

**BYLAWS**  
**of the**  
**ANNAPOLIS SYMPHONY ORCHESTRA, INC.**  
**(the “Corporation”)**  
**A nonstock Maryland corporation**

**Adopted: May 27, 2025**

Maintenance of Tax-Exempt Status. Notwithstanding anything to the contrary contained in these Bylaws, any provision herein shall have no force and effect if it terminates or disqualifies the Corporation from: (a) being a corporation exempt from federal income tax under the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue Law), and its regulations (the “Code”) including Section 501(c)(3), or (b) contributions to it not being deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

The Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code and not within the stated purposes of its Articles of Incorporation, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

**ARTICLE I**

**Trustees & Voting**

SECTION 1. Neither the Articles of Incorporation nor these Bylaws provides for members. Solely for purposes of Title 5, Subtitle 2, Section 5-204 of the Corporations and Associations Article of the Annotated Code of Maryland (“C&A Article”), the Voting Trustees in their capacity as duly Voting Trustees shall constitute the members of the Corporation. Trustees may not vote by proxy per C&A Article.

SECTION 2. The Board of Trustees of the Corporation (also known as the “Board”) consists of Voting Trustees and Non-Voting Trustees called Ex-Officio Trustees and Emeritus Trustees.

(a) The Board of Trustees elects its Voting Trustees. Each individual elected by the Board and designated as a Voting Trustee is entitled to one (1) vote on any resolution, action, or matter submitted to a vote. A Voting Trustee must be at least eighteen (18) years old.

(b) A duly called Board meeting means a meeting with proper notice per Article VII.

(c) Unless otherwise specifically designated in these Bylaws or as may be otherwise provided for by law or by the Articles of Incorporation, all voting by the Board:

- (i) must occur at a duly called Board meeting;
- (ii) a quorum as defined in Article III, Section 7 must be present; and
- (iii) passage of any resolution, action, or matter requires the affirmative vote of a majority of the Voting Trustees present at the meeting except two thirds majority vote as required by Article II; Article III, Section 3(d); Article IV Section 1(f); and Article IV Section 2.
- (iv) A Voting Trustee must vote in person at the meeting or as otherwise allowed under Article III, Section 5(b) or under Article I, Section 2(d).

(d) Action without a meeting: Passage of any resolution, action, or matter may occur without a meeting if:

- (i) the full resolution is stated in a written document provided to each Voting Trustee;
- (ii) notice of an in-person meeting is waived by each Voting Trustee;
- (iii) there is unanimous written consent of all Voting Trustees to adopt the resolution; and
- (iv) the outcome is recorded in writing and ratified at the next Regular meeting.

(e) The only methods to approve any action that properly comes before the Board, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these Bylaws, are stated in this Section 2, and Article III, Section 8.

(f) Failure to provide notice of a Board meeting to any Non-Voting Trustee shall not invalidate the Board meeting or voting.

(g) A Voting Trustee attending a Board meeting in person constitutes a waiver of notice. Any Voting Trustee may in writing waive notice of the time, place, and purpose of any meeting.

(h) Voting by proxy is prohibited per C&A Article.

(i) An Ex Officio Trustee and an Emeritus Trustee, as defined below, are honorary titles and such individuals may never vote on any Board or committee resolution, action, or matter under any circumstances, nor ever be counted in determining any quorum.

## **ARTICLE II**

### **Amendment of Articles of Incorporation and Bylaws**

Per Article I, Section 2, by at least a two thirds majority vote, the Board shall have the power and authority to amend, modify, alter, or repeal the Articles of Incorporation, as amended from time to time, and these Bylaws or any provision thereof, and may from time to time approve additional Bylaws.

## **ARTICLE III**

### **Board of Trustees**

#### **SECTION 1. General Powers.**

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts that may be necessary or convenient to affect the charitable purposes, as expressed in its Articles of Incorporation. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

The policy making, property, affairs, and business of the Corporation and all corporate powers in all respects shall be solely determined, conducted, and managed under the direction of the Board. The Board shall exercise the customary powers of the board of directors of a non-profit charitable corporation. All powers

of the Corporation shall be exercised by or under the authority of the Board.

## SECTION 2. Board Composition, Voting, and Trustee Categories.

### (a) Voting Trustees.

Elections of Voting Trustees shall occur each year at the May Regular meeting or at a meeting at any other time deemed appropriate by the Board Chair. At the meeting, the Voting Trustees, per Article I, Section 2, by a majority vote may elect a Voting Trustee to start a new three-year term.

Voting Trustees shall vote on the advancement of Voting Trustees already serving within a term.

There shall be at least three (3) Voting Trustees serving at any one time, or such other number as may be voted upon from time to time by the Board per Article I, Section 2.

At the time of the adoption of these Bylaws, the individuals in the attached Exhibit A are the currently serving as Voting Trustees and Emeritus Trustees, with the expiration of their current term designated after their names.

Upon election commencing on the date designated by the Board, a Voting Trustee shall serve for a term of three (3) years and may be elected by the Board to serve an additional two (2) consecutive three (3)-year terms. A hiatus from the Board of one (1) year is required for any Voting Trustee who has served three (3) consecutive three (3) year terms before that Voting Trustee is eligible for election to the Board. The three (3) year terms of the Voting Trustees shall be staggered so that approximately one-third of the Voting Trustees will be elected annually.

(b) Emeritus Trustees. There shall be a category of Board Trustee known as an "Emeritus Trustee." A Voting Trustee who has served three 3-year terms is eligible for Non-Voting Emeritus status thereafter. Emeritus Trustees shall be nominated by the Nominating & Governance Committee and elected by the Board when there is need for those persons who have served as Voting Trustees with distinction and excellence. Emeritus Trustees

shall serve a one-year term that is renewable once if they remain active in the work of the Corporation and are recommended by the Nominating & Governance Committee.

Emeritus Trustees shall be entitled to receive all notices and information that are provided to the Board, to attend all Board meetings, to participate in meetings of the Committees on which they serve, and are encouraged to attend all other events conducted by the Corporation. An Emeritus Trustee shall not be subject to any attendance policy, nor entitled to hold office.

(c) Ex Officio Trustees. The individuals holding the following positions shall serve as Non-Voting Ex Officio Trustees. The positions are: 1) the Artistic Director & Conductor, 2) the Executive Director, 3) the President of the Friends of the Annapolis Symphony Orchestra, and 4) the Musician Representative of the Orchestra. The Board appoints these individuals to positions on the Board. The Ex Officio Trustees may attend meetings of the Board, provide reports to the Board, and serve on committees. Ex Officio Trustees may only represent the Corporation within their designated titled capacities. In the event an individual serving in such Ex Officio Trustee position has separately been elected to the Board as a Voting Trustee, this elected individual shall then have all voting rights and privileges and be included in determining a quorum when present during the individual's term as a Voting Trustee.

### SECTION 3. Board Vacancies.

(a) Vacancy. In the case of any Board vacancy through death, resignation, disqualification, removal, or other cause, the remaining Voting Trustees, per Article I, Section 2, by majority vote may elect a successor Voting Trustee to hold office for the balance of the year held by the vacating Voting Trustee.

(b) Resignation. Any Voting Trustee may resign at any time by giving written notice to the Board Secretary or President. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any Trustee who is absent from three (3) consecutive Board meetings without good cause acceptable to the Board Executive Committee shall be deemed to have resigned.

(c) Replacement. Similarly, and in the event the Board increases the number of Voting Trustees, the current Voting Trustees, by majority vote per Article I, Section 2, may elect an individual as a new Voting Trustee for an initial three (3) year term.

(d) Removal From Office. Per Article I, Section 2, by at least two thirds vote of all the Voting Trustees, any Voting Trustee may be removed from office without cause. Before any Board meeting at which a vote on removal will be taken, the Voting Trustee in question must be given at least fifteen (15) days prior written notice of the Board meeting at which her/his removal will be discussed. The subject Voting Trustee shall have an opportunity to be heard at the same Board meeting and may vote, per Article I Section 2(a).

(e) Leave of Absence. A Voting Trustee may take up to a one (1) year leave of absence from service as a Voting Trustee subject to the approval per Article I, Section 2, by majority vote of the Board. No vacancy shall be created as a result of a Voting Trustee taking an approved leave of absence. The Board may designate another Voting Trustee to serve in any office or on any committee in place of the Voting Trustee on leave, until such time as the leave is completed. A Voting Trustee who fails to return to the Board at the end of the leave of absence shall be deemed to have resigned at the termination of the leave of absence. During an approved leave of absence, the individual is not considered a Voting Trustee for any reason.

#### SECTION 4. Place of Meeting.

The Board may hold its meetings, maintain one or more offices, and keep the books of the Corporation within the State of Maryland at such place or places as the Board may determine per Article I, Section 2, by majority vote of the Voting Trustees.

#### SECTION 5. Annual and Regular Meetings.

(a) The Corporation shall hold the Board's Annual Meeting to elect Voting Trustees and Officers, and Emeritus Trustees, and to transact any other business within its powers. The Annual Meeting shall take place each year at the final meeting of the fiscal year, not on a legal holiday, as determined by the



President/Chair (sometimes referred to in this document as either the “President” or the “Chair”). Failure to hold the Annual Meeting does not invalidate the Corporation’s existence or affect any otherwise valid corporate acts. In the absence of the President, the Vice President of the Corporation (also called the Vice Chair of the Board) shall serve as the President/Chair at the Annual or any other Board meetings.

(b) Voting Trustees may participate in any Board and committee meetings by means of a conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time as permitted under the C&A Article, as amended from time to time. Participation in any Board or committee meeting by these means constitutes presence in person at the meeting.

(c) Regularly scheduled Board meetings may be held without further notice after initial voting and approval by the Voting Trustees and initial notification to the Voting Trustees of the place, time, and date of the regularly scheduled Board meetings. Other meetings of the Board shall be held on such date and at a place as determined per Article I, Section 2, by majority vote of the Voting Trustees.

(d) Subject to Article III, Section 3, any business other than the election of Trustees or the review/removal of a Trustee may be transacted at any Regular Board meeting without the purpose having been specified in the notice of the Board meeting.

#### SECTION 6. Quorum.

Subject to Article III, Section 7, a quorum is present when at least a majority of the Voting Trustees is attending a Board meeting in person or by electronic means. Attendance of a Voting Trustee by electronic means constitutes being present in person at the meeting.

#### SECTION 7. If a Quorum Is Not Present; Calling an Additional Meeting.

Notwithstanding any provision to the contrary contained in these Bylaws:

(a) If a quorum is not present at a duly called meeting of the Voting

Trustees sufficient to approve a proposed action, a subsequent meeting of the Voting Trustees may be called for the same purpose if:

(1) The notice of the original meeting stated that the procedure authorized by Title 5, subtitle 2, Section 5-206 of the C&A Article will be invoked; and

(2) By majority vote of the Voting Trustees present in person at the original meeting (at which the quorum was not present), these Voting Trustees may approve the Additional Meeting to be conducted under Title 5, subtitle 2, Section 5-206 of the C&A Article.

(b) In addition to the requirements of Section 6 of Article III of the Bylaws, at least fifteen (15) day prior notice of the time, place, and purpose of the Additional Meeting shall be given by advertisement in a newspaper published in the County where the principal office of the Corporation is located or by electronic means to all Voting Trustees. The notice shall contain the quorum and voting provisions of subsection (c) of this Section 7.

(c) At the Additional Meeting, the Voting Trustees present in person constitute a quorum, no matter how few are present. A majority of the Voting Trustees present in person may approve or authorize the proposed action at the Additional Meeting and may take any other action which could have been taken at the original meeting if a sufficient number of Trustees had been present.

#### SECTION 8. Special Meeting.

Special Board meetings may be held when called by the President/Chair, or if called by a majority vote of the Voting Trustees, to address one or more urgent items specified in the notice of the Special Meeting, that cannot wait for the next Regular meeting. The President/Chair or Secretary shall give notice of the time, place, and purpose of each Special Meeting by first class USPS mail, hand delivery, overnight couriers such as FedEx, facsimile, email, or other forms of electronic transmission to such address as provided by the Trustee, at least three days before the Special Meeting. The number of days' notice required is computed by counting all calendar days, including holidays and weekends, excluding the day of the meeting but including the day of the mailing. Special Meetings may not be held on holidays. Any Trustee may in writing waive the notice of the time, place, and purpose of the Special Meeting.



Unless otherwise indicated in the notice of the Special Meeting, only the business specified in the notice may be transacted at the Special Meeting. A quorum is required to take action by the Board at the Special Meeting and any action taken must be ratified at the next Regular Meeting.

#### SECTION 9. Compensation of Voting Trustees.

Voting Trustees, Ex Officio Trustees, Alumni Trustees, and Emeritus Trustees shall not receive any compensation for their services in these capacities, nor receive reimbursement of their expenses incurred in attending any regular, special, or additional Board Meeting, except as otherwise may be authorized by the Board.

#### SECTION 10. Executive Session.

Attendance at Executive Sessions shall be limited to Voting Trustees and others who are invited by the Chair. The Chair shall determine whether any Board meeting or portion of a meeting shall be in regular or Executive Session.

#### SECTION 11. Executive Committee.

Per Article I, Section 2, by majority vote, the Board may:

- (a) Appoint from among its Voting Trustees an Executive Committee composed of the Chair and at least four (4) other Voting Trustees; and
- (b) Delegate to the Executive Committee any of the powers of the Board, except the power to:
  - (i) Authorize the issuance of stock;
  - (ii) Recommend any action that would require the Voting Trustees acting as members under C&A Article Section 5-204 approval, other than the election of Voting Trustees;
  - (iii) Amend the Articles of Incorporation or the Bylaws; or
  - (iv) Approve any merger.

## SECTION 12. Committees.

(a) Standing Committees. The Standing Committees are: the Executive Committee; the Finance Committee; the Nominating & Governance Committee; and the Compensation Committee. The specifics on these and other committees are as set forth in the Board of Trustees Policy Manual. The Policy Manual is subservient to the Articles of Incorporation and the Bylaws.

(b) Select Committees. The Chair may establish other Board committees as needed.

## ARTICLE IV

### Officers

## SECTION 1. Election, Tenure, and Compensation.

(a) The Officers of the Corporation shall be a President, who shall also serve as Board Chair, a Vice-President of the Corporation who shall serve as Board Vice Chair, a Vice-President for Finance, a Secretary, and a Treasurer. The Corporation may have additional Vice-Presidents, and/or one or more assistants to the foregoing Officers as the Board considers necessary for the proper conduct of the business of the Corporation. The Officers shall be elected annually by the Board at its Annual Meeting except where a longer term is expressly provided in a resolution approved by the Board. Officers shall not have written employment agreements with the Corporation but an Officer who also serves in some other capacity may have a written employment agreement for non-officer duties.

(b) The Officers must be elected from among the Voting Trustees. The positions of Chief Executive Officer or Executive Director are not considered officer positions for purposes of the C&A Article, the Articles of Incorporation, or these Bylaws.

(c) Any two or more of the above offices, except those of President and Vice President of the Corporation, may be held by the same person. However, no Officer holding two officer positions shall execute, acknowledge, or verify any

instrument in more than one capacity if such instrument is required by law or by these Bylaws to be executed, acknowledged, or verified by any two or more Officers.

(d) The compensation or salary, if any, paid to any Officer of the Corporation shall be fixed by resolution adopted by the Board.

(e) In the event that any office, other than an office required by law, shall not be filled by the Board, or once filled, subsequently becomes vacant, then such office and all references thereto in these Bylaws shall be deemed inoperative unless and until such office is filled in compliance with these Bylaws.

(f) Except where otherwise expressly provided in a contract authorized by the Board, per Article I, Section 2, by at least a two-thirds majority vote, any Officer and any agent of the Corporation shall be subject to removal at any time without cause.

#### SECTION 2. Powers and Duties of the Board Chair.

The Board Chair shall serve as President of the Corporation. The Board Chair shall preside at all Board meetings unless per Article I, Section 2, by at least a two thirds majority vote, the Board elects an individual other than the current Board Chair to preside at a Board meeting. The Chair, serving as President, may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. The Board Chair shall be an Ex Officio member of all standing and select committees, except Nominating & Governance, to which the Board Chair may attend by invitation by the Nominating & Governance Committee Chair.

#### SECTION 3. Powers and Duties of the Board President.

The President may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. The President shall have the general powers and duties usually vested in the office of president of a corporation under Maryland law. The President shall perform such other duties as may be assigned to the President by the Board.

#### SECTION 4. Powers and Duties of the Vice-Presidents.

There shall be at least two Board Vice-Presidents:

(a) The Vice-President of the Corporation shall also serve Vice Chair of the Board and shall preside at the Board meetings when the Chair is absent. Any action taken by the Vice-President of the Corporation in place of the President shall be conclusive evidence of the absence or disability of the President.

(b) The Vice-President for Finance shall chair the Finance Committee and exercise primary oversight over the Corporation's investment portfolio and endowments. The Vice-President for Finance shall have non-exclusive signatory authority over all financial transactions on behalf of the Corporation. The Vice-President for Finance shall have control of all the funds and securities of the Corporation. The Vice-President for Finance shall work in collaboration with the Treasurer.

The Vice-President for Finance shall give the Corporation a bond, if required by the Board, in a sum, and with one or more sureties, satisfactory to the Board, for the faithful performance of the duties of his/her office and for the restoration to the Corporation in case of the Vice-President's death, resignation, retirement, or removal from office of all books, papers, vouchers, monies, and other properties of whatever kind in his/her possession or under his/her control belonging to the Corporation.

(c) The Board may appoint one or more additional Vice-Presidents.

#### SECTION 5. Secretary.

The Secretary or the Board Chair/President shall give or cause to be given notice of all Board meetings and of all other notices required by law or by these Bylaws. In case of the Secretary's absence, or refusal or failure to do so, any such notice may be given by any person so directed by the Board Chair/President, or by the Voting Trustees upon whose written request the meeting is called. The Secretary shall record all the proceedings of the Board meetings in books provided for that purpose. The Secretary shall perform such other duties as may be assigned to the Secretary by the Board or the President. In general, the Secretary shall

perform all the duties generally incident to the office of Secretary, subject to the control of the Board and the President.

#### SECTION 6. Treasurer.

The Treasurer shall work in collaboration with the Vice-President for Finance. The Treasurer shall have non-exclusive signatory authority over all financial transactions on behalf of the Corporation. The Treasurer shall exercise primary oversight of the Corporation's annual operating budget including annual budgeting and financial reporting. On a regular basis, the Treasurer shall review the monthly financial reports provided by the staff and provide the Board with a report on the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board, in a sum, and with one or more sureties, satisfactory to the Board, for the faithful performance of the duties of his/her office and for the restoration to the Corporation in case of the Treasurer's death, resignation, retirement or removal from office of all books, papers, vouchers, monies, and other properties of whatever kind in his/her possession or under his/her control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board and the President.

#### SECTION 7. Assistant Secretary.

The Board may appoint one or more Assistant Secretaries. Each Assistant Secretary shall (except as otherwise provided by Board resolution) have the power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to him or her by the Board or the President. In case of the absence or disability of the Secretary, the duties of the office shall be performed by any Assistant Secretary, and the taking of any such action by any such Assistant Secretary in place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

## SECTION 8. Assistant Treasurer.

The Board may appoint one or more Assistant Treasurers. Each Assistant Treasurer shall (except as otherwise provided by Board resolution) have the power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned to him or her by the Board or the President. In case of the absence or disability of the Treasurer, the duties of the office shall be performed by any Assistant Treasurer, and the taking of any such action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

The Assistant Treasurer shall give the Corporation a bond, if required by the Board, in a sum, and with one or more sureties, satisfactory to the Board, for the faithful performance of the duties of his/her office and for the restoration to the Corporation in case of the Assistant Treasurer's death, resignation, retirement or removal from office of all books, papers, vouchers, monies, and other properties of whatever kind in his/her possession or under his/her control belonging to the Corporation.

## ARTICLE V

### Corporate Seal

In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization, and the word "Maryland." Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation, but each copy thereof shall be in the custody of the Secretary or Assistant Secretary of the Corporation.



## **ARTICLE VI**

### **Bank Accounts, Loans, and Budget**

#### **SECTION 1. Bank Accounts.**

Such Officers or agents of the Corporation as from time to time shall be designated by the Board shall have authority to deposit and withdraw funds as authorized.

#### **SECTION 2. Loans.**

Such Officers or agents of the Corporation as from time to time shall be designated by the Board shall have authority to effect loans, advances, or other forms of credit for the Corporation. As security for the repayment of such loans, the appropriate Officers of the Corporation may grant a security interest in any or all of the tangible and intangible assets of the Corporation and execute such other instruments as required by the lender.

#### **SECTION 3. Budget.**

The Board shall approve an annual budget. The proposed budget shall be planned within the financial resources of the Corporation. The Finance Committee will identify appropriate financial sources to cover the proposed expenses or strategies to address any budget deficit. Any excess funds remaining at the end of the fiscal year will be allocated to reserves or endowment as recommended by the Finance Committee and approved by the Board.

## **ARTICLE VII**

### **Notices**

(a) Whenever, under the provisions of these Bylaws, notice is required to be given to any Board member, such notice shall be given by first class USPS mail, hand delivery, overnight couriers such as FedEx, facsimile, email, or other forms of electronic transmission to such address as provided by the Board member, in which event such notice shall be deemed to be given when so mailed

or transmitted. Any Board member may waive any notice required to be given under these Bylaws.

(b) Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, there must be at least fifteen (15) days' notice prior to a Board meeting except for meetings previously scheduled in advance. A meeting to be duly called must comply with this Article VII. Voting may only occur at a duly called meeting or by the written unanimous consent of the Board members per Article I, Section 2(d).

(c) For all notices to each Board member under these Bylaws for whatever purpose or reason, the Corporation in addressing the notices may solely rely upon the last USPS mailing address or electronic address provided by each Board member. It is the sole responsibility of each Board member to notify the Corporation in writing of any change of a mailing or electronic address.

## **ARTICLE VIII**

### **Miscellaneous Provisions**

#### **SECTION 1. Fiscal Year.**

The fiscal year of the Corporation shall end on June 30 unless otherwise provided by the Board

#### **SECTION 2. Books and Records.**

The Corporation shall keep accurate and complete books and records of its accounts and transactions and of the minutes of the Board, Committee, and Executive Session meetings when exercising any of the powers of the Board. The books and records of the Corporation may be in written form or in any other form that can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of an electronic reproduction. The original or a certified copy of the Bylaws shall be kept at the principal office of the Corporation.

## ARTICLE IX

### Conflict of Interest Policy

#### SECTION 1. Purpose.

The purpose of the Conflict of Interest Policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Voting Trustee, Non-Voting Trustee, or Officer of the Corporation, 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.

#### SECTION 2. Definitions.

Interested Person. Any Voting Trustee or Officer, or a Non-Voting Trustee member of a Board Committee with governing Board-delegated powers, including Voting and Non-Voting Trustees and Officers, who has a direct or indirect financial interest, as defined below, is an Interested Person.

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 Corporation has a transaction or arrangement; (b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation 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 Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial.

A financial interest is not necessarily a conflict of interest. Under Article IX, Section 3 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.

### SECTION 3. Procedures.

(a) 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 Board or members of committees with governing Board-delegated powers, Board Voting Trustees or Board Committee Trustees, and members of committees with governing Board-delegated powers, including Voting and Non-Voting Trustees and Officers, considering the proposed transaction or arrangement.

(b) 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, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest, including any Board or Committee meeting, while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Board Committee members shall decide if a conflict of interest exists.

#### (c) Procedures for Addressing the Conflict of Interest.

An Interested Person may make a presentation to the Board or Board Committee meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The Chair of the Board or the Chair of the Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board or committee shall determine whether the Corporation 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.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Board Committee shall determine by a majority vote of the disinterested Board or Committee members (who are the Voting Trustees) whether the transaction or

arrangement is in the Corporation'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.

(d) Violations of the Conflicts of Interest Policy.

If the Board or Board committee has reasonable cause to believe a Voting Trustee or Non-Voting Trustee has failed to disclose actual or possible conflicts of interest, it shall inform the Trustee of the basis for such belief and afford the Trustee an opportunity to explain the alleged failure to disclose.

If, after hearing the Trustee's response and after making further investigation as warranted by the circumstances, the Board or Committee members who are Voting Trustees determines the Trustee has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. Records of Proceedings.

The minutes of any Board or 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 Board's or Committee's decision as to whether a conflict of interest in fact existed; and

(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.

SECTION 5. Compensation.

A Voting Trustee, including any Board or Committee member who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Trustee's compensation.

A Trustee or other individual who is a member of any Board Committee whose jurisdiction includes compensation matters and who receives compensation, either directly or indirectly, from the Corporation for services, is precluded from voting on matters pertaining to that Trustee's or individual's compensation.

Any Trustee or other individual who is a member of any Board Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any other Board Committee regarding compensation.

#### SECTION 6. Annual Statements.

Each Trustee, Officer, and member of a Board Committee shall annually sign a statement which affirms such person: (a) has received a copy of the Conflict of Interest Policy, set forth in the Board Policy Manual; (b) has read and understands the Policy; (c) has agreed to comply with the Policy; and (d) understands that the Corporation 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.

#### SECTION 7. Periodic Reviews.

To ensure the Corporation 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 Corporation'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.

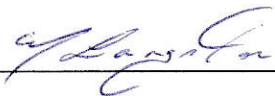


SECTION 8. Use of Outside Advisors.

When conducting the periodic reviews as provided for in Section 7 of Article IX, the Corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of the Annapolis Symphony Orchestra, Inc. were approved by its Board of Trustees on May 27, 2025, and constitute a complete copy of the Bylaws of the Corporation.

  
\_\_\_\_\_

Monique Langston, Secretary

Date: June 7, 2025

## EXHIBIT A

### Current Voting Trustees, Emeritus Trustees & Their Terms

		ENDING
Georgianna Crosby	3 <sup>rd</sup> term	June 30, 2026
Ginger From	3 <sup>rd</sup> term	June 30, 2026
Mary McKiel	3 <sup>rd</sup> term	June 30, 2027
Robert Arias	3 <sup>rd</sup> term	June 30, 2027
Charles Grudzinskaskas	3 <sup>rd</sup> term	June 30, 2027
Geraldine Ladd Jones	3 <sup>rd</sup> term	June 30, 2027
Deborah Howe	2 <sup>nd</sup> term	June 30, 2025
Shelley Row	2 <sup>nd</sup> term	June 30, 2025
Stephen Sotack	2 <sup>nd</sup> term	June 30, 2025
Elizabeth Maxwell-Schmidt	2 <sup>nd</sup> term	June 30, 2026
Ann Whitcomb	2 <sup>nd</sup> term	June 30, 2026
Katherine Edwards	2 <sup>nd</sup> term	June 30, 2027
Monique Langston	2 <sup>nd</sup> term	June 30, 2027
William Davis	1 <sup>st</sup> term	June 30, 2025
Michelle Hellstern	1 <sup>st</sup> term	June 30, 2025
Marie Treanor	1 <sup>st</sup> term	June 30, 2025
Sonja Gladwin	1 <sup>st</sup> term	June 30, 2026
Collot Guerard	1 <sup>st</sup> term	June 30, 2026
William Hoff	1 <sup>st</sup> term	June 30, 2027
Jeanne Kelly	1 <sup>st</sup> term	June 30, 2027
Florence Calvert, Emeritus	2 <sup>nd</sup> term	June 30, 2025
Jill Kidwell, Emeritus	1 <sup>st</sup> term	June 30, 2025