

# Bylaws Of The Valley Of The Moon Chamber Ensemble

## I: Offices

The principal office of the corporation for the transaction of its business is located in Sonoma County, California.

## II: Purposes

The primary objectives and purposes of this corporation shall be to:

- Bring excellence in the performance of diverse and engaging choral music to audiences of all ages in the Sonoma Valley.
- Explore and perform a truly global repertoire: medieval to modern, sacred and secular.
- Expand knowledge and appreciation of the *a capella* choral music art form for both audiences and performers.
- Promote greater awareness of the arts in our community by contributing financially to Sonoma Valley arts organizations through an annual series of benefit concerts.

## III: Directors

### **Section 3.1 Number**

The corporation shall have a minimum of four (4) directors. Collectively they shall be known as the board of directors.

### **Section 2.2 Powers**

Subject to provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws, the board shall exercise the powers of the corporation, control its property and conduct its affairs.

### **Section 3.3 Duties**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws to ensure that the corporate purposes and objectives are fulfilled.
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, Class B members, agents and employees of the corporation.
- (c) Establish and set the amount of Class B member annual dues; establish policy as needed to address Class B member financial hardship with respect to dues payment.

- (d) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly and in the best interest of the corporation.
- (e) Meet at such times and places as required by these Bylaws.
- (f) Register their contact information with the Secretary of the corporation so that notices of meetings sent to such contacts shall be valid.

### **Section 3.4 Terms of Office**

Each director shall hold office until the next annual meeting for election of the board of directors as specified in these Bylaws, and until his or her successor is elected and qualifies. A director may be elected to more than one (1) term of office.

### **Section 3.5 Compensation**

Directors shall not receive compensation for performance of their duties to the corporation as directors.

### **Section 3.6 Meetings**

- (a) Time and Place – Meetings of the board may be held at the principal office of the corporation or at other times and places as may be called by the President, his/her designee, or by resolution of the board. Meetings shall be held **no less than twice a year**. Meetings may be held in person, by conference call, web conference and/or skype, except for the annual membership meeting.
- (b) Notice – Meetings shall be announced at least seven (7) days in advance by oral or email communication.
- (c) Open Meetings – Meetings of the board shall be open to the entire membership of the Valley of the Moon Chamber Ensemble (Class A and Class B members) except when the board is considering personnel matters.
- (d) Quorum – Except as otherwise provided in these By-laws, a majority of the board must be present to conduct business of the corporation. A majority of the board as used herein means 75% or more of the elected directors.
- (e) Deadlock – Any motion before the board that results in a deadlocked vote shall be considered as a failed motion.
- (f) Presiding Officer – Meetings of the board shall be presided over by the President of the board, or in his/her absence by the Vice President. In the absence of the Secretary, the presiding officer shall appoint another person to act as Secretary for that meeting.
- (g) Rules – unless otherwise specified, proceedings of the meetings of the board shall be governed by the current edition of **Roberts Rules of Order**.

### **Section 3.7 Action by Unanimous Consent Without Meeting**

If an extraordinary circumstance arises which cannot be deferred to the next regular meeting, any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if a majority of the members of the board shall consent in writing – including email - to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the directors.

Such written consent shall be filed with the minutes of the proceedings of the board. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the Bylaws authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

### ***Section 3.8 Vacancies***

The office of a director is declared to be vacant:

- (a) Upon the death, resignation, or removal of an incumbent
- (b) When the number of directors is increased by a change in these Bylaws
- (c) If a duly elected director fails to assume the duties of the office by nonattendance at three (3) consecutive board meetings
- (d) If the director is declared to be of unsound mind by a final order of court
- (e) If the director is convicted of a felony
- (f) If the director has been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law having to do with Standards of Conduct, due to behavior unseemly for a director of the corporation.

No director may resign if the corporation would then be left without a duly elected director in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the board occurring other than at the annual meeting may be filled by approval of the remaining board member(s).

### ***Section 3.9 Non-Liability of Directors***

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation, unless it is judicially determined that an unauthorized, improper, or illegal action of a director is the cause of such debt, liability or obligation. In such latter event, that director shall bear sole responsibility for his/her unauthorized, improper, or illegal action.

### ***Section 3.10 Indemnification by Corporation of Directors, Officers, Employees and Other Agents***

Should any person be sued, either alone or with others, because he/she is or was a director, officer or employee of the corporation, in any proceeding arising out of his/her alleged misfeasance or nonfeasance in the performance of his/her duties or out of alleged wrongful act against the corporation or by the corporation, indemnity for his/her reasonable expenses, including reasonable attorney fees incurred in the defense of the proceeding, may be assessed against the corporation, its receiver or its trustee, by the court in the same or a separate proceeding if (1) the person sued is successful in whole or in part, or the proceeding against him/her is settled with the approval of the court, and (2) the court finds that his/her conduct fairly and equitably merits such indemnity. The amount of such indemnity shall be the sum of the reasonable expenses and attorney's fees incurred in the defense of the proceeding, as the court finds such expenses to be fair and equitable.

## **IV: Officers**

### ***Section 4.1 Number***

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. One person may fill more than one officer position, except that the person who holds the office of Secretary or Treasurer cannot also be the President.

### ***Section 4.2 Qualification, Election, and Term of Office***

Any person may serve as officer of this corporation. Officers shall be elected annually by the board of directors, at the first regular meeting of the board following the election of directors. Each officer shall hold office for one (1) year or until he or she resigns or is removed or is otherwise disqualified to serve, whichever occurs first. An officer may be elected to more than one (1) term of office.

### ***Section 4.3 Subordinate Officers***

The board of directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors.

### ***Section 4.4 Removal and Resignation***

Any officer may be removed from office by a majority approval of the directors, with or without cause, at any regular or special meeting of the board. Any officer ceasing to be qualified as provided in these Bylaws shall be removed from office immediately. Any officer may resign at any time by giving written notice to the Board.

The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

### ***Section 4.5 Vacancies***

Any vacancy occurring in one of the four (4) offices defined in Section 4.1 shall be filled by election of the board at the next regular meeting of the board. Vacancies in other offices created by the board may be filled at the discretion of the board.

### ***Section 4.6 Duties of President***

The President shall be the chief executive officer of the corporation and shall supervise and control the affairs of the corporation and the activities of the officers, under general direction of the board. The President shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be prescribed by the board. The President shall preside at all meetings of the board.

Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall have the power to execute contracts, checks or other instruments which are authorized by the board, in the name of the corporation.

### ***Section 4.7 Duties of Vice President***

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The Vice President shall have such other powers and perform such other duties as may be assigned by law, by the Articles of Incorporation, or by these Bylaws, or by the board.

#### ***Section 4.8 Duties of Secretary***

The Secretary shall certify and keep at his/her office the original, or a copy, of the Articles of Incorporation and these Bylaws, as amended to date; a book of minutes of all meetings of the directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the business conducted at such meetings.

The Secretary shall ensure that all notices are properly given in accordance with the provisions of these Bylaws or as required by law. He/she shall be custodian of the records of the corporation and ensure that the execution of all documents on behalf of the corporation are authorized by law or by these Bylaws.

The Secretary shall maintain a record containing the name and address of each member of the corporation. S/he shall keep a record of each Class A member (director), and it shall contain a record of any directors who have been terminated, together with the date on which such directorship ceased. S/he shall keep a record of each Class B member (Ensemble member), and it shall contain a record of any Class B member who has been terminated, together with the date on which such membership ceased. The record of names and addresses of the membership of the corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

The Secretary shall exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation, including the annual membership meeting.

In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or by the board.

#### ***Section 4.9 Duties of Treasurer***

Subject to the provisions of these Bylaws relating to Article 7 "Execution of Instruments, Deposits and Funds," the Treasurer shall be responsible for the maintenance of adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

The Treasurer shall provide to the President and directors, quarterly or whenever requested, an account of any or all of his/her transactions as Treasurer and of the financial condition of the corporation.

If required by the board, the Treasurer shall provide a bond for the faithful discharge of his/her duties in such sum and with such surety as the board shall determine. The corporation shall pay the expense of such bond.

In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by the Bylaws, or which may be assigned by the board.

#### ***Section 4.10 Compensation of Officers***

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

## **V. Artistic Director**

### ***Section 5.1 Founding Artistic Director***

The board acknowledges the significant debt of gratitude owed to Dr. Brian Sebastian as the founding Artistic Director for Valley of the Moon Chamber Ensemble. By unanimous decision of the board of directors, Dr. Sebastian will retain the position of Artistic Director until such time as he notifies the board of his intention to retire from these duties.

### ***Section 5.2 Qualifications***

Upon a vacancy in the position of Artistic Director, the board shall select an Artistic Director who, in the opinion of the board, is capable of carrying out the responsibilities listed in section 5.3. The selection process may include interviews, auditions, and solicitation of advice from the Class B members and the wider choral community.

### ***Section 5.3 Responsibilities of the Artistic Director***

The Artistic Director shall be responsible for all matters of a musical and educational nature that involve the corporation, which includes, but is not limited to:

- (a) Recruitment, audition, qualification and selection of singers for the Ensemble.
- (b) Selection of music and creation of programming of concerts.
- (c) Selection of concert soloists.
- (d) Selection of an Accompanist to assist in preparing and performing all concerts.
- (e) Selection of an Associate Artistic Director to advise and support the Artistic Director.
- (f) Selection of various instrumentalists and technicians for concerts.
- (g) Selection of performance venues, and organizing staging.
- (h) Schedule performances and create rehearsal schedule.
- (i) Attendance at board meetings to provide counsel and offer insight from the Artistic Director's perspective.

### ***Section 5.4 Music Librarian***

The Artistic Director shall select a Music Librarian, who shall:

- (a) Properly maintain and archive the hard copy music, and any soft copy music files
- (b) Distribute music to the singers, accompanists, soloists, instrumentalists, and Artistic Director for each new season, and keep extra copies on hand at rehearsals

- (c) Collect music from the singers, accompanists, soloists, instrumentalists, and Artistic Director at the end of each season
- (d) Coordinate ordering new music with the Artistic Director

### ***Section 5.5. Compensation***

The Artistic Director, Associate Music Director, Accompanist, and any occasional musical and/or technical contributors are not employees of the Corporation. The value of their services to Valley of the Moon Chamber Ensemble shall be recognized with an annual honorarium in an amount that shall be determined by the board of directors.

## **VI. Members**

### ***Section 6.1 Classes***

This corporation shall have two classes of members:

- (a) Class A members shall consist of the duly elected directors of this corporation. Their duties, powers, and activities are described in Article 3. Directors may not also be Class B members.
- (b) Class B members (also called Ensemble members) shall consist of the regular choral performers and accompanists, and the Artistic Director and Associate Artistic Director. ~~Class B members may not be elected to Class A membership while remaining Class B members.~~ ~~Section Deleted by BOD 06-02-21~~
- (c) ~~No member shall have more than one class of membership in the corporation.~~ ~~Section Deleted by BOD 06-02-21~~

### ***Section 6.2 Qualifications for Class B Membership***

Applicants for Class B membership of the corporation must:

- (a) Demonstrate musical proficiency adequate to furthering the purposes of the corporation as described in Article 1, as determined by the Artistic Director.
- (b) Commit to perform with the Ensemble publicly.
- (c) Be at least a senior in high school.
- (d) Commit to attend no less than seventy-five percent (75%) of the rehearsal time.
- (e) Be recommended by the Artistic Director to the board.

### ***Section 6.3 Number of Class B Members***

The number of Class B members shall be determined by the Artistic Director and approved by the board. Limits may be imposed to maintain optimal size of the ensemble and part balance. Preference shall be given to returning members, after which selection will be on the basis of need and qualification as determined by the Artistic Director and approved by the board.

### ***Section 6.4 Admission of Class B Members***

Subject to Sections 6.2 and 6.3, qualified applicants for Ensemble membership may be admitted with or without audition at the discretion of the Artistic Director, and shall be admitted to Ensemble

membership upon payment of any dues and fees defined in this Article, and approval of the board. Admission will be at a time appropriate to the Ensemble rehearsal and performance schedule as determined by the Artistic Director.

#### **Section 6.5 Dues and Assessments**

- (a) Class A members do not pay dues.
- (b) Class B members are responsible for biannual dues, payable to the corporation, in such amount as may be determined from time to time by resolution of the board.
- (c) Membership shall be non-assessable.

#### **Section 6.6 Duties**

- (a) Duties of Class A members are described in Section 3.3 of these Bylaws.
- (b) Duties of Class B members are:
  - 1. To elect directors to the corporation's board of directors.
  - 2. Support for Article 2 of these Bylaws through participation in the Ensemble programs.

#### **Section 6.7 Annual Membership Meeting**

- (a) Time and Place – Annual Membership Meetings may be held at the principal office of the corporation or at other times and places as may be called by the President, his/her designee, or by resolution of the board.
- (b) Notice – Meeting shall be announced at least seven (7) days in advance by oral or email communication.
- (c) Open Meetings – Annual Membership Meetings shall be open to the entire Class A and Class B membership. If the board must consider personnel matters, it shall reconvene in separate closed session after the close of the Annual Membership Meeting.
- (d) Quorum – Except as otherwise provided in these By-laws, a majority of the board must be present to conduct business of the corporation. A majority of the board as used herein means three (3) or more elected directors. A majority of Class B members must also be present to conduct business of the Corporation. A majority of Class B members as used herein means three-quarters ( $\frac{3}{4}$ ) or more of the Class B membership.
- (e) Deadlock – Any motion before the entire membership that results in a deadlocked vote shall be considered as a failed motion.
- (f) Presiding Officer – Annual Membership Meetings shall be presided over by the President of the board, or in his/her absence by the Vice President. In the absence of the Secretary, the presiding officer shall appoint another person to act as Secretary for that meeting.
- (g) Rules – unless otherwise specified, proceedings of the Annual Membership Meetings shall be governed by the current edition of **Roberts Rules of Order**.

#### **Section 6.8 Non-transferability of Membership**

No Member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's termination or death.

### ***Section 6.9 Termination of Members***

- (a) Class A Members serve the Corporation on its Board for a renewable term of one year. Vacancies on the Board are described in Section 3.8 of these Bylaws.
- (b) Class B Members continue in good membership standing until:
  - 1. An Ensemble member submits a notice of resignation personally or by written notice, to a director or to the Artistic Director.
  - 2. The board, in consultation with the Artistic Director, determines that an Ensemble member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
  - 3. The board, in consultation with the Artistic Director, determines that the Ensemble member has discontinued active participation in the Ensemble rehearsals.
  - 4. An Ensemble member fails to renew membership by paying dues on or before their due date, effective thirty (30) days after a written notification of delinquency is given by the board by mail or email. An Ensemble member may avoid termination by paying the delinquent amount within thirty (30) days of receipt of the notice.
- (c) Following the determination that an Ensemble member should be expelled under the terms of this Section of the Bylaws, the board shall implement the following procedures:
  - 1. The board shall send a notice of termination of membership to the Ensemble member by mail or email at least fifteen (15) days prior to the proposed date of termination.
  - 2. The board and the Artistic Director shall convene no less than five (5) days before the proposed termination date. The Ensemble member shall be given the opportunity to be heard, verbally or in writing, at this hearing. This hearing shall be held by the board in accordance with quorum and voting rules in Section 3.6 of these Bylaws.
  - 3. The board, in consultation with the Artistic Director, shall decide the appropriate course of action. The decision of the board shall be final.
  - 4. If dues have been collected, an Ensemble member expelled from the corporation shall receive a refund of dues paid, pro-rated to the un-accrued balance.

### ***Section 6.10 Non-Liability of Members***

Members shall not be personally liable for the debts, liabilities or other obligations of the corporation, unless it is judicially determined that an unauthorized, improper, or illegal action of a member is the

cause of such debt, liability or obligation. In such latter event, that member shall bear sole responsibility for his/her unauthorized, improper, or illegal action.

***Section 6.11 Indemnification by Corporation of Members***

Should any person be sued, either alone or with others, because he/she is or was a member of the corporation, in any proceeding arising out of his/her alleged misfeasance or nonfeasance in the performance of his/her duties or out of alleged wrongful act against the corporation or by the corporation, indemnity for his/her reasonable expenses, including reasonable attorney fees incurred in the defense of the proceeding, may be assessed against the corporation, its receiver or its trustee, by the court in the same or a separate proceeding if (1) the person sued is successful in whole or in part, or the proceeding against him/her is settled with the approval of the court, and (2) the court finds that his/her conduct fairly and equitably merits such indemnity. The amount of such indemnity shall be the sum of the reasonable expenses and attorney's fees incurred in the defense of the proceeding, as the court finds such expenses to be fair and equitable.

**VII. Execution of Instruments, Deposits and Funds**

***Section 7.1 Execution of Instruments***

Except as otherwise provided in these By-Laws, the board may authorize any officer or agent of the corporation to 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, no officer, agent or employee, except as provided in Section 4.6, shall have any 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. Any officer, agent or employee who does so may be personally liable.

***Section 7.2 Checks and Notes***

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer, or in his or her absence the President of the corporation.

***Section 7.3 Deposits***

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 board of directors may select.

***Section 7.4 Gifts & Donations***

The board of directors or Artistic Director may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

**VIII. Corporate Records, Reports, and Seal**

***Section 8.1 Maintenance of Corporate Records***

The corporation shall keep at its Secretary's office:

- (a) Minutes of all meetings of directors, committees of the board and, all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A record of its directors (Class A members), indicating their names, addresses and contact information and, if applicable, the termination date of any director.
- (d) A record of Ensemble members (Class B members), indicating their names, addresses and contact information and, if applicable, the termination date of any performer.
- (e) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

### ***Section 8.2 Inspection of Records***

Every Class A and Class B member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation. Inspection shall be at a time and place mutually agreeable to the requestor and the custodian of the records, and for any reasonable purpose related to the interests of the corporation and its directors. Such inspection may be made in person or by an agent or attorney, and the right of inspection includes the right to make copies.

### ***Section 8.3 Annual Report & Fiscal Statement***

The board shall cause an annual report to be furnished not later than ninety (90) days after the close of the corporation's fiscal year to all directors of the corporation. The annual report shall contain the following information in appropriate detail:

- (a) The assets and liabilities of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities during the fiscal year;
- (c) The revenue or receipts of the corporation for the fiscal year;
- (d) The expenses or disbursements of the corporation during the fiscal year;

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

### ***Section 8.4 Corporate Seal***

The Corporation does not have an official seal.

## **IX. Fiscal Year**

The fiscal year of the Corporation shall begin on the January 1 and end on the December 31 in each year.

## **X. Amendments**

### ***Section 10.1 Amendments***

Subject to any provision of the law applicable to the amendment of Bylaws of nonprofit public benefit corporations, these Bylaws may be amended or repealed and new Bylaws adopted by an approval by three-quarters ( $\frac{3}{4}$ ) of the Class A members and three-quarters ( $\frac{3}{4}$ ) of the Class B members at a meeting duly called and noticed for that purpose in accordance with Article 3 and Article 6 of these Bylaws.

### ***Section 10.2 Certain Amendments***

Notwithstanding the above Section of this Article:

- (a) This Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation.
- (b) The directors shall not amend the Bylaws in any manner that would materially and adversely affect the number and duties of the directors.
- (c) Any amendment of the Bylaws of this corporation that would result in the termination of all memberships or any class of memberships shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

## **XI. Prohibition Against Sharing Corporate Profits and Assets**

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the board of directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

**Written Consent of Directors Adopting Bylaws**

We, the undersigned, are all of the persons named as the directors of the Valley of the Moon Chamber Ensemble, a California Nonprofit Corporation, and by unanimous written consent pursuant to a meeting, we hereby adopt the foregoing Bylaws, consisting of thirteen (13) pages, as the Bylaws of this Corporation.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Richard Mabe, Director

\_\_\_\_\_  
Kristen Armstrong, Director

\_\_\_\_\_  
John Burke, Director

\_\_\_\_\_  
David S. Kerr, Director

**CERTIFICATE**

As Secretary to the Valley of the Moon Chamber Ensemble, a California Nonprofit Corporation, the undersigned hereby certifies that the foregoing is a true and correct copy of the Bylaws of the corporation, and that such Bylaws were duly adopted by the board of directors of this corporation.

Adopted: \_\_\_\_\_

\_\_\_\_\_

(print name) \_\_\_\_\_, Secretary