

BYLAWS of the
SANGAMON VALLEY YOUTH SYMPHONY

ARTICLE ONE: NAME

The name of the corporation shall be SANGAMON VALLEY YOUTH SYMPHONY. It shall be incorporated under the Illinois statutes for not-for-profit corporations.

ARTICLE II: PURPOSE, OFFICE

Section 1. PURPOSE

The corporation is organized and operated exclusively for charitable and educational purposes including, but not limited to, promoting and providing musical and educational experiences for youth and residents of the Central Illinois area.

Section 2. PRINCIPAL OFFICE

The principal office of the corporation shall be 420 S. 6th Street, Springfield, Illinois 62701. The corporation may have such other offices, either within or without the state of Illinois, as the board of directors may determine from time to time.

ARTICLE III: FISCAL YEAR

The fiscal year of the corporation shall be from July 1st to June 30th.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. MANAGEMENT

The corporation shall be managed, supervised, and controlled by a self-perpetuating board of directors and officers. The board of directors shall consist of not less than thirteen (13) and not more than seventeen (17) persons. The number of members may be modified from time to time by the board of directors by a simple majority.

Section 2. MEETINGS

The annual meeting of the board of directors shall be held on the second Monday of the month of May. The annual meeting shall be held for the purpose of electing officers and directors and transacting other business as may come before the meeting.

Regular meetings of the board of directors shall be held on the first Monday of each month, or at another time as determined by the board of directors.

Special meetings of the board of directors may be called by or at the request of the majority of the directors.

All meetings of the board, regular or special, shall be held at the principal office of the corporation, or at such time and place within or without the State of Illinois as shall be determined by the president or, if not designated by the president, then as determined by the board of directors.

Members of the board of directors may participate in a meeting of the board or committee by means of conference telephone or similar

communications technology whereby all persons participating in the meeting can communicate with each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 3. GUESTS

Adult participants in the corporation's programs, and parents of minor children participating in the corporation's programs are invited to attend meetings of the board of directors as observers. Minor children and other members of the public may attend only by invitation of an officer or a majority of the board of directors. Guests wishing to address the board must contact an officer two (2) weeks in advance of the meeting and request that an item be placed on the agenda describing the topic to be addressed and naming the person(s) who shall speak.

Section 4. PARLIMENTARY PROCEDURE

The latest edition of Roberts Rules of Order Revised shall prevail in all questions of procedure.

Section 5. NOTICE

Notice of any annual or special meeting shall be given at least five days prior thereto by written notice delivered personally or mailed to each director at such director's business or home address. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the board of directors needs to be specified in the notice or waiver of notice of such meeting.

Section 6. QUORUM

A majority of the incumbent members of the board of directors shall constitute a quorum for the transacting of business at any meeting of the board of directors.

Section 7. MANNER OF ACTING

The act of the majority of the directors present and voting at a meeting of the directors at which a quorum is present shall be the act of the board of directors unless a greater number is required under the Articles of Incorporation, these bylaws, or any applicable laws of the state of Illinois.

Section 8. EXECUTIVE SESSION

The board shall have the authority to determine that it is in the best interests of the corporation that a particular item of a confidential nature should be considered in closed session. In such closed session, only issues of a sensitive, confidential, or personal nature may be discussed. The Board may decide to enter closed session by a three-fifths (3/5) majority vote of those present and voting cast in open session. All persons other than voting board members shall be excluded from such closed session except as invited to attend by a majority vote of board members present and voting at the meeting. No votes or actions other than

to admit invited guests and to return to open session may be taken in a closed session. The secretary of the board shall record in the minutes that a closed session of the Board occurred and the general nature of the discussion that ensued.

ARTICLE V: TERMS AND ELECTION OF DIRECTORS

Section 1. QUALIFICATIONS

Board members must be at least 18 years of age at the time of assuming office. There is no requirement regarding the number of directors who shall or shall not have family members participating in the corporation's programs.

Section 2. ELECTION OF THE BOARD OF DIRECTORS

Members of the board of directors shall be elected by incumbent members at the annual meeting of the board of directors.

Section 3. VACANCIES

Vacancies occurring on the board of directors, including vacancies due to an increase in the number of directors, may be filled from time to time by the directors then in office. Directors elected to fill a vacancy shall serve the remainder of the vacated director's term.

Section 4. TERM OF OFFICE

Each director shall serve a term of two (2) years beginning July 1. Any director may succeed himself or herself indefinitely.

Section 5. REMOVAL

The board of directors may, by resolution adopted by a two-thirds (2/3) majority of the directors, remove a fellow board member for just cause. If a board member is absent from three consecutive regular meetings of the board of directors, that board member may be removed by an action of the majority of the board members present at a regular or special meeting.

Section 6. COMPENSATION

Directors as such shall not receive any stated salaries for their services as directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE VI: OFFICERS OF THE BOARD OF DIRECTORS

Section 1. OFFICERS

The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer. The board of directors may elect or appoint other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Officers shall be selected from the active board members.

Section 2. PRESIDENT

The president shall be the chief executive officer of the corporation. The president shall preside at all meetings, appoint committee members,

and carry out other duties delegated by the board. The president will chair the executive committee.

Section 3. VICE-PRESIDENT

The vice-president shall preside at all meetings in the absence of the President, assist the president in fulfilling her/his duties and perform such other duties as may be delegated by the board.

Section 4. TREASURER

The treasurer shall be the principal accounting and financial officer of the corporation. The treasurer shall: (A) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (B) have charge and custody of all funds and securities of the corporation, and be responsible therefore and for the receipt and disbursement thereof; (C) prepare and deliver reports, documents required by the State of Illinois and the United States Internal Revenue Service to maintain the tax-exempt status of the corporation; and (D) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to her/him by the president or by the board of directors. If required by the board of directors, the treasurer shall give bond for the faithful discharge of her/his duties in such sum and with such surety or sureties as the board of directors may determine.

Section 5. SECRETARY

The secretary shall: (A) record and file the minutes of the Board of Directors' meetings; (B) see that all notices are duly given in accordance with law and these bylaws; (C) be custodian of the corporate records and the seal of the corporation; (D) prepare and deliver reports and documents required by the State of Illinois required to maintain the organization's not-for-profit corporate status; and (E) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or the board of directors.

ARTICLE VII: TERMS AND ELECTION OF OFFICERS

Section 1. QUALIFICATIONS

Officers must be at least 21 years of age at the time of assuming office.

Section 2. ELECTION

Each officer shall be elected at the annual meeting of the board of directors.

Section 3. VACANCIES

Vacancies among the officers may be filled from time to time by the directors then in office. Officers elected to fill a vacancy shall serve the remainder of the vacated officer's term.

Section 4. TERM OF OFFICE

Each officer shall serve a term of one year beginning July 1. No officer shall serve more than two (2) consecutive terms.

Section 5. REMOVAL

Motions requesting the removal of an officer for not performing the duties of his/her office may only be entertained at a regular meeting.

The proposed action must be included on the pre-meeting announcement agenda. Such action requires approval of two thirds (2/3) of the directors present at the meeting.

ARTICLE VIII: THE EXECUTIVE COMMITTEE

Section 1. MEMBERS

The executive committee shall consist of president, vice-president, secretary, treasurer and any other officers of the board of directors.

Section 2. POWERS

The executive committee shall exercise all powers of the board, except hiring or discharging paid personnel, between meetings to assure proper management of the affairs of the corporation. It shall approve or disapprove the actions of the president in signing contracts and hiring or firing staff.

ARTICLE IX: COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. ESTABLISHMENT OF COMMITTEES

The president shall, as expeditiously as possible after July 1, establish standing committees to carry out the work of the board. Standing committees shall continue in operation throughout the fiscal year. The number and functions of the committees shall be decided by the president, and may be changed from time to time by the president.

Ad-hoc committees may be created at any time by the president. Ad-hoc committees shall be dissolved when their stated purpose has been accomplished.

Section 2. COMMITTEE SCOPE AND MISSION

All committees shall operate under the instructions of the board of directors.

Section 3. COMMITTEE MEMBERS

The committees shall consist of members appointed by the president and approved by the board of directors. The chairperson of each committee shall be a member of the board of directors. Members of the public may be invited by the board to serve on all committees. The president shall be an ex-officio member of all committees.

Section 4. COMMITTEE MEETINGS

Committees shall meet as often as necessary to conduct their business. The chair of each standing and ad-hoc committee shall decide the frequency, place, and time of its meetings, with at least five (5) days notice to all committee members. Each committee shall keep a record of its proceedings, and submit a report at the monthly meeting of the board of directors.

Section 5. MANNER OF ACTING

The act of the majority of the members present and voting at a committee meeting shall be an action of the committee.

ARTICLE X. EMPLOYEES

The corporation may employ personnel as deemed necessary, whose terms and status of employment, duties and responsibilities, and compensation shall be specified in writing by the board of directors. The board of directors shall be responsible for hiring, supervision, evaluation, and tenure of all paid personnel.

ARTICLE XI: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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 may be confined to specific instances.

Section 2. CHECKS, DRAFTS, OR ORDERS

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 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 4. GIFTS

The board of directors may accept or reject on behalf of the corporation any contribution, gift, bequest, or device for any purpose of the corporation.

ARTICLE XII: BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of the account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote.

ARTICLE XIII: AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds (2/3) majority of the directors present at any regular meeting or at any special meeting of the board of directors, if at least five (5) days' written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

ARTICLE XIV: POLICIES AND PROCEDURES

The board of directors shall establish a set of policies and procedures to be followed by the corporation, the participants in its programs, its committees, and its volunteers. The policies and procedures may be changed from time to time by the board of directors.

ARTICLE XV: DISSOLUTION

The corporation may be dissolved by a three-fourths (3/4) majority vote of the directors present at a meeting called for the purpose of discussing dissolution. All directors and parents or guardians of participants in SVYS musical activities shall be given at least thirty (30) days written notice of said meeting. Upon dissolution, the corporation shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all the assets of the organization exclusively for the purpose of the organization in such manner, or to such organization organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations, under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XVI: INTERPRETATION

These bylaws shall be interpreted according to the laws of the State of Illinois.

ARTICLE XVIII: PART ILLEGAL OR UNENFORCEABLE

If any part of these bylaws is found, by a court of competent jurisdiction, to be illegal or unenforceable, such finding shall not render illegal or unenforceable any other part of these bylaws.

ARTICLE XIX: EFFECTIVE DATE

These bylaws are effective immediately upon approval by a two-thirds (2/3) vote of the board of directors present at any regular or special meeting for which a quorum exists, provided that a fifteen (15) day notice shall be delivered to all board members of the meeting at which a vote to adopt or amend these bylaws shall occur.

These bylaws were approved as specified in Article XIX on June 5, 2006.