit Corporation is the Asheville Symphony Society, Inc., known herein as the Asheville Symphony Society or the Corporation.

Section 1.2 **Principal Office.** The registered office of the Corporation in the state of North Carolina is P.O. Box 2852, Asheville, NC 28802.

Section 1.3 **Purposes.** The purposes for which the Corporation is organized are as follows:

- a. To form, develop, promote and operate an orchestra and related chorale groups, and to present public concerts, recitals and musical programs, with or without admission charge, in and outside the city of Asheville, North Carolina.
- b. To foster, encourage and advance an appreciation of music, and to promote public education in the field of music and particularly classical music.
- c. To provide an opportunity for musicians and students of promise to participate and gain experience in symphony orchestra playing and to encourage such participation.

ARTICLE 2. MEMBERS

Section 2.1 **Membership.** The membership of the Asheville Symphony Society shall be composed of those individuals, families, associations, organizations, and business firms or corporations who desire to be members and who make the requisite monetary contribution to the Corporation, established from time to time by the Board of Directors of the Asheville Symphony Society, hereafter referred to as “the Board of Directors” or “the Directors.”

Section 2.2 **Meetings.** Annual meetings and special meetings of the membership of the Corporation shall be held in accordance with Article 6, Section 6.4 herein.

Section 2.3 **Voting.** Each member shall have one vote at any membership meeting held during or for the fiscal year for which the member’s contribution was made. The vote of an organization, business, or corporation shall be cast by a duly authorized representative. If the membership is held by a married couple or a domestic partnership, the vote may be cast by either.

Section 2.4 **Honorary Membership.** The Board of Directors may establish categories of honorary membership and shall establish appropriate criteria and requirements for these memberships.

ARTICLE 3. DIRECTORS

Section 3.1 **Number of Directors.** Unless otherwise provided in these bylaws, Directors are entitled to vote on any matter coming before the board. These are hereafter referred to as “voting Directors.” There shall be no fewer than fifteen voting Directors.

Section 3.2 **Election and Term of Office.** The voting Directors shall be elected by the members at the annual meeting of the membership. Terms of office of Directors shall be three-years. The term of office for all elected Directors shall begin on July 1 after such election.

Section 3.3 **Duties and Governance.** Directors shall stand in a fiduciary relation to the Corporation and shall discharge the duties of their respective positions in good faith, and with that diligence and care which ordinarily prudent persons would exercise in similar circumstances and like positions.

The Board of Directors shall have and exercise all the usual powers of directors of a business Corporation and shall conduct the immediate government and direction of the affairs of the Corporation. The Board of Directors shall make all rules and regulations which it deems necessary or proper for the government of the Corporation and for the due and orderly conduct of its affairs and the management of its property, not inconsistent with the Charter and these Bylaws of the Corporation.

The Board of Directors is empowered to appoint an Executive Director to carry out the mission and purposes of the Corporation, as they from time to time are directed and defined by the Board.

Section 3.4 **Vacancies.** Interim vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors. Any successor so elected shall serve the unexpired term of his or her predecessor, but shall not assume the predecessor’s committee appointments or Officer designation without appointment or election thereto.

Section 3.5 **Meetings.** Regular and special meetings of the Board of Directors shall be held in accordance with Article 6 herein.

Section 3.6 **Quorum.** At all meetings of the Board, the presence of more than forty percent (40%) of the voting Directors shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 3.7 **Honorary Membership.** The Board of Directors may confer upon an individual Honorary Board Membership as set forth below. The honor and distinction of such Honorary Board Memberships shall be accorded only by vote of the Board of Directors and shall, in all events, be conferred only after careful review and evaluation of proposed candidates.

- a. Director Emeritus — an honor accorded to former Directors whose active terms have been completed and whose length and quality of service deserve continuing recognition by the Board, the Asheville Symphony Society, and the general public. This honor shall be reserved for a very select group of individuals whose contributions to the Asheville Symphony Society have been truly outstanding. Directors Emeritus shall be invited to regular Board meetings but shall be non-voting Directors of the Board. This honor is conferred for life.
- b. Distinguished Director — a senior level directorship conferred on active Directors whose long-term, dedicated service to the Asheville Symphony Society warrants elevation to a category of distinction. Distinguished Directors shall be voting Directors and shall be entitled to all rights and privileges of regular Board Directors, including service as an Officer. The term of office for a Distinguished Director shall continue until the Board of Directors, by official action, may confer upon the individual the position of Director Emeritus or some other appropriate category of directorship for life, or, for good cause, may revoke the conferral the Distinguished Director.

Section 3.8 **Resignation or Removal.** A Director may resign his or her position as Director at any time by providing written notice to the Board. A Director may be removed from his or her position as Director (a) by a vote of the membership, or (b) by a vote of the Directors for good cause, misconduct, inability to perform, or if the Director is absent from more than three consecutive regular meetings of the Board without a reason deemed acceptable by the Board.

Section 3.9 **Ex-Officio Directors.** Up to three representatives from the Asheville Symphony Orchestra Committee appointed by the Asheville Symphony Orchestra Committee shall serve as non-voting ex-officio member(s) of the Board of Directors. The Asheville Symphony Guild President and one representative from the Asheville Symphony Chorus appointed by the Asheville Symphony Chorus annually shall serve as voting ex-officio Directors.

Section 3.10 **No Compensation.** No paid employee of the Corporation shall be eligible for election to the Board of Directors, and no Director shall receive compensation for services as a Director.

ARTICLE 4. OFFICERS

Section 4.1 **Designation of Officers.** The Officers of the Corporation shall be President, President-Elect, Immediate Past President, Treasurer and Secretary.

Section 4.2 **Election, Term of Office, Qualification.** The Officers, except for the Immediate Past President, shall be elected by and from the Board of Directors, upon nomination and recommendation of the Nominating and Governance Committee, at the first regular meeting of the Board following the annual meeting of the membership. The President shall be elected to a term of two years. All other elected Officers shall serve for terms of one year. All Officers shall

be voting members of the Board of Directors.

The offices of President, President-Elect, Secretary, and Treasurer shall be nominated as set forth in Article 5, Section 5.2.2 herein. The term of office for all elected Officers shall begin on July 1 after such election.

Section 4.3 **Duties.** Officers shall stand in a fiduciary relation to the Corporation and shall discharge the duties of their respective positions in good faith, and with that diligence and care which ordinarily prudent persons would exercise in similar circumstances and like positions.

Section 4.3.1 **President.** The President shall be the Executive Officer of the Corporation, and, subject to the instructions of the Board of Directors, shall have general charge of the business, affairs, and property of the Corporation as well as its other Officers, agents, contractors, and employees. The President shall preside at all meetings of the Board of Directors and the Executive Committee at which he or she may be present. The President shall appoint annually Chairs of all standing and special committees. The President shall perform all duties incident to the office or as prescribed by the Directors or these Bylaws.

Section 4.3.2 **President-Elect.** The President-Elect shall work closely with the President, assist the President in his or her duties, preside at meetings in the absence of the President, and assume the full duties of that office in the event that the President is absent or unable for any reason to perform the duties of the office of President. The President-Elect shall, upon election as President by the Board, assume the office of the President upon expiration of the prior President's term. The President-Elect shall automatically assume the office of the President upon the President's resignation, removal, or inability to serve as President.

Section 4.3.3 **Immediate Past President.** The Immediate Past President shall serve as an advisor to the President and the President-Elect.

Section 4.3.4 **Treasurer.** The Treasurer is responsible for the custody of the funds of the Corporation. He or she shall direct that such funds be deposited and managed in the name of the Corporation, and shall provide periodic financial reports to the Board and membership. The Treasurer is responsible for providing information required by any auditor appointed by the Directors, or any other agency, in order to conduct an annual audit of the financial affairs of the Corporation. The Treasurer shall perform all duties incident to the office or as prescribed by the Directors or these Bylaws.

Section 4.3.5 **Secretary.** The Secretary shall be responsible for the custody of the corporate records and shall be responsible for the keeping of the minutes of meetings of the membership, the Board of Directors and the Executive Committee. He or she shall be responsible for seeing that the membership and the Directors are notified of meetings in

accordance with these Bylaws and shall perform such other duties incident to the office or as prescribed by the Directors or these Bylaws.

Section 4.4 **Delegation of Officer Duties.** In case of absence of any Officer or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such Officer to any other Officer or to any Director, provided a majority of the Board of Directors concurs therein.

Section 4.5 **Resignation or Removal.** An Officer may resign his or her position as Officer at any time by written notice to the Board. An Officer may be removed from his or her position as Officer for misconduct, inability to perform, or other good cause by vote of the Board of Directors. All Officer vacancies shall be filled upon nomination and recommendation of the Nominating and Governance Committee and by vote at a regular or special meeting of the Board of Directors.

Section 4.6 **Compensation.** No Officer shall receive compensation for service as an Officer.

ARTICLE 5. COMMITTEES

Section 5.1 **General.** The Board of Directors shall create and maintain the standing committees described in Article 5, Section 5.2 herein, and may create one or more additional standing or special committees as it deems appropriate. Except as otherwise provided in these Bylaws, the Chairs and members of all such committees shall be appointed by the President. Committee members shall serve at the pleasure of the Board of Directors. Such committees shall advise and aid the Officers and Directors in all matters designated by the Board.

The provisions of these Bylaws governing meetings, action without meetings, notice, waiver of notice, quorum, and voting requirements shall apply to committees and their members. The members of committees shall receive no compensation for their services as committee members.

Section 5.2 **Standing Committees.** Standing committees of the Board shall include the following:

Section 5.2.1 **Executive Committee.** The Executive Committee shall be composed of the elected Officers, and any additional Directors appointed by the President. The Chair of the Executive Committee shall be the President. The Executive Committee shall be empowered to act on behalf of the Board between the meetings of the Board. Meetings of the Executive Committee may be held at any time or place upon call of the President. All actions of the Executive Committee shall be duly reported to and must be ratified by the Board of Directors at its next regular meeting. Duties of the Executive Committee include being responsible for ensuring that annual performance evaluations of the Executive Director and the Music Director are made.

Section 5.2.2 **Nominating and Governance Committee.** The Nominating and Governance Committee shall be composed of at least three Directors, one of whom shall be the Immediate Past President. The Nominating and Governance Committee shall submit nominations for Directors and Officers to the Board of Directors at a regular or special Board meeting and in any case no later than twenty (20) days before the annual meeting of the membership. The election of Directors shall be by the members at the annual meeting of the membership. The election of Officers shall be by the Directors at the next regular meeting of the Board of Directors after the annual meeting of the membership.

Section 5.2.3 **Finance Committee.** The Committee shall be responsible for the financial management of the Corporation and for preparation of an annual budget to be presented to the Board of Directors no later than the last meeting of the Board before the annual meeting of the membership. The Finance Committee shall be responsible, with the Treasurer, for devising the budget and accounting system of the Corporation, subject to the approval of the Board of Directors. Proposals for changing the budget or expenditures, or for substantial transfers within the approved budget, shall be referred to the Finance Committee for review and recommendations. The Finance Committee shall present current financial statements to the Board of Directors at each regular meeting of the Board. The Finance Committee shall be responsible, with the Treasurer, for ensuring the implementation of recommendations that come from the annual audit.

Section 5.2.4 **Audit Committee.** The Audit Committee shall assist the organization in fulfilling its oversight responsibility with respect to the financial reporting process, the system of internal controls and the audit process. The Committee shall consist of at least five members with two Directors and at least three non-Directors. The Committee shall appoint and manage the outside independent auditor. The Audit Committee shall meet with Corporation's auditor at least twice a year, once before the annual audit, then again to review the audit results before it is presented to the Board of Directors.

Section 5.2.5 **Human Resources Committee.** The Human Resources Committee shall conduct an annual review of the job requirements and compensation of staff of the Asheville Symphony Society. The Committee shall establish and maintain such policy manuals and volunteer codes of conduct for the Asheville Symphony Society and its affiliate organizations as deemed appropriate by the Board from time to time and shall review such policies annually.

Section 5.2.6 **Artistic Affairs Committee.** The Artistic Affairs Committee serves an advisory role to the Music Director, the Executive Director and the Board for development of musical programs sponsored by the Asheville Symphony Society.

Section 5.2.7 **Development Committee.** The Development Committee supports the work of the Director of Development and staff regarding the planning and implementation of all fundraising activities.

Section 5.2.8 **Special Committees, Task Forces and Working Groups.** The President may establish such other standing or special committees, task forces and working groups of the Board as may be required to assist and advise the Board. Such committee, task force and working group members shall be appointed by the President. The chair of any other standing or special committee, task force or working group shall be designated by the President.

ARTICLE 6. MEETINGS

Section 6.1 **Regular Meetings**

- a. The Directors shall meet immediately following the annual meeting of the membership and thereafter at least seven (7) times per year, and at such times and places as the Board of Directors or the President may direct.
- b. A notice specifying the time and place of each regular meeting of the Board shall be, made either personally, electronically or by mail by the Executive Director to each member of the Board at least three days in advance of the meeting date. Any matter of business may be considered at a regular meeting of the Board.

Section 6.2 **Special Meetings**

- a. A special meeting of the Board of Directors may be called by the President, or must be called by the Secretary or designee upon the written request of not fewer than six members of the Board. A special meeting called by the Secretary or designee shall be held within ten days of receipt by the Secretary of the sixth written request for such special meeting. A notice specifying the time and place of a special meeting of the Board shall be made either personally, electronically or by mail by the Secretary or designee to each member of the Board at least forty-eight hours in advance of the meeting date. Any matter of business may be considered at a special meeting of the Board.
- b. If, in the opinion of the President, an emergency exists, less than forty-eight hours' notice may be given by telephone or electronically. Only business connected with an emergency may be considered at a meeting for which less than forty-eight hours' notice is given.
- c. Special meetings of the Board may be held by telephone, video conference or other

electronic means as long as all in attendance at the meeting can hear or otherwise communicate simultaneously with all other members in attendance at the meeting. Under extraordinary circumstances, the President, in his or her sole discretion, may authorize one or more members of the Board of Directors to attend a regular meeting of the Board by telephone, video conference or other electronic means, so long as that Director can communicate simultaneously with all other Directors in attendance at the meeting.

Section 6.3 Executive Sessions. An Executive Session at a regular or special meeting of the Board of Directors may be held at the discretion of the President, or by request of any Director in the form of a motion, duly seconded and approved by a majority of Directors present. Upon entering Executive Session, only voting Directors and the Executive Director may be present unless other individuals are invited by the President to attend the Executive Session or upon the motion of any Director, duly seconded and approved by a majority of Directors present. The Executive Director may be excused from any Executive Session at the discretion of the President or upon a motion of any Director, duly seconded and approved by a majority of Directors present.

Section 6.4 Annual and Special Meetings of the Membership

- a. An annual meeting of the membership shall be held at a time and place to be set by the Board of Directors. Special meetings of the membership may be called by the President, or by order of the Board of Directors, or by the Secretary upon written request of not fewer than twenty-five members. Five percent of the membership shall constitute a quorum at any meeting of the membership.
- b. At least twenty days' written notice shall be given of annual meetings of the membership, and at least seven days' written notice shall be given of special meetings of the membership. At special meetings of the membership, no business may be transacted other than that indicated in the notice of the meeting.

Section 6.5 Agenda and Meeting Materials

- a. The agenda for every meeting of the Board shall be prepared by the President and the Executive Director. Every request for inclusion of an item on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the President sufficiently far in advance of the meeting to permit a determination to be made by the President with respect to the propriety and practicability of including that item on the agenda for the meeting.
- b. At least three days prior to each regular meeting of the Board of Directors, the Executive Director or designee shall deliver electronically or by mail, a copy of the agenda, including copies of all draft minutes, reports and other written materials to

be presented at the meeting to each Director.

The Executive Director or designee shall deliver electronically or by mail a copy of the agenda for each special meeting of the Board to each Director at least three days in advance of the special meeting; however, if such advance mailing or electronic transmission is not practicable, the agenda for special meeting may be presented to the Board as the first order of business at the special meeting.

- c. Except as provided in Article 6, Section 6.2(b) herein, any Director may present at any meeting of the Board any item whether or not the same is on the agenda of the meeting.

Section 6.6 **Conduct of Business**

- a. At meetings of the Board of Directors a quorum for the transaction of business shall consist of forty percent (40%) of the current voting members of the Board of Directors. At all meetings of the Board, business shall be transacted by a majority vote of all voting Directors present, and any action so taken shall be deemed the action of the full Board.
- b. The President shall preside over all regular and special meetings of the Board of Directors. In the absence of the President, the President-Elect shall preside. In the absence of both the President and President-Elect, the Immediate Past President shall preside.
- c. All voting Directors may vote on all matters coming before the Board for consideration. No Director may vote by proxy. A voting Director attending the meeting by telephone or video conference may vote as long as he or she has been present via telephone or video conference for all discussions of the matter to which the vote relates.

Section 6.7 **Minutes.** The Secretary or designee shall keep minutes of all meetings of the Board of Directors and of the membership and shall deliver a draft of the minutes to the Executive Director or designee in sufficient time for the Executive Director to distribute the meeting materials in accordance with Article 6, Section 6.5 herein. The Secretary shall file, index, and preserve all official minutes, papers, and documents pertaining to the business and proceedings of the Board. He or she shall be custodian of all records of the Board, in compliance with the Document Retention Policy of the Society. When required, the Secretary shall attest the execution of all legal documents and instruments of the Board.

ARTICLE 7. REPORTS

Section 7.1 **Committee Reports.** All committee chairs, or their designees, shall submit written reports of committee meetings to the Board at the next regular meeting of the Board. Such reports shall be delivered electronically or by mail to the Executive Director or designee no later than four days prior to such Board meeting, in accordance with Article 6, Section 6.5 herein.

Section 7.2 **Treasurer Reports.** The accounts of the Treasurer shall be audited by an accountant or accountants to be selected each year by the Board of Directors at the end of each fiscal year, and at such other times as are deemed by the Directors to be expedient. The Treasurer shall cause to be kept a proper record of all funds received for the Corporation from all sources, and keep proper vouchers indicating the amount and nature of all expenditures. The funds of the Corporation shall be deposited in the name of the Corporation and all payments shall be made in this name.

Section 7.3 **Annual Reports.** The President and Executive Director shall present an annual report of the Asheville Symphony Society to the Board and to the members at the annual meeting of the membership, reviewing the season just ended, and reviewing the financial status of the Society.

ARTICLE 8. AFFILIATED ORGANIZATIONS

Section 8.1 **General.** The Asheville Symphony Society, Inc. may extend the status of official affiliation to organizations formed for purposes specifically related to the purposes and objectives of the Asheville Symphony Society, Inc. Such affiliation must be set forth in writing and approved by the Board of Directors.

Affiliated organizations shall adopt rules of governance and financial procedures consistent with those of the Asheville Symphony Society, Inc. Such rules of governance shall provide for ongoing, effective consultation between the affiliated organization and the President and Executive Director of the Asheville Symphony Society, Inc.

Section 8.2 **Asheville Symphony Guild.** The Asheville Symphony Guild of the Asheville Symphony Society, Inc., shall be composed of individuals whose purpose is to promote an interest in music and cultural activity. The Guild shall sponsor music education programs in the city of Asheville and surrounding area and shall assist in raising funds and participate in programming in support of the Asheville Symphony Society, Inc.

Section 8.3 **Asheville Symphony Chorus.** The Asheville Symphony Chorus of the Asheville Symphony Society, Inc., shall be composed of individuals whose purpose is to serve as the nucleus for choral works performed by the Asheville Symphony Orchestra. The Chorus may perform concerts independent of the Asheville Symphony Orchestra.

Section 8.4 **The Asheville Symphony Symphonettes.** The Asheville Symphonettes of the Asheville Symphony Society, Inc. is a high school girls' service club with the mission to stimulate interest and appreciation for classical music among young women. The Symphonettes serve as ambassadors at Asheville Symphony Orchestra performances, support fundraising for the Asheville Symphony Society, and volunteer in Society outreach programs.

ARTICLE 9. EXECUTIVE DIRECTOR, MUSIC DIRECTOR, AND PERSONNEL

Section 9.1 **Executive Director.** The Board shall engage an Executive Director who shall have such duties as set forth in the Executive Director's contract, shall direct the management and administration of the Corporation and its day-to-day operations, and shall have all other duties as may be designated by the Board of Directors. The Executive Director shall keep the Board fully advised of the operation and condition of the Corporation and shall manage and operate the business of the Corporation pursuant to such policies as may be prescribed by the Board of Directors. The Executive Director shall make an annual report to the membership on the state of the business matters of the Asheville Symphony Orchestra. The Board shall adopt and cause to be implemented a description of duties and such policies and guidelines as it may deem appropriate for the position of Executive Director.

Section 9.2 **Music Director.** The Board of Directors shall engage a Music Director who shall be responsible, in consultation with the Executive Director and the Artistic Affairs Committee, for planning and executing all music programming of the Asheville Symphony Orchestra. The Board shall adopt and cause to be implemented a description of duties and such policies and guidelines as it may deem appropriate for the position of Musical Director.

Section 9.3 **Personnel.** The Executive Director may appoint such other personnel as he/she deems necessary for the operation of the Corporation. The Executive Director shall adopt and cause to be implemented a description of duties and such policies and guidelines as may be required for any such personnel, in consultation with the Human Resources Committee.

ARTICLE 10. GENERAL PROVISIONS

Section 10.1 **Fiscal Year.** For all purposes under these Bylaws, the fiscal year of the Corporation begins on July 1 and ends on June 30.

Section 10.2 **Policies and Procedures.** The Corporation shall establish, update and enforce such policies from time to time as it deems appropriate including, but not limited to, Financial Structure and Governance Policies, Data Retention Policy, Human Resources Policies, and Affiliate Operating Procedures. The Corporation shall establish and enforce a Conflict of Interest Policy. That policy shall provide, in part, that the management, Directors, and Officers of the

Asheville Symphony Society, Inc. shall avoid conflicts of interest and any conduct that may suggest the appearance of impropriety when exercising their responsibility with regard to the expenditure or disbursement of funds.

Section 10.3 Waiver. Whenever any notice is required to be given under the provisions of the North Carolina Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Such waiver shall be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or to her of the meeting unless the Director, at the beginning of the meeting (or promptly upon his or her arrival), objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 10.4 Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or to execute or deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or in any amount.

Section 10.5 Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors or Executive Committee. Such authority may be general or confined to specific instances. All checks, drafts or orders for the payment of money or notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers or other individuals as the Directors may from time to time designate. Unless otherwise designated such instruments shall be signed by the Treasurer and countersigned by the Executive Director.

Section 10.6 Amendment of the Bylaws. These Bylaws may be amended by vote at any annual meeting of the membership or at a special meeting of the members called for the purpose, but no amendment shall be made at any meeting unless at least twenty days' written notice of the nature of the proposed amendment shall have been given to the members electronically or by mail.

Section 10.7 Books and Records. The Corporation shall keep correct and complete books and records of accounts.

Section 10.8 Conduct of Meetings. All meetings of the Corporation, including the annual meeting of the membership, regular, or special meetings, shall be governed by the current edition of Robert's Rules of Order.

Section 10.9 Director and Officer Indemnification. It is the policy of this Corporation to attract

and maintain responsible, qualified Directors and Officers and to such end, to allocate the risk of personal liability of such Directors and Officers through indemnification and insurance to the fullest extent available and as authorized by Chapter 55A, Part 5, Article 8 of the North Carolina General Statutes.

- a. Except as provided herein and in accordance with North Carolina General Statutes §55A-8-51, any person who at any time serves or has served as a Director or Officer of the Corporation, if such person is made an individual party in a proceeding because such person is or was a Director or Officer of the Corporation, shall be indemnified by the Corporation so long as such person:
 1. Conducted himself or herself in good faith;
 2. Reasonably believed:
 - i. In the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in the Corporation's best interest; and
 - ii. In all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation; and,
 3. In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.
- b. Notwithstanding the foregoing, the Corporation shall not indemnify any Director or Officer:
 1. In connection with any proceeding by or in the right of the Corporation in which the Director or Officer was adjudged liable to the Corporation; or
 2. In connection with any other proceeding charging improper personal benefit to the Director or Officer whether or not involving action in his or her official capacity, in which the Director or Officer was adjudged liable on the basis that personal benefit was improperly received by such Director or Officer.

However, a Director or Officer may be indemnified by the Corporation in connection with a proceeding by or in the right of the Corporation that is concluded without final adjudication on the issue of liability, provided such indemnification is limited to reasonable expenses incurred in connection with the proceeding.
- c. In accordance with North Carolina General Statutes §55A-8-53, expenses incurred by a Director or Officer in defending a proceeding may be paid by the Corporation in advance of the final disposition of such proceeding as authorized by the Board of Directors in the specific case or by resolution or by contract upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount unless it shall ultimately be determined that the Director or Officer is entitled to be indemnified by the Corporation Against such expenses.
- d. The Corporation shall not indemnify a Director or Officer in accordance with the authority to indemnify contained in this Article 10, Section 10.9 and under North

Carolina General Statutes §55A-8-51, unless authorized in the specific case after a determination has been made that indemnification is permissible in the circumstances because the Director or Officer has met the standard of conduct set forth herein and under North Carolina General Statutes §55A-8-51. Determination as to indemnification and the reasonableness of expenses shall be made in accordance with North Carolina General Statutes §55A-8-55.

- e. In addition to the indemnification provisions above, the Corporation may by resolution agree to indemnify any one or more of its Directors, Officers, employees, or agents against liability and expenses in any proceeding arising out of their status as such or their activities in any one of the foregoing capacities, provided, however, the Corporation shall not indemnify or agree to indemnify any Director, Officer, employee, or agent against liability or expenses he or she may incur on account of his or her activities which were at the time taken, known, or believed by such person to be clearly in conflict with the best interests of the Corporation or if he or she received an improper personal benefit.

Section 10.10 Dissolution. The Board of Directors shall have the power to dissolve the Corporation by a three-fourths (3/4) vote of the entire Board of Directors and upon dissolution shall distribute all of its net assets to a non-profit organization which serves purposes similar to this Corporation.

Revised 7/11/1987
Revised 8/30/1995
Revised 9/16/1996
Revised 5/17/2004
Revised 5/22/2006
Revised 5/29/2014
Revised 5/23/2019

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 1. Conducted himself or herself in good faith;
 2. Reasonably believed:
 - i. In the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in the Corporation's best interest; and
 - ii. In all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation; and,
 3. In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.
- b. Notwithstanding the foregoing, the Corporation shall not indemnify any Director or Officer:
 1. In connection with any proceeding by or in the right of the Corporation in which the Director or Officer was adjudged liable to the Corporation; or
 2. In connection with any other proceeding charging improper personal benefit to the Director or Officer whether or not involving action in his or her official capacity, in which the Director or Officer was adjudged liable on the basis that personal benefit was improperly received by such Director or Officer.

However, a Director or Officer may be indemnified by the Corporation in connection with a proceeding by or in the right of the Corporation that is concluded without final adjudication on the issue of liability, provided such indemnification is limited to reasonable expenses incurred in connection with the proceeding.
- c. In accordance with North Carolina General Statutes §55A-8-53, expenses incurred by a Director or Officer in defending a proceeding may be paid by the Corporation in advance of the final disposition of such proceeding as authorized by the Board of Directors in the specific case or by resolution or by contract upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount unless it shall ultimately be determined that the Director or Officer is entitled to be indemnified by the Corporation Against such expenses.
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