

**AMENDED AND RESTATED BYLAWS
OF CHAMBER MUSIC RALEIGH
AMENDED FEBRUARY 16, 2024**

ARTICLE I: NAME AND PURPOSE

Section 1. **Name.** The name of the organization shall be Chamber Music Raleigh hereinafter called the “Corporation”.

Section 2. **Purpose.** This Corporation is a nonprofit corporation and is not organized for the private gain of any person. The Corporation, which is organized under the Non-Profit Corporation Act of North Carolina, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) or successor provisions of the Internal Revenue Code.

Section 3. **Offices.** The principal office and registered agent of the Corporation shall be located in Raleigh, North Carolina. The Corporation may have such other offices, within or outside the city of Raleigh as may be designated by the Board of Directors, or as shall be appropriate or necessary for the conduct of the affairs of the Corporation.

ARTICLE II: MEMBERSHIP

The Corporation shall not have members.

ARTICLE III: BOARD OF DIRECTORS

Section 1. **General Powers.** The property, business, and affairs of the Corporation shall be overseen by its Board of Directors in accordance, with these Bylaws and the purposes of the Corporation.

The Board is responsible for overall policy and direction of the Corporation and delegates responsibility for day-to-day operations to the Executive Director. Specific powers of the Board of Directors include but are not limited to:

- a. defining the mission, goals, and objectives of the Corporation, and assigning priorities among the goals and objectives when needed;
- b. selecting the Corporation’s President and periodically reviewing his or her performance;
- c. approving major personnel policies;
- d. reviewing and approving the Corporation’s budget;
- e. raising the financial resources required to meet the Corporation’s goals and objectives, as coordinated by the President, and establishing general fund raising policies; and
- f. conducting a biennial review and evaluation of the Corporation’s performance of the goals and objectives of highest priority.

Section 2. **Number.** The number of Directors shall be not less than four (4) nor more than fifteen (15).

Section 3. **Nomination.** Except for resignations, removals, or death, each director duly nominated and elected shall hold office until his successor is nominated, elected, and qualified by

attending a meeting and being duly recognized and placed on the official records of the Corporation by the Secretary.

Section 4. Term of Office. Directors shall serve for a term of three years, or until a successor is duly elected or appointed. Except as provided otherwise in these bylaws, the term shall begin at the next scheduled meeting following election or appointment. Each Director shall hold office until his or her terms expires, death, resignation, removal, disqualification, or his or her successor has been elected or appointed. Any director may resign at any time by giving written notice to the Chair of the Board. The resignation takes effect upon receipt of notice or at a later date if specified in the notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed at any time with or without cause by two-thirds vote of the Board of Directors.

Section 5. Vacancies. Vacancies may be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 6. Meetings. Meetings of the full Board of Directors shall be held at least twice each year at such place within or outside of North Carolina as may be fixed by resolution of the Board, or as may be specified in the notice of the meeting. Regular meetings of the Board of Directors shall be held at times set by resolution of the Board. Any meeting of the Board may be held in a form other than physical presence, such as conferences or teleconferences. Special meetings of the Board may be called by or at the request of the Chair, the executive director, or any three Directors. Notice must be given at least seven days in advance by any usual means of communication to each member of the Board of Directors, and any action taken at a special meeting shall be voidable upon a failure to obtain acknowledgement of receipt of notice from any member of the Board. Such notice need not specify the purpose of which the meeting is called. Notice need not be given of regular meetings of the Board of Directors held at times fixed by resolution of the Board. Meetings may be held at any time without notice if all the directors are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing. In no event shall a Director be absent for greater than fifty percent (50%) of the meetings of the Board in any year. In the event that a Director is absent for greater than fifty percent (50%) of the meetings as described herein, the Director may be subject to removal from the Board by the affirmative vote of the Board.

Section 7. Waiver of Notice. Any Director may waive notice of any meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum; Voting. A quorum of the Board of Directors for the transaction of business shall consist of a majority of the directors then in office. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

Section 9. Manner of Action. Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, the act of a majority of the directors present and voting at a meeting at which a quorum is present shall be the act of the Board. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her contrary vote is recorded or his or her dissent is otherwise entered in the minutes of the meeting or unless he or she shall file written dissent to such action with the person

acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail or e-mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to Directors who voted in favor of such action. Any action required or permitted to be taken by the Board under any provision of law, the Articles of Incorporation, or these Bylaws may be taken without a meeting if written consent (including e-mail) to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the actions so taken. Such action by written consent shall have the same force and effect as a unanimous vote of the directors

Section 10. Committees.

- a. Advisory Committees. The Board may create advisory committees from time to time. The advisory committees shall be appointed by the Chair of the Board and approved by a majority of all directors in office. The advisory committee shall include three (3) or more directors. Advisory committees shall not exercise the authority of the Board and shall serve only in an advisory capacity.
- b. Standing and Special Committees. The Board may authorize such standing and special committees as are necessary and proper to carry on the affairs of the Corporation. The resolution of creation must designate the authority of the Board which the committee may exercise, as well as any limitations thereon, and the functions that the committee shall discharge. Members of such standing committees as may be authorized shall be appointed by the Chair of the Board and approved by a majority of all the directors in office. Only directors of the Corporation may serve as voting members or the Chair of such special or standing committees as may be authorized.

Section 11. Compensation. No Director shall receive any compensation for his or her service in such capacity, except that the Board of Directors may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of duties of Directors, to the extent provided by such resolution, and except as otherwise provided in these bylaws.

ARTICLE IV: OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a Chair of the Board of Directors, a Vice-Chair of the Board, a Secretary, a Treasurer, an Executive Director, additional Vice-Chairs as the Board of Directors may authorize, and such subordinate officers as the Board of Directors may appoint or authorize the Chair or President to appoint. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. Election. The Board of Directors, initially and at each subsequent annual meeting thereafter, shall elect from among the Directors the Chair, Vice-Chair, Secretary, and Treasurer, and such Vice-Chairs as the Board may have authorized. Each officer shall hold office until the next annual meeting or until his or her death, resignation, retirement, removal, or disqualification, if such occurs before the next annual meeting or until his or her successor has been elected and qualified. If necessary to fill offices that have become vacant, the Board may elect officers at any regular meeting. The first meeting of the Board after the beginning of the organization's fiscal year shall serve as the annual meeting.

Section 3. Vacancies. The term of office of any officer shall terminate upon the election and qualification of a successor or upon the effective date of his or her resignation submitted in writing to the Secretary of the Board of Directors, upon his or her death, or upon a vote of two-thirds of the Directors then in office to remove him or her from office if in their judgment the best interests of the Corporation will be served thereby. Any vacancy among the officers shall be filled by the Board of Directors. Any officer or assistant officer may also be removed from office by the Board of Directors or the Chair, whichever is the appointing authority, upon such terms as may have been specified in writing at the time of appointment of such officer.

Section 4. Chair. The Chair shall chair the meetings of the Board of Directors and shall perform the following duties and responsibilities:

- a. appoint the chairpersons of all Board committees and serve as liaison among the Corporation's Board, its committees, and the staff;
- b. maintain liaison as needed with foundations supporting the Corporation and other potential funding sources;
- c. facilitate and coordinate the Board's discharge of its responsibilities as set forth in the bylaws and by Board resolutions; and
- d. such other responsibilities as provided in the Corporation's bylaws or as may be directed by the Board.

Section 5. Vice-Chair. The First Vice-Chair shall sit in the stead of the Chair in his or her absence. The First Vice-Chair and other Vice-Chairs if authorized, shall have such powers and perform such duties as the Board of Directors may prescribe or as the Chair may delegate.

Section 6. Secretary and Assistant Secretary. The Secretary shall do or oversee the following: the keeping of minutes of all meetings of the Board of Directors and the Executive Committee, including all votes and resolutions adopted; the recording of all Corporate documents and records; the issuing of notices for the Annual Meeting and for meetings of the Board of Directors; and the filing of all reports required by governmental authorities. The Secretary shall have other responsibilities as the Board of Directors may prescribe. In the absence of the Secretary or in the event of his or her death, inability or refusal to act, the Assistant Secretary, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. The Assistant Secretary shall perform such other duties as may be assigned by the Secretary or Board Chair.

Section 7. Treasurer and Assistant Treasurer. The Treasurer shall oversee the custody of all funds, securities, and assets of the Corporation. He or she shall make to the Board of Directors at each meeting an accurate account of the Corporation's receipts and disbursements; prepare or cause to be prepared a true statement of the Corporation's assets and liabilities within a reasonable time after the close of each fiscal year; and, in conjunction with the President, make financial information available to Board members and to the public. The Treasurer shall have other responsibilities as the Board of Directors may prescribe. In the absence of the Treasurer or in the event of his or her death, inability or refusal to act, the Assistant Treasurer, who shall be appointed by the Chair of the Board unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. He or she shall perform such other duties as may be assigned to them by the Board of Directors or by the Treasurer, Board Chair, or President.

Section 8. Executive Director. The Executive Director of the Corporation shall direct and execute all decisions of or programs adopted by the Board of Directors, shall act as the chief executive officer of the Corporation, shall serve as Assistant Secretary, and shall perform such other duties as the Board of Directors may prescribe or authorize. The foregoing duties shall include, but not be limited to, the hiring and discharging of all employees; the execution of contracts or other instruments on behalf of the Corporation except in cases where the execution thereof is expressly delegated by the Board of Directors or by the bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; the signing of checks, drafts, or other orders for payment of money; the depositing of all monies and other assets in the name of the Corporation according to policies or in such depositories as the Board of Directors may prescribe; serving as a voting member of the Board of Directors; and serving on the Executive Committee if the Board of Directors authorizes an Executive Committee. The Executive Director shall furnish the Board with an operating and financial report at each meeting thereof. The Executive Director shall be appointed upon the majority vote of the Board of Directors present at a duly constituted Board meeting and shall serve at the pleasure of the Board of Directors, except that the Board may, at its discretion, retain the services of the Executive Director upon a contract for a fixed period of time.

Section 9. Other Officers. The duties and terms of office of any other officer or assistant officer appointed pursuant to Section 1 of this Article shall be specified by the Board of Directors or by the Chair or President if so authorized by the Board of Directors.

Section 10. Surety. The Board of Directors may require the Treasurer, Executive Director, or any other officer or assistant officer to furnish such surety as it may determine.

Section 11. Compensation of Officers. No officer who is a member of the Board of Directors may receive any compensation, except as reimbursement for actual disbursements expended on behalf of or in service to the Corporation and according, to policies authorized by the Board of Directors.

ARTICLE V: MISCELLANEOUS PROVISIONS

Section 1. Indemnification. Every person who is or shall have been a director or officer of the Corporation and his or her personal representatives shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such director or officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July of each year and shall end on the thirtieth of June of the next year, unless otherwise determined by the Board of Directors.

Section 3. Corporate Seal. The official seal of the Corporation shall have inscribed thereon the name of the Corporation. The official seal shall also contain such other words or figures as

the Board of Directors may determine. The official seal may be used by placing, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

Section 4. Amendments. The Bylaws may be altered, amended, or repealed and new Bylaws adopted upon the vote of two-thirds of the members of the Board of Directors present and voting at a duly constituted meeting, provided that notice of such proposed action, including the content thereof, be included in the call for the meeting. These Bylaws may also be amended by mail ballot upon the affirmative vote of two-thirds of the members of the Board of Directors. In the case of amendment by mail ballot, the notice of vote shall include a description of the proposed amendment and a statement as to its effect and purpose.

Section 5. Activities of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) of (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Section 6. Conflict of Interest. No contract or other transaction between the Corporation and one or more of its trustees or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of the trustees or officers are directors or officers, or have a substantial financial interest, shall be approved by a vote of the Board or any committee thereof if such trustee or trustees or officer or officers (hereinafter called "interested trustee or trustees") are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose, unless:

- a. The material facts as to such trustee's or officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the Board or committee, and the Board or committee authorizes such contract or transaction by unanimous written consent, provided at least one trustee so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested trustee or officer even though the disinterested trustees are less than a quorum; or
- b. The material facts as to such trustee's or officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by a majority vote of such members.

Section 7. Dissolution and Distribution of Assets. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth herein. The Corporation may be dissolved and its assets and liabilities liquidated in such manner as the Board of Directors shall resolve, provided that upon

dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee, or officer of the Corporation but shall be distributed as the Articles of Incorporation direct in accordance with such laws and regulations as may be applicable thereto, provided, however, that the distribution must be to another organization exempt under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), or to the United States, state or local governments, for a public purpose.

CERTIFICATE OF SECRETARY

I, _____, do hereby certify that I am the duly elected and qualified Secretary of Chamber Music Raleigh, a nonprofit corporation organized under the laws of the State of North Carolina, and that the foregoing is a true and correct copy of the Amended and Restated Bylaws adopted by the Corporation's Board in accordance with law and the Articles of Incorporation of said Corporation.

Secretary