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Return of Organization Exempt From Income Tax

OMB No 1545-0047

2013

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 private foundations)

- ▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2013 calendar year, or tax year beginning 7/1/2013 and ending 6/30/2014

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

C Name of organization SYMPHONY ORCHESTRA GUILD OF DECATUR
 Doing Business As _____
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
170 Hickory Point Court
 City or town State ZIP code
Forsyth IL 62535-9705
 Foreign country name Foreign province/state/county Foreign postal code

D Employer identification number 37-6155345

E Telephone number 217-872-6316

G Gross receipts \$ 151,174

F Name and address of principal officer
Sam Kershaw 4340 Sheila Court, Decatur, IL 62526-1147

H(a) Is this a group return for subordinates? ☐ Yes ☒ No
H(b) Are all subordinates included? ☐ Yes ☐ No
 If "No," attach a list (see instructions)

I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ N/A

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1974

M State of legal domicile IL

Part I Summary

Activities & Governance		Prior Year	Current Year
1	Briefly describe the organization's mission or most significant activities <u>Grants to Millikin-Decatur Symphony Orchestra Promotion and sale of concert tickets Support of Youth Symphony Orchestra and youth scholarships</u>		
2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
3	Number of voting members of the governing body (Part VI, line 1a)	3	24
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	24
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	
6	Total number of volunteers (estimate if necessary)	6	90
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	
Revenue		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	39,185	60,530
9	Program service revenue (Part VIII, line 2g)		
10	Investment income (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	53,102	37,097
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	23,063	19,816
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	115,350	117,443
Expenses		Prior Year	Current Year
13	Grants and similar amounts paid (Part IX, column (A), line 13)	114,522	92,580
14	Benefits paid to or for members (Part IX, column (A), line 4)		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)		
16a	Professional fundraising fees (Part IX, column (A), line 11e)		
b	Total fundraising expenses (Part IX, column (D), line 25) ▶		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	17,067	22,321
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	131,589	114,901
19	Revenue less expenses Subtract line 18 from line 12	-16,239	2,542
Net Assets or Fund Balances		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	1,076,479	1,228,055
21	Total liabilities (Part X, line 26)		
22	Net assets or fund balances Subtract line 21 from line 20	1,076,479	1,228,055

Part II Signature Block

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

Signature of officer Shirley J. Swarthout Date 2/13/15
 Type or print name and title Shirley J. Swarthout, President

Print/Type preparer's name Jon D French, CPA Preparer's signature Jon D French, CPA Date 2/11/2015 Check ☒ if self-employed PTIN P01303167

Firm's name ▶ _____ Firm's EIN ▶ _____
 Firm's address ▶ 170 Hickory Point Court, Forsyth, IL 62535-9705 Phone no 217-872-6316

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2013)

BY-LAWS
OF
THE SYMPHONY ORCHESTRA GUILD OF DECATUR

ARTICLE I - GENERAL PROVISIONS

SECTION 1 – INTRODUCTION: These by-laws constitute the code of rules adopted by the Symphony Orchestra Guild of Decatur.

SECTION 2 – NAME: The name of the Corporation shall be the Symphony Orchestra Guild of Decatur, hereinafter referred to as the Guild.

SECTION 3 – OFFICES: The principal office of the Guild shall be located in Illinois at such place as the Board of Directors, hereinafter referred to as the board, may designate by duly adopted resolution. The Guild shall maintain in the State of Illinois a registered office and a registered agent. The address of the registered office shall be that of the registered agent of the Guild and may be the same as the principal office. The board may change the address of its registered office by duly adopted resolution and submission of the appropriate statement to the Secretary of State's office. The registered agent of the Guild shall be a resident of Illinois, continuously authorized by the board, on whom any process, notice or demand required or permitted by law to be served on a corporation may be served. A new agent may be authorized if such agent resigns, becomes disqualified or incapacitated to act, or if the board revokes the authorization by duly adopted resolution and submits the appropriate statement to the Illinois Secretary of State's office. The board shall not recognize the resignation of any registered agent until it receives a copy of such agent's resignation as sent to the Secretary of State, such copy to be sent to the Guild by registered or certified mail, addressed to the principal office as it is known to such agent, and directed to the attention of the Guild secretary. Such copy shall be sent within five (5) days after filing of the statement to the Secretary of State. Such statement of resignation must disclose the effective date of resignation to be not less than sixty (60) days nor more than ninety (90) days after the date of such filing.

ARTICLE II - PURPOSES

The purposes of the Guild, as stated in its Articles of Incorporation, are to operate exclusively for charitable and educational purposes; to encourage and promote interest in and to support the activities of The Millikin-Decatur Symphony Orchestra, of Decatur, Illinois, hereinafter referred to as MDSO, and any not-for-profit musical organization which is a successor to it, to promote and encourage music education and the appreciation of all forms of symphonic music and classical music, and to give, promote and encourage financial assistance and support for the benefit of the MDSO and any not-for-profit musical organization which is a successor to it. The mission of the Guild is to promote and support symphonic music, to encourage educational opportunities that include all segments of our population, and to provide an ever-increasing level of artistry and audience appreciation.

ARTICLE III - OPERATIONS

SECTION 1 - LEGISLATIVE AND POLITICAL ACTIVITIES: No substantial part of the activities of the Guild shall consist of attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in, or intervening in (including the

publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. The Guild shall not engage in any of the prohibited transactions described in section 501 (b) of the Internal Revenue Code, as now in force or afterwards amended.

SECTION 2 - TRADE OR BUSINESS: The Guild shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code as now in force or afterwards amended.

SECTION 3 - DISTRIBUTION OF EARNINGS: No part of the net earnings of the Guild shall inure to the benefit of any individual, or of private interests, such as contributors to the Guild, or of persons controlled directly or indirectly by such private interests, within the meaning of Section 501(c)(3) of the Internal Revenue Code as now in force or afterwards amended.

SECTION 4 – COMPENSATION: No compensation shall be paid to any member, officer, director, trustee, creator, or organizer of the Guild or substantial contributor to it except as reasonable allowance for services actually rendered to or for the Guild other than an officer, director or as chairman or member of a committee. The board may, however, authorize the reimbursement to any member of expenses incurred in performing his or her duties to the Guild, including expenses of delegates to meetings, when the board determines such expenses justifiable and in furtherance of the Guild's purposes.

SECTION 5 - PUBLIC PURPOSE: The Guild is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests, such as contributors to or shareholders of the Guild, or persons controlled directly or indirectly by such private interests.

SECTION 6 – POLICIES: Policies may be created, canceled, or amended by a procedure approved by the board. (Added: 08-09-13)

ARTICLE IV – MEMBERSHIP

SECTION 1 – MEMBERSHIP: Any person interested in participating in the activities of the Guild who has not previously been suspended or expelled as provided in Section 4 below, shall be entitled to become a member of the Guild upon payment of annual membership dues during the fiscal year of the Guild. No member may assign or transfer membership of the Guild. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Any member may resign by filing a written resignation with the Guild secretary.

SECTION 2 - CLASSES OF MEMBERS: There shall be the following classes of members: Honorary Life; Chair Endower; President's Circle; Conductor's Circle; Gold Baton; Silver Baton and Ivory Baton. Annual dues and parameters of membership for each class of membership, except Honorary Life, which shall have no dues, shall be set from time to time by the board.

SECTION 3 - TERMINATION AND REINSTATEMENT OF MEMBERSHIP: The board by affirmative vote of two-thirds (2/3) of all members of the board may, after an appropriate hearing, suspend or expel a member for failure to support and promote the purposes set forth in Article II above. Any member so suspended or expelled may apply to the board for reinstatement that shall be effected upon an affirmative vote of two-thirds (2/3) of the members of the board.

SECTION 4 – MEETINGS:

a. **ANNUAL MEETING:** An annual meeting of the members shall be held within the last ninety (90) days prior to the end of the fiscal year at the place, date and hour designated by the board, with written notice of the date, time and place of such meeting provided to each member, not less than seven (7) days prior to the date of such meeting. At such meeting the board shall at least receive the report of the Nominating Committee for directors, elect the directors, and transact such other business as may come before the meeting.

b. **SPECIAL MEETINGS:** Special meetings of the members may be called either by the president, the board of directors, or not less than one-tenth of the members having voting rights at a place, on a date and at an hour designated by the board.

c. **NOTICE OF MEETINGS:** Written notice stating the place, date, and hour of any meeting of members shall be delivered to all members entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of such meeting (or in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of such meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

d. **QUORUM:** The members holding one-tenth (1/10) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present, a majority of the members present may adjourn the meeting to another time and, if desired, another place without further notice. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

e. **PROXIES:** No proxies shall be permitted at any annual or special meeting of the members.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1 - GENERAL POWERS: The affairs of the Guild shall be managed by a board of elected directors.

SECTION 2 - ELECTION, NUMBER, TENURE AND QUALIFICATIONS: The number of directors, exclusive of ex officio members hereinafter provided for, shall be twenty-seven (27), having staggered terms of three (3) years each. The directors shall be divided into three (3) classes, consisting of nine (9) directors each. One class of directors shall be elected at each annual meeting of members and shall take office on July 1. Each director shall hold office until June 30 during the last year of their term. After serving as a director for nine (9) consecutive years [three (3) three (3)-year terms], a new director duly elected at or after the annual meeting of 2007 must remain off the board for at least one (1) year before being re-elected to the board for up to three additional terms. All directors duly elected before that date may remain as directors with unlimited number of terms when duly re-elected to subsequent three (3)-year terms. Directors must be dues-paying members of the Guild. When a director vacancy is optionally filled between annual meetings by the board as recommended by the Executive Committee, the new director's (3)-year term shall end at the vacated director's (3)-year term ending date.

SECTION 3 - EX OFFICIO DIRECTORS: The following persons shall be ex officio members of the board, with the right to notice of all meetings and to full participation in all deliberations, but not to votes of the board:

- a. Each elected officer or the immediate past president not otherwise serving as an elected director
- b. The conductor of the MDSO
- c. The auditor of the Guild

SECTION 4 - NOMINATING COMMITTEE: The board shall, at its annual meeting or as soon thereafter as practicable, appoint from the membership of the Guild, a Nominating Committee consisting of at least three (3) members, a majority of whom shall already be members of the board. The board shall designate one such director member as chairman of the committee. The Nominating Committee shall convene from time to time throughout the year, upon the request of the board, to assist in filling any vacancies among the officers or directors and shall further convene as is deemed necessary to develop and submit in writing to the Executive Committee at or before its regularly scheduled meeting prior to the annual meeting of the board, a slate of nominees for each officer to be elected at the ensuing annual meeting of the board and for each director to be elected at the ensuing annual meeting of the members, and shall represent in such report that each of the nominees for officer and director is a member of the Guild and has expressed a willingness to serve, if elected. Such slates shall be presented at the ensuing respective annual meetings, whereupon nominations shall also be received from the floor; provided that membership and willingness to serve if elected of any such person so nominated from the floor have been determined, or as to the latter qualification, that such nominee is present and indicates such willingness.

SECTION 5 – MEETINGS:

a. **ANNUAL MEETING:** The annual meeting of the board shall be held at any time after the annual meeting of the Guild membership but prior to the end of the fiscal year at the place, date and hour designated by the board, with written notice of the date, time and place of such meeting provided to each director, not less than seven (7) days prior to the date of such meeting. At such meeting the board shall at least receive the report of the Nominating Committee for officers for the ensuing year, elect the officers, and transact such other business as may come before the meeting.

b. **REGULAR MEETINGS:** In addition to the annual meeting, at least four (4) regular meetings shall be held in each fiscal year at the place, date and hour determined by the board and designated in a written notice provided to each director no later than four (4) days prior to the date of such meeting.

c. **SPECIAL MEETINGS:** Special meetings of the board may be called by the president or any three (3) directors. Notice of such special meeting, including the place, date and hour and its purpose or purposes to which discussion and action shall be limited, shall be (mailed)(provided) to each director no later than four (4) days before the date of such meeting.

d. **QUORUM:** Twelve (12) members of the board of shall constitute a quorum for the transaction of business at any meeting of the board. If a quorum is not present, a majority of the members present may adjourn the meeting to another time and, if desired,

another place. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

e. **MANNER OF ACTING:** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board, unless the act of a greater number is required by statute, these by-laws, or the articles of incorporation.

SECTION 6 - REMOVAL OF DIRECTORS: One or more directors may be removed with cause by an affirmative vote of two-thirds (2/3) of the board when a quorum is present. The notice for such meeting shall state the reason removal is sought and that the purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only a director or directors so named in said notice may be removed at such meeting.

SECTION 7 – VACANCIES: Any vacancy occurring on the board may be filled by the board upon consultation with the Nominating Committee. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE VI - OFFICERS

SECTION 1 – OFFICERS: The officers of the Guild shall be a president, one or more vice presidents (the number thereof to be determined by the board), a secretary, a treasurer, and such assistant secretary, assistant treasurer or other officers as may be elected by the board. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the board. No officer may hold two (2) offices.

SECTION 2 - ELECTION AND TERM OF OFFICE: The nominating and election of officers shall take place in the same manner as set forth in Article V Section 4. The officers of the Guild shall be elected annually by the board at the annual meeting of the board and shall take office on July 1, except that a retiring treasurer shall continue in office through June 30, or the close of the fiscal year, if later. Vacancies may be filled or new offices created and filled at any meeting of the board upon consultation with the Nominating Committee. Each officer must be a member of the Guild and shall hold office until his or her successor shall have been duly elected or until his death, resignation or removal.

SECTION 3 – REMOVAL: Any officer may be removed with cause by an affirmative vote of two-thirds (2/3) of the board. The notice for such meeting shall state the reason removal is sought and that the purpose of the meeting is to vote upon the removal of the officer named in the notice. Only an officer so named in said notice may be removed at such meeting.

SECTION 4 – DUTIES:

a. **PRESIDENT:** Subject to the direction and control of the board, the president shall be the principal executive officer of the Guild; shall be in charge of the business and affairs of the Guild; shall ensure that the resolutions and directives of the board are carried into effect except in those instances in which that responsibility is assigned to some other person by the board; shall, at or before the annual meeting of the board, appoint for the ensuing year, preferably from the membership, a historian, an auditor and an editor of the newsletter, shall preside at all meetings of the members and of the board; shall serve as an ex officio member, with a vote, on all committees of the Guild except the Nominating Committee; and in general, shall discharge all duties incident to the

office of president and such other duties as may be prescribed by the board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Guild or a different mode of execution is expressly prescribed by the board or these by-laws, the president may execute for the Guild any contracts, deeds, mortgages, bonds, or other instruments which the board has authorized to be executed, may accomplish such execution either individually or with the secretary, any assistant secretary, or any other officer authorized by the board, according to the requirements of the form of the instrument, and may vote all securities which the Guild is entitled to vote unless such authority shall be vested in a different officer or agent of the Guild by the board.

b. VICE PRESIDENT: The vice-president(s) shall assist the president as he or she may direct and shall perform other duties as may be assigned by the president or by the board. In the absence of the president or in the event of his or her inability or refusal to act, the vice-president, or in the event there is more than one vice-president, the vice-presidents in the order designated by the president, shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. **Vice-presidents may be assigned to monitor and report on actions of specific standing committees. (Added: 08-09-13)**

c. SECRETARY: The secretary shall record the minutes of the meetings of the members and the board in one or more books provided for that purpose; ensure that all notices are duly given in accordance with the provision of these by-laws or as required by law; be custodian of the Guild records, maintain a register of the post office address of each member that shall be furnished to the secretary by each member; and perform all duties incident to the office of secretary and such other duties as may be assigned by the president or the board.

d. TREASURER: The treasurer shall be the principal accounting and financial officer of the Guild and shall, subject to the direction and control of the board, have responsibility for the receipt and disbursement of all funds and securities of the Guild, be responsible for the maintenance of adequate books of account for the Guild, and perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the board. If required by the board, the treasurer shall give bond for the faithful discharge of his duties in such sum and with such sureties as the board shall determine.

e. ASSISTANT SECRETARY AND ASSISTANT TREASURER: Any duly elected assistant secretary or assistant treasurer shall perform such duties as shall be assigned by the secretary or the treasurer, respectively, or by the president or the board. If required by the board, the assistant treasurer shall give bond for the faithful discharge of duties in such sums and with such sureties as the board shall determine.

ARTICLE VII - COMMITTEES

SECTION 1 - EXECUTIVE COMMITTEE: There shall be an Executive Committee, consisting of the officers enumerated in Article VI, Section 1 above, the conductor of the MDSO, and the immediate past president of the Guild, including the immediate predecessor to a president who has succeeded himself. This committee shall present to the board the budget for the ensuing fiscal year of the Guild, and except as limited by statute and subject to later ratification by the board, have the power to act for the board

between meetings of the board and perform such other duties as may be delegated to it by the board from time to time. It shall be responsible to the board.

SECTION 2 -STANDING COMMITTEES: The affairs of the Guild shall be conducted, with the oversight of the board, through standing committees that shall, in their respective areas, except as limited by statute, exercise the authority of the board in the management of the Guild. For the purposes of this article, a committee shall be defined as a committee chair and a minimum of two (2) additional persons. Standing committee chairs may contract for goods and services, provided that prior to committing the Guild to any expenditure in excess of the sum of \$1,000.00, the approval of the Executive Committee must be sought and obtained. The standing committees shall be:

a. Ways and Means: Plans and executes board-approved fund-raising projects.

b. Funds Development: Solicits donations and program advertising.

c. Investment and Finance: Analyzes and executes board-approved recommendations on investing excess (non-operational) funds.

d. Concert Programs: Coordinates drafting, printing and distribution of concert programs.

e. Long Range Planning: Critiques and plans future board-approved organization.

f. Nominating: Seeks and makes recommendations to the board on prospective Board members and officers for terms set by the by-laws, and ensures that orientation material is current and utilized.

g. Archives: Reviews, organizes and stores selected documents and other items that serve as SOGD history.

h. By-laws and Policies: Reviews and makes board-approved recommendations for revisions, additions, and deletions to the by-laws and policies.

i. Honors: Plans and executes award presentations at the annual meeting or other venues for board members who may be nominated to receive an honor for their work for SOGD or the community.

j. Membership: Plans and executes a board-approved membership campaign.

k. Tickets: Coordinates ticket assignments with Kirkland staff.

l. SOCIAL: Plans and executes board-approved events for SOGD and/or board members.

m. Publicity and Promotion: Reviews and advises on public service announcements, newsletter, and promotion materials issued.

n. School Performances: Coordinates live performances offered to area schools.

o. DYSO Liaison and Mentor Program: Coordinates liaison to the Decatur Youth Orchestra and may facilitate a mentor program.

p. Scholarship: Coordinates student scholarship programs.

q. Instrument Library: Coordinates loaner instrument program offered to area schools.

r. Instrument 'Petting Zoo': Coordinates an instrument 'Petting Zoo' offered to area schools.

(Added current active committees and added definitions to all.**08-09-13)**

As soon as practicable after the annual meeting of the members, the president shall appoint to each standing committee a committee chair who shall be a director to carry out the work of the respective committees. Each director shall serve either as a chair of a standing committee or a member of a standing committee. The board of may thereafter, upon the request of the chair of any standing committee, appoint from the membership of the Guild, additional committee members necessary to perform the work of the committee. A majority of the committee must be members of the board. Each committee may adopt rules for its government not inconsistent with these by-laws or with the rules adopted by the board. The director majority requirement shall not apply to the Ways and Means Committee.

SECTION 3 - AD HOC COMMITTEES: The president may appoint ad hoc committees on any issue, at any time. A majority of the members of each such committee shall be directors.

SECTION 4 - QUORUM: Unless otherwise provided in the action of the board designating a committee, a majority of the whole committee, except Ways and Means that shall be only one-third (1/3), shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 5 - DISCHARGE OR REMOVAL: The board may discharge any committee or remove any member thereof upon a finding that the best interests of the Guild would be served.

SECTION 6 – VACANCIES: Vacancies on any committee may be filled by action of the board.

SECTION 7 - PRESIDENTS' COMMISSION: A Presidents' Commission, consisting of all past presidents of the Guild, may be consulted by the president or the board for advice.

ARTICLE VIII - FINANCES

SECTION 1 – CONTRACTS: The board may authorize any officer(s), or agent(s) of the Guild, in addition to the officers and committee chairs so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild. Such authority may be general or confined to specific instances.

SECTION 2 - CHECKS, DRAFTS, ETC.: All checks, drafts or other orders for the payment of money, notes of other evidences of indebtedness issued in the name of the Guild, shall be signed by such officer(s) or agent(s) of the Guild as authorized by the board.

SECTION 3 – DEPOSITS: All funds of the Guild shall be deposited from time to time to the credit of the Guild in such banks, trust companies, or other depositaries as authorized by the board.

SECTION 4 – GIFTS: The board may accept on behalf of the Guild any contribution, gift, bequest or devise for the general purpose of the Guild or for any special purpose of the Guild.

SECTION 5 - FISCAL YEAR: The fiscal year of the Guild shall be July 1 through June 30.

SECTION 6 - NOT-FOR-PROFIT STATUS: The Guild shall not have nor issue shares of stock. No dividend shall be paid and no part of the income of the Guild shall be distributed to its members. The Guild shall maintain tax exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, and the State of Illinois General Not-for-profit Corporation Act of 1986, or any successor legislation.

SECTION 7 - ENDOWMENT FUNDS: The Guild may accumulate income in endowment funds when and to the extent deemed appropriate by the board to carry out the purposes of the Guild.

ARTICLE IX - BOOKS AND RECORDS

At its principal office the treasurer shall keep correct and complete books and records of account and the secretary shall keep minutes of the proceedings of its members, board, and committees having any of the authority of the board and a record of the names and addresses of its members entitled to vote. All books and records of the Guild may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time. The treasurer's books and records of account shall be audited annually by the auditor after the close of the fiscal year, and the auditor shall report his findings at a regular meeting of the board.

ARTICLE X – ALL MEETINGS

Section 1 – MEETING ACCESSIBILITY: All meetings of the members, board and committees shall be conducted in an accessible environment, and have reasonable accommodations for all persons with all types of disabilities. All notices for such meetings shall announce a reasonable advance date for requesting the accommodations, such as providing information in alternative formats.

Section 2 – CONFLICT OF INTEREST: Any member who may have an actual or the appearance of having a conflict of interest, such as a financial gain, on an issue under consideration:

- a. shall state that conflict;
- b. may state his or her position but may not try to influence others;
- c. shall not be counted as part of a quorum; and
- d. shall not be permitted to vote on the conflict issue.

The conflict of interest shall be recorded in the minutes of the meeting at which the disclosure is made. **Board members may be requested to submit to the president a signed statement listing potential conflicts. (Added: 08-09-13)**

ARTICLE XI – DISSOLUTION

SECTION 1. – PROCEDURE: The dissolution of the Guild shall occur by a four-fifths (4/5) affirmative vote of the board present at a regular or special meeting where a quorum is present. In addition to stating the purpose of the dissolution meeting, the meeting notice required shall state the reasons for the recommendation, the proposed cessation date, and the specific details of contract termination and asset distribution.

SECTION 2 - CESSATION DATE: The cessation date of activities of the Guild to be established at the dissolution meeting shall be the last day of a month no sooner than sixty (60) days nor greater than one hundred twenty (120) days after the dissolution vote.

SECTION 3 - DISTRIBUTION OF ASSETS: Upon the dissolution of the Guild, the board shall, after paying or making provisions for the payment of all liabilities of the Guild, dispose of all the assets of the Guild exclusively for the purposes of the Guild to the MDSO or any not-for-profit musical organization which is a successor to it. Should neither the MDSO nor any successor not-for-profit musical organization to it be in existence upon the dissolution of the Guild, such assets shall be distributed to Millikin University, Decatur, Illinois, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under the 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Guild is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - AMENDMENTS

The power to alter, amend or repeal these by-laws or adopt new by-laws shall be vested in the board. Such action may be taken in any regular or special meeting hereof, but only upon the affirmative vote of two-thirds (2/3) of the quorum present at such meeting. The proposed changes shall be submitted in writing to all members at least thirty (30) days prior to the meeting at which action is to be taken.

CERTIFICATION OF ADOPTION

Originally adopted by the board by resolution and unanimous vote on April 10, 1992.

Amended and adopted by the board by resolution and greater than 2/3 majority vote on 12th day of March, 2004.

Amended by the board by resolution and greater than 2/3 majority vote on the 13th day of April, 2007.

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Amended (in bold) by the board by resolution and greater than 2/3 majority vote on the 9th day of August, 2013

President: _____ Date: _____

Secretary: _____ Date: _____

BY-LAWS
OF
THE SYMPHONY ORCHESTRA GUILD OF DECATUR

ARTICLE I - GENERAL PROVISIONS

SECTION 1 – INTRODUCTION: These by-laws constitute the code of rules adopted by the Symphony Orchestra Guild of Decatur.

SECTION 2 – NAME: The name of the Corporation shall be the Symphony Orchestra Guild of Decatur, hereinafter referred to as the Guild.

SECTION 3 – OFFICES: The principal office of the Guild shall be located in Illinois at such place as the Board of Directors, hereinafter referred to as the board, may designate by duly adopted resolution. The Guild shall maintain in the State of Illinois a registered office and a registered agent. The address of the registered office shall be that of the registered agent of the Guild and may be the same as the principal office. The board may change the address of its registered office by duly adopted resolution and submission of the appropriate statement to the Secretary of State's office. The registered agent of the Guild shall be a resident of Illinois, continuously authorized by the board, on whom any process, notice or demand required or permitted by law to be served on a corporation may be served. A new agent may be authorized if such agent resigns, becomes disqualified or incapacitated to act, or if the board revokes the authorization by duly adopted resolution and submits the appropriate statement to the Illinois Secretary of State's office. The board shall not recognize the resignation of any registered agent until it receives a copy of such agent's resignation as sent to the Secretary of State, such copy to be sent to the Guild by registered or certified mail, addressed to the principal office as it is known to such agent, and directed to the attention of the Guild secretary. Such copy shall be sent within five (5) days after filing of the statement to the Secretary of State. Such statement of resignation must disclose the effective date of resignation to be not less than sixty (60) days nor more than ninety (90) days after the date of such filing.

ARTICLE II - PURPOSES

The purposes of the Guild, as stated in its Articles of Incorporation, are to operate exclusively for charitable and educational purposes; to encourage and promote interest in and to support the activities of The Millikin-Decatur Symphony Orchestra, of Decatur, Illinois, hereinafter referred to as MDSO, and any not-for-profit musical organization which is a successor to it, to promote and encourage music education and the appreciation of all forms of symphonic music and classical music, and to give, promote and encourage financial assistance and support for the benefit of the MDSO and any not-for-profit musical organization which is a successor to it. The mission of the Guild is to promote and support symphonic music, to encourage educational opportunities that include all segments of our population, and to provide an ever-increasing level of artistry and audience appreciation.

ARTICLE III - OPERATIONS

SECTION 1 - LEGISLATIVE AND POLITICAL ACTIVITIES: No substantial part of the activities of the Guild shall consist of attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in, or intervening in (including the

publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. The Guild shall not engage in any of the prohibited transactions described in section 501 (b) of the Internal Revenue Code, as now in force or afterwards amended.

SECTION 2 - TRADE OR BUSINESS: The Guild shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code as now in force or afterwards amended.

SECTION 3 - DISTRIBUTION OF EARNINGS: No part of the net earnings of the Guild shall inure to the benefit of any individual, or of private interests, such as contributors to the Guild, or of persons controlled directly or indirectly by such private interests, within the meaning of Section 501(c)(3) of the Internal Revenue Code as now in force or afterwards amended.

SECTION 4 – COMPENSATION: No compensation shall be paid to any member, officer, director, trustee, creator, or organizer of the Guild or substantial contributor to it except as reasonable allowance for services actually rendered to or for the Guild other than an officer, director or as chairman or member of a committee. The board may, however, authorize the reimbursement to any member of expenses incurred in performing his or her duties to the Guild, including expenses of delegates to meetings, when the board determines such expenses justifiable and in furtherance of the Guild's purposes.

SECTION 5 - PUBLIC PURPOSE: The Guild is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests, such as contributors to or shareholders of the Guild, or persons controlled directly or indirectly by such private interests.

SECTION 6 – POLICIES: Policies may be created, canceled, or amended by a procedure approved by the board.

ARTICLE IV – MEMBERSHIP

SECTION 1 – MEMBERSHIP: Any person interested in participating in the activities of the Guild who has not previously been suspended or expelled as provided in Section 4 below, shall be entitled to become a member of the Guild upon payment of annual membership dues during the fiscal year of the Guild. No member may assign or transfer membership of the Guild. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Any member may resign by filing a written resignation with the Guild secretary.

SECTION 2 - CLASSES OF MEMBERS: There shall be the following classes of members: Honorary Life; Chair Endower; President's Circle; Conductor's Circle; Gold Baton; Silver Baton and Ivory Baton. Annual dues and parameters of membership for each class of membership, except Honorary Life, which shall have no dues, shall be set from time to time by the board.

SECTION 3 - TERMINATION AND REINSTATEMENT OF MEMBERSHIP: The board by affirmative vote of two-thirds (2/3) of all members of the board may, after an appropriate hearing, suspend or expel a member for failure to support and promote the purposes set forth in Article II above. Any member so suspended or expelled may apply to the board for reinstatement that shall be effected upon an affirmative vote of two-thirds (2/3) of the members of the board.

SECTION 4 – MEETINGS:

a. ANNUAL MEETING: An annual meeting of the members shall be held within the last ninety (90) days prior to the end of the fiscal year at the place, date and hour designated by the board, with written notice of the date, time and place of such meeting provided to each member, not less than seven (7) days prior to the date of such meeting. At such meeting the board shall at least receive the report of the Nominating Committee for directors, elect the directors, and transact such other business as may come before the meeting.

b. SPECIAL MEETINGS: Special meetings of the members may be called either by the president, the board of directors, or not less than one-tenth of the members having voting rights at a place, on a date and at an hour designated by the board.

c. NOTICE OF MEETINGS: Written notice stating the place, date, and hour of any meeting of members shall be delivered to all members entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of such meeting (or in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of such meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

d. QUORUM: The members holding one-tenth (1/10) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present, a majority of the members present may adjourn the meeting to another time and, if desired, another place without further notice. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

e. PROXIES: No proxies shall be permitted at any annual or special meeting of the members.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1 - GENERAL POWERS: The affairs of the Guild shall be managed by a board of elected directors.

SECTION 2 - ELECTION, NUMBER, TENURE AND QUALIFICATIONS: The number of directors, exclusive of ex officio members hereinafter provided for, shall be **twenty-four (24)**, having staggered terms of three (3) years each. The directors shall be divided into three (3) classes, consisting of **eight (8)** directors each. One class of directors shall be elected at each annual meeting of members and shall take office on July 1. Each director shall hold office until June 30 during the last year of their term. After serving as a director for nine (9) consecutive years [three (3) three (3)-year terms], a new director duly elected at or after the annual meeting of 2007 must remain off the board for at least one (1) year before being re-elected to the board for up to three additional terms. All directors duly elected before that date may remain as directors with unlimited number of terms when duly re-elected to subsequent three (3)-year terms. Directors must be dues-paying members of the Guild. When a director vacancy is optionally filled between annual meetings by the board as recommended by the Executive Committee, the new director's

(3)-year term shall end at the vacated director's (3)-year term ending date. **(Amended 12-13-13)**

SECTION 3 - EX OFFICIO DIRECTORS: The following persons shall be ex officio members of the board, with the right to notice of all meetings and to full participation in all deliberations, but not to votes of the board:

- a. Each elected officer or the immediate past president not otherwise serving as an elected director
- b. The conductor of the MDSO
- c. The auditor of the Guild

SECTION 4 - NOMINATING COMMITTEE: The board shall, at its annual meeting or as soon thereafter as practicable, appoint from the membership of the Guild, a Nominating Committee consisting of at least three (3) members, a majority of whom shall already be members of the board. The board shall designate one such director member as chairman of the committee. The Nominating Committee shall convene from time to time throughout the year, upon the request of the board, to assist in filling any vacancies among the officers or directors and shall further convene as is deemed necessary to develop and submit in writing to the Executive Committee at or before its regularly scheduled meeting prior to the annual meeting of the board, a slate of nominees for each officer to be elected at the ensuing annual meeting of the board and for each director to be elected at the ensuing annual meeting of the members, and shall represent in such report that each of the nominees for officer and director is a member of the Guild and has expressed a willingness to serve, if elected. Such slates shall be presented at the ensuing respective annual meetings, whereupon nominations shall also be received from the floor; provided that membership and willingness to serve if elected of any such person so nominated from the floor have been determined, or as to the latter qualification, that such nominee is present and indicates such willingness.

SECTION 5 – MEETINGS:

a. **ANNUAL MEETING:** The annual meeting of the board shall be held at any time after the annual meeting of the Guild membership but prior to the end of the fiscal year at the place, date and hour designated by the board, with written notice of the date, time and place of such meeting provided to each director, not less than seven (7) days prior to the date of such meeting. At such meeting the board shall at least receive the report of the Nominating Committee for officers for the ensuing year, elect the officers, and transact such other business as may come before the meeting.

b. **REGULAR MEETINGS:** In addition to the annual meeting, at least four (4) regular meetings shall be held in each fiscal year at the place, date and hour determined by the board and designated in a written notice provided to each director no later than four (4) days prior to the date of such meeting.

c. **SPECIAL MEETINGS:** Special meetings of the board may be called by the president or any three (3) directors. Notice of such special meeting, including the place, date and hour and its purpose or purposes to which discussion and action shall be limited, shall be (mailed)(provided) to each director no later than four (4) days before the date of such meeting.

d. **QUORUM:** A majority of the members of the board of shall constitute a quorum for the transaction of business at any meeting of the board. If a quorum is not present, a majority of the members present may adjourn the meeting to another time and, if desired, another place. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting. **(Amended 12-13-13)**

e. **MANNER OF ACTING:** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board, unless the act of a greater number is required by statute, these by-laws, or the articles of incorporation.

SECTION 6 - REMOVAL OF DIRECTORS: One or more directors may be removed with cause by an affirmative vote of two-thirds (2/3) of the board when a quorum is present. The notice for such meeting shall state the reason removal is sought and that the purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only a director or directors so named in said notice may be removed at such meeting.

SECTION 7 – VACANCIES: Any vacancy occurring on the board may be filled by the board upon consultation with the Nominating Committee. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE VI - OFFICERS

SECTION 1 – OFFICERS: The officers of the Guild shall be a president, one or more vice presidents (the number thereof to be determined by the board), a secretary, a treasurer, and such assistant secretary, assistant treasurer or other officers as may be elected by the board. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the board. No officer may hold two (2) offices.

SECTION 2 - ELECTION AND TERM OF OFFICE: The nominating and election of officers shall take place in the same manner as set forth in Article V Section 4. The officers of the Guild shall be elected annually by the board at the annual meeting of the board and shall take office on July 1, except that a retiring treasurer shall continue in office through June 30, or the close of the fiscal year, if later. Vacancies may be filled or new offices created and filled at any meeting of the board upon consultation with the Nominating Committee. Each officer must be a member of the Guild and shall hold office until his or her successor shall have been duly elected or until his death, resignation or removal.

SECTION 3 – REMOVAL: Any officer may be removed with cause by an affirmative vote of two-thirds (2/3) of the board. The notice for such meeting shall state the reason removal is sought and that the purpose of the meeting is to vote upon the removal of the officer named in the notice. Only an officer so named in said notice may be removed at such meeting.

SECTION 4 – DUTIES:

a. **PRESIDENT:** Subject to the direction and control of the board, the president shall be the principal executive officer of the Guild; shall be in charge of the business and affairs of the Guild; shall ensure that the resolutions and directives of the board are carried into effect except in those instances in which that responsibility is assigned to some other person by the board; shall, at or before the annual meeting of the board, appoint for the ensuing year, preferably from the membership, a historian, an

auditor and an editor of the newsletter, shall preside at all meetings of the members and of the board; shall serve as an ex officio member, with a vote, on all committees of the Guild except the Nominating Committee; and in general, shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Guild or a different mode of execution is expressly prescribed by the board or these by-laws, the president may execute for the Guild any contracts, deeds, mortgages, bonds, or other instruments which the board has authorized to be executed, may accomplish such execution either individually or with the secretary, any assistant secretary, or any other officer authorized by the board, according to the requirements of the form of the instrument, and may vote all securities which the Guild is entitled to vote unless such authority shall be vested in a different officer or agent of the Guild by the board.

b. VICE PRESIDENT: The vice-president(s) shall assist the president as he or she may direct and shall perform other duties as may be assigned by the president or by the board. In the absence of the president or in the event of his or her inability or refusal to act, the vice-president, or in the event there is more than one vice-president, the vice-presidents in the order designated by the president, shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Vice-presidents may be assigned to monitor and report on actions of specific standing committees.

c. SECRETARY: The secretary shall record the minutes of the meetings of the members and the board in one or more books provided for that purpose; ensure that all notices are duly given in accordance with the provision of these by-laws or as required by law; be custodian of the Guild records, maintain a register of the post office address of each member that shall be furnished to the secretary by each member; and perform all duties incident to the office of secretary and such other duties as may be assigned by the president or the board.

d. TREASURER: The treasurer shall be the principal accounting and financial officer of the Guild and shall, subject to the direction and control of the board, have responsibility for the receipt and disbursement of all funds and securities of the Guild, be responsible for the maintenance of adequate books of account for the Guild, and perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the board. If required by the board, the treasurer shall give bond for the faithful discharge of his duties in such sum and with such sureties as the board shall determine.

e. ASSISTANT SECRETARY AND ASSISTANT TREASURER: Any duly elected assistant secretary or assistant treasurer shall perform such duties as shall be assigned by the secretary or the treasurer, respectively, or by the president or the board. If required by the board, the assistant treasurer shall give bond for the faithful discharge of duties in such sums and with such sureties as the board shall determine.

ARTICLE VII - COMMITTEES

SECTION 1 - EXECUTIVE COMMITTEE: There shall be an Executive Committee, consisting of the officers enumerated in Article VI, Section 1 above, the conductor of the MDSO, and the immediate past president of the Guild, including the immediate

predecessor to a president who has succeeded himself. This committee shall present to the board the budget for the ensuing fiscal year of the Guild, and except as limited by statute and subject to later ratification by the board, have the power to act for the board between meetings of the board and perform such other duties as may be delegated to it by the board from time to time. It shall be responsible to the board.

SECTION 2 -STANDING COMMITTEES: The affairs of the Guild shall be conducted, with the oversight of the board, through standing committees that shall, in their respective areas, except as limited by statute, exercise the authority of the board in the management of the Guild. For the purposes of this article, a committee shall be defined as a committee chair and a minimum of two (2) additional persons. Standing committee chairs may contract for goods and services, provided that prior to committing the Guild to any expenditure in excess of the sum of \$1,000.00, the approval of the Executive Committee must be sought and obtained. The standing committees shall be:

- a. Ways and Means: Plans and executes board-approved fund-raising projects.
- b. Funds Development: Solicits donations and program advertising.
- c. Investment and Finance: Analyzes and executes board-approved recommendations on investing excess (non-operational) funds.
- d. Concert Programs: Coordinates drafting, printing and distribution of concert programs.
- e. Long Range Planning: Critiques and plans future board-approved organization.
- f. Nominating: Seeks and makes recommendations to the board on prospective Board members and officers for terms set by the by-laws, and ensures that orientation material is current and utilized.
- g. Archives: Reviews, organizes and stores selected documents and other items that serve as SOGD history.
- h. By-laws and Policies: Reviews and makes board-approved recommendations for revisions, additions, and deletions to the by-laws and policies.
- i. Honors: Plans and executes award presentations at the annual meeting or other venues for board members who may be nominated to receive an honor for their work for SOGD or the community.
- j. Membership: Plans and executes a board-approved membership campaign.
- k. Tickets: Coordinates ticket assignments with Kirkland staff.
- l. SOCIAL: Plans and executes board-approved events for SOGD and/or board members.
- m. Publicity and Promotion: Reviews and advises on public service announcements, newsletter, and promotion materials issued.
- n. School Performances: Coordinates live performances offered to area schools.
- o. DYSO Liaison and Mentor Program: Coordinates liaison to the Decatur Youth Orchestra and may facilitate a mentor program.
- p. Scholarship: Coordinates student scholarship programs.
- q. Instrument Library: Coordinates loaner instrument program offered to area schools.

r. Instrument 'Petting Zoo': Coordinates an instrument 'Petting Zoo' offered to area schools.

As soon as practicable after the annual meeting of the members, the president shall appoint to each standing committee a committee chair who shall be a director to carry out the work of the respective committees. Each director shall serve either as a chair of a standing committee or a member of a standing committee. The board of may thereafter, upon the request of the chair of any standing committee, appoint from the membership of the Guild, additional committee members necessary to perform the work of the committee. A majority of the committee must be members of the board. Each committee may adopt rules for its government not inconsistent with these by-laws or with the rules adopted by the board. The director majority requirement shall not apply to the Ways and Means Committee.

SECTION 3 - AD HOC COMMITTEES: The president may appoint ad hoc committees on any issue, at any time. A majority of the members of each such committee shall be directors.

SECTION 4 - QUORUM: Unless otherwise provided in the action of the board designating a committee, a majority of the whole committee, except Ways and Means that shall be only one-third (1/3), shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 5 - DISCHARGE OR REMOVAL: The board may discharge any committee or remove any member thereof upon a finding that the best interests of the Guild would be served.

SECTION 6 - VACANCIES: Vacancies on any committee may be filled by action of the board.

SECTION 7 - PRESIDENTS' COMMISSION: A Presidents' Commission, consisting of all past presidents of the Guild, may be consulted by the president or the board for advice.

ARTICLE VIII - FINANCES

SECTION 1 - CONTRACTS: The board may authorize any officer(s), or agent(s) of the Guild, in addition to the officers and committee chairs so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild. Such authority may be general or confined to specific instances.

SECTION 2 - CHECKS, DRAFTS, ETC.: All checks, drafts or other orders for the payment of money, notes of other evidences of indebtedness issued in the name of the Guild, shall be signed by such officer(s) or agent(s) of the Guild as authorized by the board.

SECTION 3 - DEPOSITS: All funds of the Guild shall be deposited from time to time to the credit of the Guild in such banks, trust companies, or other depositaries as authorized by the board.

SECTION 4 - GIFTS: The board may accept on behalf of the Guild any contribution, gift, bequest or devise for the general purpose of the Guild or for any special purpose of the Guild.

SECTION 5 - FISCAL YEAR: The fiscal year of the Guild shall be July 1 through June 30.

SECTION 6 - NOT-FOR-PROFIT STATUS: The Guild shall not have nor issue shares of stock. No dividend shall be paid and no part of the income of the Guild shall be distributed to its members. The Guild shall maintain tax exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, and the State of Illinois General Not-for-profit Corporation Act of 1986, or any successor legislation.

SECTION 7 - ENDOWMENT FUNDS: The Guild may accumulate income in endowment funds when and to the extent deemed appropriate by the board to carry out the purposes of the Guild.

ARTICLE IX - BOOKS AND RECORDS

At its principal office the treasurer shall keep correct and complete books and records of account and the secretary shall keep minutes of the proceedings of its members, board, and committees having any of the authority of the board and a record of the names and addresses of its members entitled to vote. All books and records of the Guild may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time. The treasurer's books and records of account shall be audited annually by the auditor after the close of the fiscal year, and the auditor shall report his findings at a regular meeting of the board.

ARTICLE X – ALL MEETINGS

Section 1 – MEETING ACCESSIBILITY: All meetings of the members, board and committees shall be conducted in an accessible environment, and have reasonable accommodations for all persons with all types of disabilities. All notices for such meetings shall announce a reasonable advance date for requesting the accommodations, such as providing information in alternative formats.

Section 2 – CONFLICT OF INTEREST: Any member who may have an actual or the appearance of having a conflict of interest, such as a financial gain, on an issue under consideration:

- a. shall state that conflict;
- b. may state his or her position but may not try to influence others;
- c. shall not be counted as part of a quorum; and
- d. shall not be permitted to vote on the conflict issue.

The conflict of interest shall be recorded in the minutes of the meeting at which the disclosure is made. Board members may be requested to submit to the president a signed statement listing potential conflicts.

ARTICLE XI – DISSOLUTION

SECTION 1. – PROCEDURE: The dissolution of the Guild shall occur by a four-fifths (4/5) affirmative vote of the board present at a regular or special meeting where a quorum is present. In addition to stating the purpose of the dissolution meeting, the meeting notice required shall state the reasons for the recommendation, the proposed cessation date, and the specific details of contract termination and asset distribution.

SECTION 2 - CESSATION DATE: The cessation date of activities of the Guild to be established at the dissolution meeting shall be the last day of a month no sooner than sixty (60) days nor greater than one hundred twenty (120) days after the dissolution vote.

SECTION 3 - DISTRIBUTION OF ASSETS: Upon the dissolution of the Guild, the board shall, after paying or making provisions for the payment of all liabilities of the Guild, dispose of all the assets of the Guild exclusively for the purposes of the Guild to the MDSO or any not-for-profit musical organization which is a successor to it. Should neither the MDSO nor any successor not-for-profit musical organization to it be in existence upon the dissolution of the Guild, such assets shall be distributed to Millikin University, Decatur, Illinois, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under the 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Guild is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - AMENDMENTS

The power to alter, amend or repeal these by-laws or adopt new by-laws shall be vested in the board. Such action may be taken in any regular or special meeting hereof, but only upon the affirmative vote of two-thirds (2/3) of the quorum present at such meeting. The proposed changes shall be submitted in writing to all members at least thirty (30) days prior to the meeting at which action is to be taken.

CERTIFICATION OF ADOPTION

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Amended by the board by resolution and greater than 2/3 majority vote on the 9th day of August, 2013

Amended (in bold) by the board by resolution and greater than 2/3 majority vote on the 13th day of December, 2013.

President: **Sam Kershaw** Date: **December 13, 2013**

Secretary: **Ruth Cortright** Date: **December 13, 2013**

Revised from April 10, 1992; Adopted March 12, 2004; Amended April 13, 2007;
Amended October 8, 2010, **Amended August 9, 2013**

