



*... Advancing the Art and Profession*

**BYLAWS OF THE CONDUCTORS GUILD, INC.**

Revised and Approved January 6, 2012

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### **ARTICLE I: NAME**

The official name of the organization shall be Conductors Guild, Inc., hereinafter referred to as the Guild.

### **ARTICLE II: DESCRIPTION, OFFICES, RECORDS, REGISTERED AGENT**

- A. The Guild is incorporated as a not-for-profit organization under the laws of the State of New York.
- B. The Guild's principal office is located at 719 Twinridge Lane, Richmond Virginia 23235. The location of the principal office may be changed by the Board of Directors (the Board) to any other location, within or without the Guild's state of incorporation, as the Board may determine from time to time. Such change of address shall not require an amendment of these Bylaws. The Guild may also have offices at such other places where it is qualified to do business, as the Board may designate from time to time.
- C. Records:
  1. Minutes and Accounting Records: The Guild shall keep a permanent record of the minutes of all meetings of the Board and a record of all resolutions and actions, if any, taken by the Board with or without a meeting. The Guild shall maintain appropriate accounting records reflecting all financial activity and status of the Guild. Such accounting records shall be kept and maintained for seven years in written form or embodied in media capable of conversion into written form within a reasonable period of time.
  2. Other Records: The Guild shall keep a copy of the following records at its principal office or at a location from which they can promptly be retrieved: its Articles of Incorporation and all amendments thereto; its Bylaws, together with all amendments thereto; resolutions adopted by the Board; financial statements furnished to the Board for at least the past seven years; a list of the current names and business or mailing addresses of its current Officers and Directors; and its most recent Annual Report delivered to the Secretary of State, Division of Corporations.
- D. The Guild's Registered Agent at its principal office shall be its Executive Director.
- E. A copy of these Bylaws shall be published online on the Guild's website and shall be available to all Guild members.

### **ARTICLE III: PURPOSES**

The Guild is organized exclusively for one or more of the purposes specified in Section 501 (c) (3) of the Internal Revenue Code (IRC). The mission and purposes of the Guild include the following:

- A. To share and exchange relevant musical and professional information about the art of conducting orchestras, bands, choruses, opera, ballet, musical theater and other instrumental and vocal ensembles;

- B. To assist in the development and training of conductors through workshops, seminars and symposia on the art of conducting, including, but not limited to, its history, development, current practice and business and legal issues affecting conductors;
- C. To publish periodicals, newsletters and other writings and communications in any and all media on the art, history and practice of the profession of conducting;
- D. To enhance the professionalism of conductors by serving as a clearinghouse for knowledge and information regarding the art and practice of conducting;
- E. To serve as an advocate for the conductor and for classical and other music throughout the world;
- F. To support the artistic growth of orchestras, bands, choruses and other conducted ensembles; and
- G. To communicate the views and opinions of the Guild to the music and academic communities, and to the general public.

#### **ARTICLE IV: MEMBERSHIP**

- A. Full (voting) membership in the Guild shall be extended to any conductor or individual interested in supporting the art and profession of conducting who:
  - 1. Has submitted to the Guild a written application (which may be submitted online) for full membership in the Guild; and
  - 2. Pays the applicable annual Guild dues for the current fiscal year.
- B. Student (voting) membership in the Guild shall be extended for a maximum of four years to any individual who:
  - 1. Is a full-time student in a college, university or conservatory having a music degree or diploma program; and
  - 2. Has submitted to the Guild a written application (which may be submitted online) for student membership in the Guild; and
  - 3. Pays the applicable annual Guild dues for the current fiscal year.
- C. Institutional (non-voting) and Library (non-voting) membership in the Guild shall be extended to any institution, library, organization or business which:
  - 1. Supports the purposes of the Guild as stated in Article III hereof; and
  - 2. Has interest in the activities and publications of the Guild; and

3. Has submitted to the Guild a written application (which may be submitted online) for institutional membership in the Guild; and

4. Pays the applicable annual Guild dues for the current fiscal year.

D. Life (voting) membership in the Guild shall be extended to any conductor or individual interested in supporting the art and profession of conducting who:

1. Has submitted to the Guild a written application (which may be submitted online) for life membership in the Guild; and

2. Pays the applicable Guild membership fee for a life member.

E. The Board may, at its discretion, appoint Honorary Members to the Guild.

#### **ARTICLE V: GUILD BOARD AND BOARD MEMBERSHIP**

A. The Board of Directors of the Conductors Guild (hereinafter referred to as the Board) shall consist of no fewer than twenty-one nor more than twenty-five duly elected voting members plus the Executive Committee (as the term "Executive Committee" is defined in Article VI, subsections A and B, below). Each Board member shall be entitled to cast one vote on any matter that comes before the Board.

B. Directors shall serve staggered two (2)-year terms, and shall be elected at the Annual Meeting of the membership of the Guild. Each member shall hold office for his/her specified term or until his/her resignation, death or removal pursuant to subsection I of this Article V. Directors may be elected to serve consecutive two-year terms, subject to the limitation set forth in subsection G of this Article V below. Anything herein to the contrary notwithstanding, if a director's term expires, the director shall continue to serve until a qualified successor has been duly elected or until there is a decrease in the number of directors authorized by these Bylaws. In the event a director dies or resigns prior to expiration of his/her term, or in the event there is a vacancy resulting from an increase in the number of directors, the Board may fill the vacancy. Such appointed person shall serve as a director until the expiration of the resigned director's term or until the next regular election of directors at the Annual Meeting of the Guild members, whichever occurs first. If the directors remaining in office constitute fewer than a quorum of the Board, they shall fill the vacancy by the affirmative vote of a majority of all directors remaining in office. The Board may fill a vacancy that occurs in the position of Executive Director of the Guild in the same manner as set forth above.

C. Persons holding the following positions shall be ex officio members of the Board: the immediate Past President of the Guild, the Guild's Executive Director, the Editor of the *Journal of the Conductors Guild*, the Editor of *Podium Notes*, the Editor of the *Conductor Opportunities Bulletin*, and such other ex officio members as the Board of Directors may appoint from time to time. Each ex officio member may attend Board meetings and participate in discussion; each ex officio member shall be entitled to one vote on matters that come before the Board. The Executive Director shall not have a vote unless the Executive Director has been elected as a Board member.

D. The Board shall conduct the business of the Guild subject to the provisions and limitations set forth in Article VIII hereof.

E. Each Board member shall be a member in good standing of the Guild and shall serve in accordance with the provisions of these Bylaws. Upon being elected, each Board member shall be asked to sign a written acknowledgement accepting his/her duties and responsibilities as outlined in that document. If the written acknowledgement is not returned to the Executive Director on or before the date of the spring Board meeting following their election, the election of that Board member may be nullified and the new member's position may be filled pursuant to the provisions of section B of this Article V, above.

F. The Board may, at its discretion, appoint Honorary Members to the Board who will be non-voting members, serving at the discretion of the Board.

G. The duly elected Board members may serve a maximum of three (3) consecutive two-year terms, then must leave the Board for one term before being eligible for re-election. Ex officio members shall serve as long as they remain in the positions by which they qualify for ex officio membership on the Board.

H. Nominations for each Board membership and Board Officer position with term currently expiring shall be made at the Annual Meeting by a Nominating Committee. The Nominating Committee shall be appointed by the President and shall consist of five members of the Guild, who may or may not currently be members of the Board. All nominations shall be brought to the full Board for approval prior to the Annual Meeting.

I. A Board member may be removed with or without cause if a two-thirds (2/3rds) majority of the directors present in person or electronically present (via video conference or telephone, as provided herein) at a duly constituted meeting of the Board votes for removal. Removal is effective only if it occurs at a meeting called for that purpose. Written notice must be sent to all directors no less than thirty (30) days before the meeting that the purpose of the meeting is removal of the director. The affected director shall be entitled to be heard by the Board in opposition to the removal.

J. The Board shall have the right to hire and employ an Executive Director pursuant to a written employment agreement. The employment may be terminable at will, in the Board's sole discretion. Before hiring the Executive Director, the President will appoint a Search Committee to seek and evaluate applicants for the Executive Director's position. The Committee will make a reasonable investigation of all applicants and will report to the Board thereon in writing. The Executive Director will perform the duties set forth in Article VII below.

## **ARTICLE VI: GUILD OFFICERS AND OTHER VOTING BOARD MEMBERS**

A. The Officers of the Board shall be as follows:

1. President
2. President-Elect
3. Vice-President
4. Secretary
5. Treasurer

The same individual may simultaneously hold two or more different Officer positions in the Guild.

B. The Officers of the Board of the Guild shall constitute the Executive Committee of the Board. The immediate Past President shall be an ex officio non-voting member of the Executive Committee.

C. Election of Officers: The President, in consultation with the Executive Committee, will appoint a Nominating Committee, the same Committee referred to in subsection H of Article V above, which will present its nominations for Board Officers to the full Board of Directors at the fall Board meeting. Nominations for any Board Officer position with term currently expiring may also be made and accepted from the floor at the Annual Meeting at which the election is taking place.

D. If a Board member is elected to the Executive Committee, that Board member may not serve more than three (3) consecutive two-year terms as an Officer, regardless of the particular office held. Notwithstanding the foregoing, the President-Elect, President and Past President may not serve more than one two-year term in that particular position. After the term limits for service on the Executive Committee have been met, the Officer must leave the Board for one term before being eligible for re-election, except that the Board, in its discretion, may waive this term limit provision in the case of the Guild's Treasurer, for the purpose of preserving accounting and financial continuity. A Board member who joins the Executive Committee after commencement of a two-year term, upon his or her leaving the Executive Committee, shall complete the second year of the uncompleted Board term before being re-nominated and re-elected.

E. A vacancy in the office of President prior to expiration of the President's term shall be filled by a majority of the Board members present at a duly constituted meeting of the Board called for that specific purpose. Absent extraordinary reasons to do otherwise, the President-Elect will succeed to the office of President.

F. Any Guild Officer may be removed with or without cause if a two-thirds (2/3rds) majority of the directors present in person or electronically present (via video conference or telephone, as provided herein) at a duly constituted meeting of the Board votes for removal. Removal is effective only if it occurs at a meeting called for that purpose. Written notice must be sent to all directors no less than thirty (30) days before the meeting that the purpose of the meeting is removal of the Officer. The affected Officer shall be entitled to be heard by the Board in opposition to the removal.

## **ARTICLE VII: DUTIES OF OFFICERS AND OTHER VOTING BOARD MEMBERS**

A. The President shall be the principal executive officer of the Guild and shall in general oversee its affairs. The President shall preside at all meetings of the Guild and of the Board, shall be an ex officio member of all committees, and shall also perform all duties which by law or custom are incident to the office of the chief executive officer of a not-for-profit corporation and such other duties as the Board may from time to time prescribe. The President may sign, with the Secretary or any other duly authorized officer of the Guild, contracts and other Board-authorized documents on behalf of the Guild.

B. The President-Elect shall preside at meetings of the Guild and of the Board during the President's absence from the chair, and shall succeed to the office of President should the office become vacant prior to the expiration of the President's term of office until the next regular election of President. The President-Elect shall perform such other duties as the President or the Board may from time to time prescribe.

C. The Vice-President shall succeed to the position of President-Elect should the office of the President be vacated and succeeded to by the President-Elect as described in section B of this Article, and shall perform such other duties as the President or the Board may from time to time prescribe.

D. The Secretary shall in good faith record and promptly distribute to Board members the minutes of each official meeting of the Guild and of the Board; maintain the minutes in one or more minute books; provide notices as required by these Bylaws or by law; be the custodian of the Guild's corporate records; when requested or required, authenticate any Guild records; keep a current register of the mailing address and, if available, the e-mail address of each director; and shall perform all duties which by law or custom are incident to the office of Secretary and such other duties as the Guild or the Board may from time to time prescribe. The Secretary may delegate some of the above duties to the Executive Director of the Guild but shall have the continuing duty to see that such delegated duties are properly performed.

E. The Treasurer shall have charge and custody of and be responsible for all funds and financial documents of the Guild; receive and give receipts for moneys due and payable by or to the Guild from any source and deposit all moneys in the Guild's name in banks and depositories selected by the Board; submit the Guild's books and records to a Certified Public Accountant or other accountant for annual audit or review; report at the Annual Meeting and at other times specified by the Board on the financial affairs and conditions of the Guild; and shall perform all duties which by law or custom are incident to the office of Treasurer and such other duties as the President or the Board may from time to time prescribe. The Treasurer may delegate some of the above duties to the Executive Director of the Guild but the Treasurer shall have the continuing fiduciary duty to see that such delegated duties are properly performed.

F. The Executive Director shall be responsible for the day-to-day operation of the Guild and, working in close conjunction with the President and other members of the Executive Committee, shall have the task of communicating with Guild and Board members and others, assisting in organizing the Guild's Annual Conference and other meetings, and performing such other duties as the President or the Board may from time to time prescribe.

G. The Editor of the *Journal of the Conductors Guild* shall compile, edit and cause to be published a journal which shall contain original articles, columns, book reviews, bibliographies, lectures, transcriptions, translations, interviews, reprints of scholarly articles, and other material relevant to the art and profession of conducting.

H. The Editor of *Podium Notes* shall compile, edit and cause to be published a newsletter which shall contain items relating to the business and concerns of the Conductors Guild, including, but not restricted to, reports on the Guild's activities, announcements about future activities and plans, items of interest to the Guild membership, appointments, information on conductor training, and information on membership categories and joining the Guild.

I. The Editor of the *Conductor Opportunities Bulletin* shall compile, edit and cause to be published for the benefit of the members of the Guild a list of currently available conducting positions, teaching/conducting positions, fellowships, assistantships, competitions, workshops, masterclasses and other programs in order to inform the Guild membership of potential opportunities for conducting, teaching and study. When such information is not provided directly to the Guild office by the institution or organization, the Editor shall obtain emailed or written permission from such institution or organization to use the material. The institution or organization will not be charged for this service and the service is provided as a benefit for Guild members. The *Bulletin* will be published and posted on the Guild website each month, with an update occasionally posted in the middle of the month. The Editor shall be reimbursed for phone and fax expenses based on periodic accounting provided to the Guild office.

J. The directors and officers of the Guild shall not be personally liable for the debts, liabilities or other obligations of the Guild. The Guild shall at all times and at its expense keep in force and maintain Directors and Officers ("D & O") liability insurance with a reputable and solvent insurance carrier, in sufficient limits to cover any and all losses that may occur. The Guild shall fully indemnify the directors and Officers for all uninsured losses and liabilities to the fullest extent permitted by law, as long as the actions of the directors and Officers are taken in good faith and evidence loyalty to the Guild and its exempt purposes. By way of clarification of the foregoing, and not in limitation thereof, the Guild and/or its D & O insurer shall indemnify any director or Officer of the Guild who is made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, domestic or foreign, by reason of the fact that he or she is or was a director or Officer of the Guild. This indemnification shall extend to any and all judgments, fines, amounts paid in settlements, and reasonable expenses, including attorneys' fees, court costs and disbursements actually and necessarily incurred as a result of such threat, action or proceeding, including said costs and expenses incurred on appeal therein, provided such director or Officer acted in good faith, for a purpose he or she reasonably believed to be in the best interests of the Guild. In regard to criminal prosecutions, such director or Officer, in addition to the foregoing, must have reasonably believed, after exercising due diligence, that his or her conduct was not unlawful. This indemnification shall not apply to actions against such director or Officer initiated by the Guild when such director or Officer acted in bad faith or in a manner contrary to the best interests of the Guild. The Guild or its D & O insurance carrier shall, at all times, have the right to defend any third-party action brought against the director or Officer through counsel of the Guild's or its insurance carrier's choice, and the Guild or its carrier shall control the conduct of the litigation, if any. This indemnification clause may be supplemented by resolution of the Guild's Board of Directors from time to time.



### **ARTICLE VIII: CONDUCT OF THE GUILD'S BUSINESS**

A. Subject to the provisions of the New York Not-for-Profit Corporation law and to the Corporation's Certificate of Incorporation, the Board of Directors shall have general power to manage and control the affairs and property of the Corporation, shall have full power to adopt rules and regulations governing the actions of the Board, and shall have full and complete authority with respect to the distribution and payment of the moneys received by the Corporation from time to time; except that the Board of Directors is not authorized to amend or change the fundamental and basic purposes of the Corporation in any manner that would disqualify the Guild as a tax-exempt entity under Section 501 (c) (3), IRC or the applicable state laws governing not-for-profit corporations. Notwithstanding the foregoing, in the event of an emergency or unforeseen circumstances, the Executive Board, by a majority vote of the Executive Board and on written notice promptly thereafter sent to the Board of Directors, may act in place of the Board of Directors except as otherwise may be limited by the terms and conditions of these Bylaws. Any action taken pursuant to the provisions of this paragraph shall be submitted to the Board of Directors for ratification at its next meeting.

B. Procedure at all meetings of the Guild and of the Board shall be in accordance with current Bylaws, or otherwise in accordance with the latest edition of *Robert's Rules of Order*. The Board may conduct business and make its decisions not only at meetings but, provided that due written notice is given, also by telephone, video conferencing, mail, electronic communication or other reasonable means. In the event the Board should become deadlocked on any matter that comes before it, the President of the Guild shall break the deadlock by casting the deciding vote.

C. The Guild Board may employ and hire individuals to carry out various business functions or projects of the Guild as deemed necessary. The Board will set compensation for these services within the budget.

### **ARTICLE IX: MEETINGS OF THE BOARD AND OF MEMBERS**

A. The Guild shall hold at least one meeting of its members each year, to be designated as the Annual Meeting, and may hold one or more special meetings each year. The dates and location of the next Annual Meeting will be approved at the previous Annual Meeting where practicable.

B. The Board of Directors may hold meetings each year at such times and places as its members shall determine. The Board shall hold an annual meeting at the Guild's Annual Conference each year.

C. The Annual Meeting shall be held during the week and in a city in which the Annual Conference of the Guild is being held and shall have among its purposes the election of members of the Board as required by these Bylaws and the transaction of such other business as may come before the meeting. The President and Board of Directors shall present at each Annual Meeting a full and complete statement of the business and affairs of the Guild for the previous fiscal year. Such statement shall be prepared and presented in whatever manner the Board of Directors may deem advisable.

D. A special meeting of the Guild may be called by the President at his/her discretion, may be called by the Board at its discretion, or shall be called by the President promptly upon delivery to

the Secretary of a written request signed by fifty or more members of the Guild, to be held at the date, time and place determined, respectively, by the President or by the Board. The meeting will be held within a reasonable time from the date of communication of the request. Written notice of such special meeting shall be given by the Guild's Secretary or by the Executive Director at least ten (10) business days before the meeting. The notice shall include the meeting place, day and hour as well as a description of the purpose of such meeting.

E. Written notice stating the date, hour and place of the Annual Meeting shall be sent or delivered to all persons entitled to notice no later than ten (10) days and no earlier than forty (40) days before the date of the Annual Meeting.

F. Definitions of a quorum are as follows:

1. A quorum at any Annual Meeting of the Guild shall be thirty-three percent (33%) of the Guild's voting membership registered as in attendance at the Guild's Annual Conference.
2. A quorum at any Board meeting of the Guild shall be twenty five percent (25%) of the Board voting membership.
3. If the President or Board calls a special meeting of the membership, a quorum shall be ten percent (10%) or more of the voting members of the Guild.
4. If fifty or more members submit a written request to the Secretary to convene a special meeting of the Guild, a quorum shall be thirty-three percent (33%) of the number of voting members who signed the request.
5. If a quorum is not present at a duly-noticed Guild meeting, a majority of the voting members present may adjourn the meeting to a future date without further notice.

G. Except as expressly provided in Article V, Subsection I, Article VI, Subsection F and Article VIII, Subsection B of these Bylaws, voting on all matters shall be in person or by proxy; voting by proxy shall be permitted, provided that the proxy shall be in writing and shall be delivered to the Secretary at the beginning of the meeting for which the proxy is given. The vote of the person giving the proxy shall be counted separately and said proxy shall be counted for purposes of establishing whether there is a quorum at such meeting. The act of a majority of the members present in person or by proxy and voting at a meeting duly called and noticed at which a quorum is present at the time of the act shall be the act of the members, except where otherwise provided by law. The Board of Directors may, by duly enacted Resolution, allow for attendance and voting at any meeting of the Board by video conferencing or telephone conference, in which case such attendance shall be equivalent to attendance in person and proxy will not be required of such person attending the meeting via electronic means. In the event electronic attendance is permitted, the notice of the meeting shall contain instructions on how to join the meeting electronically.

#### **ARTICLE X: ADVISORY COUNCIL**

A. The Board shall cause to be established and maintained an Advisory Council, the purpose of which will be to promote and carry forward the relationship between the Guild and certain distinguished individuals in the conducting profession who are interested in the Guild and who support its mission but are unable to assume membership on a working Board of Directors.

B. The Advisory Council shall be comprised of all Past Presidents of the Guild and other distinguished conductors and professionals as determined by the Board. There will be no limit to the number of members on the Advisory Council at any one time.

C. Membership on the Advisory Council shall not be limited in duration and shall automatically confer Life Membership in the Guild. Members of the Advisory Council may or may not concurrently hold seats on the Board of Directors, as the Board of Directors may determine, in its sole discretion.

D. Nominees for the Advisory Council shall be approved by the full Board at its fall meeting and elected by the membership at the Annual Meeting.

E. The duties of the Advisory Council will include:

1. To advise the Board on matters of policy;
2. To help promote the activities of the Guild as are appropriate; and
3. To serve on standing committees of the Board as requested by the Board.

F. Any Advisory Council Member may be removed from membership by the Board with or without cause after:

1. A hearing before the Board called for that purpose upon thirty days' prior written notice to all concerned; and
2. A vote in favor of removal by two-thirds of the members of the Board in attendance in person or present electronically (i.e., by video conference or telephone, when authorized by the Board).

#### **ARTICLE XI: COMMITTEES**

Committees of the Guild or of the Board may be created by the respective bodies. The President of the Board may create and appoint such other standing or special committees as he/she may deem necessary. No committee is permitted to bind or commit the Board or the Guild to any particular course of action. Committee determinations are only advisory in nature and shall be entirely subject to Board approval or disapproval, as the case may be, in the Board's sole discretion.

#### **ARTICLE XII: DUES**

Annual dues for Full, Student, Institutional and Library, and Life members shall be determined by the Board and ratified by a vote of the Guild membership at the Annual Meeting. The adopted fee schedule will take effect on a date determined by the Board and will continue until changed by the Board and the membership as provided for in this article. Voting privileges at the Annual Meeting will be extended to all Full, Student and Life members whose annual dues have been received by the Guild prior to the beginning of the Annual Meeting.

### **ARTICLE XIII: AMENDMENTS TO BYLAWS**

A proposal to amend, repeal or supersede the Bylaws must be voted on and approved by the majority of the Board or petitioned by fifteen or more voting members of the Guild and delivered to the Secretary no later than thirty days prior to any meeting; provided that the notice of the meeting, Annual or Special, shall have noted the intention to amend the Bylaws; and provided further that a copy of the proposed amendment shall have been sent to each Board member with the notice of the meeting. The new Bylaws may be ratified by majority vote at any meeting of the Guild in accordance with the provision of section G of Article IX. The Board of Directors reserves the editorial privilege to amend the Bylaws for the purpose of consistency of style when such changes do not alter the meaning or intent of the Bylaws.

### **ARTICLE XIV: CONFLICT OF INTEREST POLICY**

#### **A. Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's ("Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **B. Definitions**

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under sub-paragraph C, Section 2, below, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### **C. Procedures**

1. Duty to Disclose In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is

discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### 3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. This disqualification from voting shall not affect the issue of whether a quorum is present and the attendance of such person shall count towards establishing a quorum.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### Instructions for Form 1023-25-4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and/or corrective action.

### D. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### E. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### F. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### G. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### H. Use of Outside Experts

When conducting the periodic reviews as provided for in the preceding subparagraph G, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### **ARTICLE XV: POLICY AGAINST HARASSMENT**

A. Generally. It is the policy of the Conductors Guild (the "Guild") to provide a workplace that is free from harassment. The Guild does not tolerate harassment of any employee or any others working at the Guild, regardless of employment status, because of race, color, gender, religion, national origin, ethnicity, age, disability, veteran status, sexual orientation or other conditions protected by law. Such harassment is unlawful and can result in significant liability under the law for the Guild and individuals that engage in such conduct. Moreover, the Guild expects employees and all others working at the Guild, regardless of employment status, to treat all persons and each other with respect and dignity. The Guild, therefore, is committed to vigorously enforcing this policy at all levels within the Guild.

**B. What Constitutes Harassment?**

For purposes of this Guild Policy, harassment is conduct related to a person's race, color, gender, religion, national origin, ethnicity, age, disability, veteran status, sexual orientation or other conditions protected by law, when such conduct has the purpose or effect to unreasonably interfere with an employee's work performance, create an intimidating, hostile, or offensive work environment, or otherwise adversely affect an individual's employment opportunities. Harassment may include, but is not limited to, the following:

- a. Verbal abuse or ridicule, including slurs
- b. Offensive gestures
- c. Displaying or distributing offensive materials, writings, graffiti, emails or pictures
- d. Offensive jokes and comments

**C. Possible Consequences of Violation.** Harassment is both unlawful and harmful to the victim and other persons working at the Guild. Incidents of harassment can result in a general atmosphere in which more than one person suffers. Harassment has no legitimate business purpose; accordingly, employees or others working at the Guild, regardless of employment status, as well as officers, directors and Board members who engage in prohibited conduct, will be subject to censure and discipline, including possible termination from continuing to serve in their positions with the Guild. The Guild also will not condone harassment of an employee or others working at the Guild, regardless of employment status, by any person or business entity whose relationship to such person exists through the business or activities of the Guild.

**D. Duty to Investigate Complaints.** All harassment complaints will be thoroughly reviewed, and, where warranted, complaints will be remedied promptly. To the extent practicable under the circumstances, the privacy concerns of employees involved in a harassment complaint will be accommodated.

**E. Administrative Hearing on Complaint.** Any person accused of violation of this Article XV shall be entitled to a hearing, at a Special Meeting called for that purpose, before the Board of Directors of the Guild on no less than thirty (30) days' written notice given to the accused by the Board. If the accused is a Board member, he or she shall not be entitled to vote on the guilt or innocence of the accused or the consequences to result from a finding of guilt, if any. All interested parties and witnesses, if any, will be entitled to be heard. The proceedings shall be held in strictest confidence and to the extent permitted by applicable law, the Board's determination shall not be admissible in any subsequent judicial action.