

BYLAWS OF LOS ANGELES RECORDER ORCHESTRA, INC.

ARTICLE 1 - NAME, NATURE, AND PURPOSE

1.1 The name of the corporation is Los Angeles Recorder Orchestra, Inc. (hereafter “LARO”)

1.2 LARO is a corporation organized under the laws of the State of California as a nonprofit public benefit corporation for the purpose of promoting and supporting recorder music, including but not limited to early music, in the greater Los Angeles area. The promotion and support of LARO’s music purpose shall include performances by LARO. Membership in LARO shall be composed of recorder players from the Southern California community, both amateur and professional.

1.3 LARO is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. The specific purpose of LARO is to increase interest in, knowledge of, and the playing of the recorder and music in general, all in a manner that is permissible for an entity exempt from federal income tax under such code provision.

ARTICLE 2 – MEMBERS

2.1 LARO shall have members (Members). A Member is someone who (1) has been approved by the Music Director as meeting the playing standards for LARO and (2) is or has been current in payment of membership dues, or has obtained a waiver of dues from the President, for any session of rehearsals leading to a concert within the past twelve (12) months.

2.2 The Board of Directors shall set the amount of dues for the Members.

2.3 The Music Director, with approval of a majority of the Board of Directors, may expel a Member for good cause. Good cause means (1) the Member does not meet the playing standards set by the Music Director, or (2) the Member routinely misses rehearsals without prior notice or justification, or (3) the Member has missed a concert without prior notice or justification; or (4) the Member has engaged in behavior that has obstructed the operations, rehearsals, or concerts of LARO. The Music Director shall give the Member notice of the proposed expulsion with reasons therefor in writing or by e-mail no fewer than 15 days before the effective date of the expulsion. A Member may challenge the proposed expulsion in writing or by e-mail to the Music Director, not less than five days before the effective date of the proposed expulsion. The Music Director is authorized to decide whether the proposed expulsion will take place.

2.4 An annual meeting of Members (hereafter the “Annual Members Meeting”) shall take place each year in May or June at the time and place designated by the Board of Directors.

2.5 Special meetings of Members may be called by a majority vote of the Board of Directors. A special meeting may also be called by a petition signed by thirty-three percent (33%) or more of the Members. Such petition shall describe the purpose for which the special meeting is being called.

2.6 Notice of annual and special meetings shall be given by e-mail, not less than thirty (30) days, or more than sixty (60) days, before the meeting. Any such notice of annual or special meeting shall include the place, date and time of the meeting. Notice of annual and special meetings shall be given by mail to Members who request such notification.

2.7 Ten percent (10%) of the Members must be present at a meeting of Members to constitute a quorum.

2.8 Unless otherwise provided by these Bylaws or law, a matter voted on by the Members will be considered approved if it receives at least a majority of the affirmative votes cast at a meeting at which a quorum is present.

2.9 No person who is now, or later becomes, a Member of LARO shall be personally liable to LARO’s creditors for any indebtedness or liability of LARO, and any and all creditors of LARO shall look only to the assets of LARO for payment. No Member of LARO shall have any ownership interest or other right in or to any of the property of LARO.

ARTICLE 3 - BOARD OF DIRECTORS

3.1 The operation and governance of LARO is vested in the Board of Directors (hereafter the “Board”). The Board shall be composed of no fewer than seven and no more than 13 directors, inclusive of the Officers set forth in article 4, who are deemed to be Board members.

3.2 All members of the Board, except for the Music Director and Immediate Past President, shall be elected.

3.3 The term of office for a Director is one year commencing on the first day of the month after the annual meeting. The President may appoint a person to fill a vacant position on the Board of Directors for the remainder of the term.

3.4 The Board shall exercise all corporate powers of LARO. The Board shall establish policy and take actions necessary and appropriate for the governance and operation of LARO consistent with its purpose.

3.5 Directors, other than the Music Director, shall receive no compensation, but may be reimbursed for expenses incurred while conducting authorized Board business, subject to reasonable procedures as the Board may prescribe.

3.6 The personal liability of a Director or a person indemnified by LARO shall be limited in accordance with the Volunteer Protection Act, 42 USC §§14501 to 14505, inclusive, and otherwise to the full extent allowed by California.

3.7 The resignation of a Director from the Board must be in writing or by e-mail and received by the President and the Secretary. A Director may be removed from office with or without cause by a vote of two-thirds of the Board of Directors at a regular meeting or a special meeting, or by approval of a majority of all members in accordance with Corporations Code section 5222, subdivision (a)(1).

ARTICLE 4 - OFFICERS

4.1 The Officers of LARO shall be the President, the Immediate Past President, the Vice-President, the Secretary, the Treasurer, and the Music Director. The Officers are deemed members of the Board of Directors in accordance with Article 3.1. Officers, except for the Immediate Past President and Music Director, must be Members of LARO.

4.2 The President, the Vice-President, the Secretary, and the Treasurer shall be elected by the Members in accordance with Article 5.

4.3 The Music Director shall be appointed by and serve at the will of the Board. The Music Director may be compensated for services rendered as Music Director in an amount and in a manner set by the Board and agreed upon by the Music Director.

4.4 The term of office for Officers, except for the Music Director and Immediate Past President, is one year commencing on the first day of the month after the annual meeting. No Officer, except for the Music Director, shall serve for more than six one-year consecutive terms in the same office.

4.5 The President shall serve as chief executive officer, preside at all meetings of the Board, serve as LARO's official spokesperson in matters of public announcement, and otherwise carry out the duties normally associated with the position of president of a nonprofit corporation.

4.6 The Immediate Past President shall provide consultation, continuity, and historical perspective.

4.7 The Vice President, in the absence or incapacity of the President or Secretary, shall assume the duties and responsibilities of those offices until such time as the President or Secretary can resume his or her duties, or the Board elects a new President or Secretary. The Vice President shall serve as Parliamentarian.

4.8 The Secretary shall take, prepare, and distribute the minutes of all proceedings of the Board; maintain the official records of LARO; authenticate records of LARO; serve all notices required by the Bylaws; attest to and certify the official acts of the Board; and otherwise carry out the duties normally associated with the position of secretary of a nonprofit corporation.

4.9 The Treasurer shall keep a proper record of all financial transactions of LARO and provide financial statements as needed, following generally accepted accounting principles; shall be a custodian of LARO funds; shall sign checks; collect dues; prepare an annual budget; and shall prepare an annual report of LARO's financial standing at the end of the fiscal year. In the absence of the Treasurer, the President and/or Vice-President may be authorized by the Board to sign checks. The Treasurer shall prepare and issue to the Members a report and financial statement no later than two (2) weeks before the Annual Members Meeting.

4.10 The Music Director shall be responsible for musical decisions and direction of LARO, including but not limited to conducting rehearsals and concerts, setting playing standards for membership in LARO, and determining who meets those playing standards. The Music Director shall select concert programs, determine the composition and assignment of parts of LARO and, with consultation from the Board, set the number of rehearsals and concerts.

4.11 Directors and Officers, other than the Music Director, shall receive no compensation, but may be reimbursed for expenses incurred while conducting authorized Board business, subject to reasonable procedures as the Board may prescribe.

4.12 The personal liability of a Director or Officer or a person indemnified by LARO shall be limited in accordance with the Volunteer Protection Act, 42 USC §§14501 to 14505, inclusive, and otherwise to the full extent allowed by California.

ARTICLE 5 – ELECTIONS

5.1 Directors and Officers shall be approved by the Members present at the Annual Members Meeting in accordance with article 5.2.

5.2 At the Annual Members Meeting, the Board shall present a slate of candidates for the Directors and Officers, except for the positions of Music Director and Immediate Past President. The Members must be notified by e-mail of the slate no later than two weeks before the Annual Members Meeting. At the Annual Members Meetings, additional nominations may be accepted from the floor. If no nominations are made from the floor, the slate may be elected by acclamation. If there is a nomination from the floor for a Director or an Officer position, then each Director and Officer position must be voted. In the event of a vote, the candidate receiving the majority of the votes is elected. In the event no candidate receives a majority, a runoff vote will be held immediately between the two candidates receiving the most votes.

5.3 If a quorum of members is not present at the Annual Members Meeting, then the current Directors and Officers shall serve as an interim Board and Officers until the permanent Board and Officers are elected for the next operating year. The election of the permanent Board and Officers will then occur at the next meeting at which a quorum of Members is present. The interim Board and Officers will consist of the Directors and Officers specified in Articles 3 and 4 with the same powers, duties, and responsibilities.

ARTICLE 6 – MEETINGS OF THE BOARD OF DIRECTORS

6.1 The Board shall hold a regular meeting at least annually. The meeting time and place shall be as established by the Board. Notice of time and place of regular meetings of the Board shall be delivered to each Director and Officer by mail, by facsimile, or by e-mail, at least ten (10) days before the meeting.

6.2 The President of LARO has discretion to call special meetings of the Board to address a specific issue. A written notice of time and place of a special meeting of the Board shall be delivered to each Director and Officer by telephone, facsimile, or e-mail not less than four (4) hours before such meeting. Such notice shall include the time, place, and purpose of any such meeting.

6.3 The Board may, subject to section 5211, subdivision (a)(6) of the California Corporations Code, conduct regular or special Board meetings via electronic transmission or electronic video screen communication, provided that reasonable measures are taken to ensure that all Directors have a reasonable opportunity to participate in the meetings and to vote on matters. When exigent or urgent circumstances require, special meetings may be called by the President or any two Directors, and held by electronic transmission, with adherence to the requirements of section 5211, subdivision (a)(6) of the California Corporations Code. With the President's approval, a Board Member may appear at a regular Board meeting or a special Board meeting by electronic transmission or electronic video screen communication, in accordance with section 5211, subdivision (a)(6) of the California Corporations Code.

6.4 Attendance by a Director or Officer at a Board meeting shall constitute a waiver of notice of that meeting. Any Director or Officer may, in writing, waive notice of a meeting at any time.

6.5 At least fifty-one percent (51%) of the Directors and Officers then in office shall constitute a quorum for the transaction of business at all meetings of the Board.

6.6 An act or decision done or made by a majority of the members of the Board at a meeting duly held at which a quorum is present will constitute the act of the Board unless otherwise provided by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members of the Board, if any action taken is approved by at least a majority of the required quorum for that meeting.

6.7 An action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing or by e-mail transmitted to the secretary and the president to that action and if the number of members of the Board serving at the time constitutes a quorum. The written consent or consents must be filed with the minutes of the proceedings of the Board.

ARTICLE 7 - COMMITTEES

7.1 The Board may create standing or ad hoc committees from time to time as necessary. Committee members are not required to be a Director or an Officer of LARO. The President shall appoint the chairs of all committees. The President shall select the chairs of committees, and the chairs of the committees shall select the members of the committees, subject to advice and consent of the Board.

ARTICLE 8 - FISCAL MATTERS

8.1 The fiscal year of LARO will begin on January 1 of each year and end on December 31 of the same year.

8.2 LARO's revenues may be used only to pay for expenses that are necessary or appropriate for LARO to be able to carry out the purposes for which it exists. These expenses include without limitation the Music Director's compensation, rehearsal and concert venue rental, purchase of music to be performed, purchase or rental of musical instruments, hiring guest performers, photocopying charges, costs to record concerts and produce CD's, supplies, photography charges, costs of producing concert programs, costs to maintain the website, and costs associated with advertising and publicizing LARO or its activities. Upon approval of two thirds of the Directors at a Board meeting at which a quorum is present, LARO's revenues may be used for other purposes so long as such

expenditure is not inconsistent with and would not jeopardize LARO's status as a tax-exempt organization.

8.3 All revenue and funds of LARO, from whatever source, shall be deposited in bank or investment accounts selected or approved by the Board.

ARTICLE 9 – ADOPTION AND AMENDMENTS

9.1 These Bylaws may be adopted by the unanimous vote of the Directors at any regular or special Board meeting at which a quorum is present. Except as otherwise provided by law, these Bylaws may be amended (1) by the unanimous vote of the Directors at any regular or special Board meeting at which a quorum is present, or (2) by the majority vote of the Directors at any regular or special Board meeting at which a quorum is present and a majority vote of the Members present at a Members meeting. If a proposed amendment or amendments is submitted to the Members for approval, the Board must submit the proposed amendment or amendments to the Members by such means as the Board may determine to be most suitable under the circumstances no later than one (1) month before the date of the Members Meeting at which the proposed amendment or amendments shall be submitted to the Members for voting.

ARTICLE 10 – DISSOLUTION

10.1 Dissolution of LARO may only be caused pursuant to, and any such dissolution shall proceed in accordance with, California law. The plan of dissolution must provide that any assets of LARO that remain after the payment of LARO's liabilities shall be distributed to a public benefit corporation that is exempt under Section 501(c)(3) of the Internal Revenue Code.

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that she is the acting Secretary of LARO and that these Bylaws were duly adopted by the Board of Directors of LARO at a meeting held on March 1, 2011.

Executed at Manhattan Beach, California on March 26, 2011

original signed by

Kathleen S. Budlong, Secretary