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Short Form Return of Organization Exempt From Income Tax

2010

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions)

All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2010 calendar year, or tax year beginning 07/01, 2010, and ending 06/30, 2011

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization
WILLAMETTE VALLEY SYMPHONY

Number and street (or P O box, if mail is not delivered to street address) Room/suite
PO Box 433

City or town, state or country, and ZIP + 4
Albany, OR 97321-0124

D Employer identification number
26-1974387

E Telephone number
541-829-3932

F Group Exemption Number ▶

G Accounting Method: Cash Accrual Other (specify) ▶

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I Website: ▶ **www.willamettevalleysymphony.org**

J Tax-exempt status (check only one) - 501(c)(3) 501(c) () ◀ (insert no.) 4947(a)(1) or 527

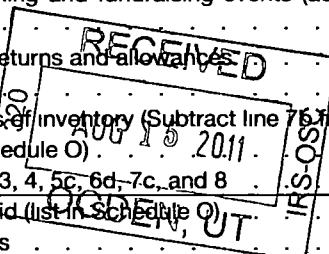
K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ **18,699**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I.)
 Check if the organization used Schedule O to respond to any question in this Part I

	1 Contributions, gifts, grants, and similar amounts received	1	13,163
	2 Program service revenue including government fees and contracts	2	5,317
	3 Membership dues and assessments	3	0
	4 Investment income	4	0
	5a Gross amount from sale of assets other than inventory	5a	0
	b Less: cost or other basis and sales expenses	5b	0
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	0
	6 Gaming and fundraising events		
	a Gross income from gaming (attach Schedule G if greater than \$15,000)	6a	0
	b Gross income from fundraising events (not including \$ 0 of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b	0
	c Less: direct expenses from gaming and fundraising events	6c	0
	d Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d	0
	7a Gross sales of inventory, less returns and allowances	7a	219
	b Less: cost of goods sold	7b	0
	c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	219
	8 Other revenue (describe in Schedule O)	8	0
	9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	9	18,699
Expenses	10 Grants and similar amounts paid (list in Schedule O)	10	0
	11 Benefits paid to or for members	11	0
	12 Salaries, other compensation, and employee benefits	12	0
	13 Professional fees and other payments to independent contractors	13	0
	14 Occupancy, rent, utilities, and maintenance	14	3,856
	15 Printing, publications, postage, and shipping	15	1,015
	16 Other expenses (describe in Schedule O)	16	14,758
	17 Total expenses. Add lines 10 through 16	17	19,629
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	-930
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	3,861
	20 Other changes in net assets or fund balances (explain in Schedule O)	20	0
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	2,931

SCANNED AUG 3 2011



69 21

Part V Other Information (Note the statement requirements in the instructions for Part V.)

Check if the organization used Schedule O to respond to any question in this Part V []

33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O
34 Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name.
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, explain in Schedule O why the organization did not report the income on Form 990-T.
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year?
37a Enter amount of political expenditures, direct or indirect, as described in the instructions.
37b Did the organization file Form 1120-POL for this year?
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?
38b If "Yes," complete Schedule L, Part II and enter the total amount involved
39 Section 501(c)(7) organizations. Enter:
39a Initiation fees and capital contributions included on line 9
39b Gross receipts, included on line 9, for public use of club facilities
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under:
40b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ?
40c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958
40d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization
40e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?
41 List the states with which a copy of this return is filed.
42a The organization's books are in care of
42b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country?
42c At any time during the calendar year, did the organization maintain an office outside of the U.S.?
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041
44a Did the organization maintain any donor advised funds during the year?
44b Did the organization operate one or more hospital facilities during the year?
44c Did the organization receive any payments for indoor tanning services during the year?
44d If "Yes" to line 44c, has the organization filed a Form 720 to report these payments?

- 45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)?

	Yes	No
45	<input type="checkbox"/>	<input checked="" type="checkbox"/>
- a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)

	Yes	No
45a	<input type="checkbox"/>	<input type="checkbox"/>
- 46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

	Yes	No
46	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI

- 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II

	Yes	No
47	<input type="checkbox"/>	<input checked="" type="checkbox"/>
- 48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

	Yes	No
48	<input type="checkbox"/>	<input checked="" type="checkbox"/>
- 49a Did the organization make any transfers to an exempt non-charitable related organization?

	Yes	No
49a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
- b If "Yes," was the related organization a section 527 organization?

	Yes	No
49b	<input type="checkbox"/>	<input type="checkbox"/>
- 50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

f Total number of other employees paid over \$100,000 ▶ _____

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000 ▶ _____

52 Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A ▶ Yes No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here 08/11/2011
 ▶ Sean Paul Mills Signature of officer Date
 ▶ Sean Paul Mills, Music Director & CEO
 Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶	Firm's EIN ▶			
Firm's address ▶	Phone no			

May the IRS discuss this return with the preparer shown above? See instructions ▶ Yes No

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization

Employer identification number

WILLAMETTE VALLEY SYMPHONY

26-1974387

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vii)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3.						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 33 1/3% support test—2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")			5,020	5,305	13,163	23,488
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose			6,201	9,234	5,536	20,971
3 Gross receipts from activities that are not an unrelated trade or business under section 513			0	0	0	0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf			0	0	0	0
5 The value of services or facilities furnished by a governmental unit to the organization without charge			0	0	0	0
6 Total. Add lines 1 through 5	0	0	11,221	14,539	18,699	44,459
7a Amounts included on lines 1, 2, and 3 received from disqualified persons			0	0	0	0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year			0	0	0	0
c Add lines 7a and 7b	0	0	0	0	0	0
8 Public support (Subtract line 7c from line 6.)						44,459

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	0	0	11,221	14,539	18,699	44,459
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources			0	0	0	0
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975			0	0	0	0
c Add lines 10a and 10b	0	0	0	0	0	0
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on			0	0	0	0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)			0	0	0	0
13 Total support. (Add lines 9, 10c, 11, and 12.)	0	0	11,221	14,539	18,699	44,459

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests—2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

**SCHEDULE O
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

WILLAMETTE VALLEY SYMPHONY

Employer identification number

26-1974387

Form 990-EZ, Part I, Line 16 - Standard operating expenses (Advertising \$1645.72, Computer & Internet \$207.72, Concert Expenses \$200.00, Continuing Education \$462.95, Honorarium \$1,900.00, Insurance \$546.62, Licenses & Permits \$110.00, Memberships & Annual Dues \$616.00, Music Supplies \$6,114.26, Office Supplies \$2,650.09, Taxes \$10.00, Travel \$294.19)

Form 990-EZ, Part V, Line 34 - Change of name from "Willamette Valley Community Orchestra" to "Willamette Valley Symphony". Approved by both the State of Oregon and the IRS.

Primary Exempt Purpose

Primary Exempt Purpose

Rehearsal and performance of 4 sets of symphonic concerts in the communities of Albany, Corvallis, and Salem, Oregon. The symphony consists of more than 70 volunteer musicians and approximately 2000 people attend the performances.

Officers, Directors, Trustees and Key Employees Compensation

		Title and Hours	Compensation	Benefits	Expense
Name	Dr Sean Paul Mills	Music Director, Conductor & CEO 20	500	0	0
Address	1673 Salmon Run SW Albany, OR 97321				
Name	Kim Collar	Concertmaster & Players Committee President 5	0	0	
Address	4855 NE Elliot Circle Corvallis, OR 97330				
Name	Lisa Taylor	Orchestra Manager 5	0	0	0
Address	1915 Front Street Albany, OR 97321				
Total:			500	0	0

8:53 AM
07/07/11
Accrual Basis

Willamette Valley Symphony
Profit & Loss
July 2010 through June 2011

	<u>Jul '10 - Jun 11</u>
Ordinary Income/Expense	
Income	
Concert CD Sales	218 89
Contributions and Support	13,162 83
Reimbursement - 2	210 79
Ticket Sales	5,106 00
Total Income	<u>18,698 51</u>
Expense	
Advertising	1,645 72
Computer & Internet	207 72
Concert Expenses	200 00
Continuing Education	462 95
Equipment Rental and Maintenanc	320 79
Honorarium	1,900 00
Insurance	546 62
Licenses & Permits	110 00
Membership & Annual Dues	616 00
Music Supplies	6,114 26
Office Supplies	2,650 09
Postage and Delivery	342 42
Printing and Reproduction	672 64
Rent	3,535 00
Taxes	
State	10 00
Total Taxes	<u>10 00</u>
Travel	
Gas	146 71
Hotel/Motel	147 48
Total Travel	<u>294 19</u>
Total Expense	<u>19,628 40</u>
Net Ordinary Income	<u>-929 89</u>
Net Income	<u><u>-929.89</u></u>

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, *KATE BROWN*, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

WILLAMETTE VALLEY COMMUNITY ORCHESTRA

was filed under the Oregon
Nonprofit Corporation Act
on **March 27, 2008**
Articles of Amendment
were filed on **July 13, 2010**
changing the name to

WILLAMETTE VALLEY SYMPHONY

I further certify that
WILLAMETTE VALLEY SYMPHONY
is active on the records of the Corporation Division as of the date of this certificate.



*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*

KATE BROWN, Secretary of State

By *Debra L. Virag*
Debra L. Virag
September 13, 2010



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
Fax:(503)378-4381
www.filinginoregon.com

Registry Number: 506229-93
Type: DOMESTIC NONPROFIT CORPORATION

Next Renewal Date: 03/27/2011

WILLAMETTE VALLEY SYMPHONY
PO BOX 433
ALBANY OR 97321-0124

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document

ARTICLES OF AMENDMENT

Filed On
07/13/2010

Jurisdiction
OREGON

Nonprofit Type
PUBLIC BENEFIT

Name

WILLAMETTE VALLEY SYMPHONY

Principal Place of Business

1673 SALMON RUN SW
ALBANY OR 97321

Registered Agent

SEAN PAUL MILLS
1673 SALMON RUN SW
ALBANY OR 97321

Mailing Address

PO BOX 433
ALBANY OR 97321-0124

President

SEAN PAUL MILLS
1673 SALMON RUN SW
ALBANY OR 97321

Secretary

SUSANA V RIVERA-MILLS
1673 SALMON RUN SW
ALBANY OR 97321

SHAEST
ACK
07/13/2010

BYLAWS
of the
Willamette Valley Symphony
(EIN: 26-1974387)

February 2008
Revised: July 2010

ARTICLE I
NAME

The name of this corporation is WILLAMETTE VALLEY SYMPHONY (WVS).

ARTICLE II
OFFICES

The principle office of this corporation shall be located in Albany, County of Linn, State of Oregon. The Corporation may have such other offices, within the State of Oregon, as the Music Director/Executive Director may determine from time to time.

Article III
CORPORATE STRUCTURE

The WVS is a non-profit 501(c)(3) organization incorporated under the laws of the state of Oregon.

The corporate year of WVS shall be from July 1 of a calendar year to June 30 of the next calendar year.

The Music Director/Executive Director, in conference with an annually appointed Players' Committee, will supervise the affairs of the WVS.

The Music Director/Executive Director is responsible for the governance of WVS, including establishing organizational objectives and executive limitations.

ARTICLE IV
PURPOSES & OBJECTIVES

The primary purposes and objectives of this Corporation shall be:

- A. To provide a framework for the operations of the Willamette Valley Symphony.
- B. To develop community-based symphony orchestra, chamber orchestra, musical theater and/or light opera concerts and productions.
- C. To promote and encourage musical talent by dedicated professional and avocational instrumentalists, vocalists, and composers in Oregon's Willamette Valley.
- D. To provide a forum to exchange experiences and talent in a musical environment for the benefit of its participants.

ARTICLE V
MEMBERSHIP

The WVS shall not have members. The ownership is Oregon's Willamette Valley and its communities. The Music Director/Executive Director and the Players' Committee of the WVS is the linkage to the ownership.

Article VI
MEETINGS

Players' Committee meetings of the WVS shall be held in Corvallis, Oregon or in the cities/towns of the Willamette Valley of Oregon.

An annual meeting of the players in the orchestra shall be held each year in June at a date, time and place designated by the Music Director/Executive Director in collaboration with the Players' Committee.

The order of business at the annual meeting shall include the following:

- Approval of Minutes
- Report of the Music Director/Executive Director
- Election of Players' Committee members
- Transaction of other business mentioned in the notice

If there is no objection, the Music Director/Executive Director may vary the order of business.

Each member of the Players' Committee of the WVS shall be entitled to one vote in person or by written proxy, upon each subject properly submitted for vote.

One third (1/3) of the Players' Committee of the WVS present in person or by written proxy shall constitute a quorum.

A special meeting of the Players' Committee may be called at any time by the Music Director/Executive Director or by a majority of the Players' Committee, or by a petition signed by a majority of the Players' Committee.

At least fifteen (15) days notice shall be given to members prior to the annual meeting. At least forty-eight (48) hours notice will be given for special and regular Players' Committee meetings.

Article VII
PLAYERS' COMMITTEE

The Players' Committee shall assist the Music Director/Executive with the affairs of the WVS.

The number of members shall be not less than three (3) or more than seven (7).

The entire committee shall be elected at each Annual Meeting to hold office for a term of one (1) year. Members of the Players' Committee may serve consecutive terms.

The term of each incoming member of the Players' Committee shall commence on July 1 of that year

Immediately following adjournment of the Annual Meeting, the newly appointed Players' Committee shall convene for the purpose of transacting any business properly brought before it, provided there is present a quorum of the Players' Committee.

The Players' Committee shall hold regularly scheduled meetings with the Music Director/Executive Director to conduct the business of the WVS. A simple majority of the Players' Committee may call Special Meetings of the Players' Committee by

notifying the committee members of the time, place, and purpose. At least forty-eight (48) hours advance notice shall be given.

No Players' Committee member may accept remuneration for service to the WVS, except that the Committee, at its discretion, may contract for professional services from a Players' Committee

member. Such professional services must be beyond those services normally expected of the Players' Committee member.

Any Players' Committee member absent from three (3) regularly scheduled meetings in succession or four (4) regular meetings in any twelve-month period is automatically terminated. The Players' Committee reserves the right to waive this provision under special circumstances.

Any member of the Players' Committee may resign at any time by giving written notice to the Music Director/Executive Director. Such resignation shall take effect upon the date of receipt of such notice. The formal acceptance of such resignation shall not be necessary to make it effective.

In the event of a vacancy on the Players' Committee through resignation or removal, the Committee may, at its discretion, elect another person to fill such vacancy.

Article VIII AMENDMENTS

The Music Director/Executive Director shall have the power to make, amend, or repeal the bylaws of WVS by a vote of a two-thirds (2/3) majority of the Players' Committee. Changes to the bylaws must span a minimum of two (2) board meetings as follows: at the first meeting, changes under consideration must be presented and discussed, and at the second meeting any final discussion must occur and a vote taken.

Article IX OFFICER OF WILLAMETTE VALLEY SYMPHONY

The officer of the WVS shall be the Music Director/Executive Director.

The Music Director/Executive Director may resign at any time by giving written notice to the Players' Committee.

In the event of a vacancy in the position of Music Director/Executive Director, the Players' Committee shall elect another person(s) to fill such a vacancy, on an interim basis, by a majority vote. Such person(s) will fill the position until the end of the current WVS fiscal year. A Search Committee shall be formed to create a formal process whereby prospective candidates for the Music Director/Executive Director position are able to apply for the position, be screened by the Search Committee, and formal auditions and interviews scheduled during the course of a normal performance season for the finalist(s).

The founding Music Director/Executive Director, upon resignation from his position, shall be designated "Music Director Laureate." Subsequent Music Director/Executive Directors shall be eligible for this title at the discretion of the Players' Committee, and only if they have served the WVS for a minimum of five (5) seasons.

Article X

DUTIES OF THE MUSIC DIRECTOR/EXECUTIVE DIRECTOR

The Music Director/Executive Director shall carry out both musical and administrative responsibilities for the WVS including, but not limited to, selecting appropriate repertoire, soloists, and performance venues; conducting rehearsals; establishing audition guidelines; auditioning new players; managing financial affairs; creating advertising materials; creating strong community-based alliances; and other duties as appropriate to the continuing health and development of the corporation.

In the event the Music Director/Executive Director is unable to carry out the duties of his or her position, the Players' Committee will be responsible for designating a temporary replacement until such time as the Music Director/Executive Director is able to resume his or her duties or until a successor is selected.

Article XI
LIABILITY OF DIRECTORS

The Music Director/Executive Director and the members of the Players' Committee shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if action was taken in good faith and within the scope of their official capacity.

ARTICLE XII
EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

The Music Director/Executive Director, except as otherwise provided in these Bylaws, may enter into any contract or execute and 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 Music Director/Executive Director, no other officer, or agent, 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 monetarily for any purpose or in any amount

Except as otherwise specifically determined by the Music Director/Executive Director, or as otherwise required by law, check drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Music Director/Executive Director.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Music Director/Executive Director.

The Music Director/Executive Director may accept on behalf of the Corporation any contribution, gift, bequest, or device for the charitable or public purposes of the Corporation.



Signed: _____
Sean Paul Mills, D.M.A.

Dated this 15th day of February 2008
Revised 07-2010 (name changed from Willamette Valley Community Orchestra)