

BY-LAWS OF WSO, INC.

(Amended as of June 30, 2017)

ARTICLE I

Name

The name of this organization shall be W.S.O., Inc., doing business as the Wilmington Symphony Orchestra.

ARTICLE II

Mission and Vision

The Wilmington Symphony Orchestra is a private non-profit corporation organized to provide symphonic music at the highest possible degree of excellence, to provide performance opportunities for area musicians, and to provide the cultural benefits to the Greater Cape Fear regional communities.

The Wilmington Symphony is also an educational program of the University of North Carolina at Wilmington and has a long-standing mutually beneficial partnership with the University. The Orchestra provides opportunities for students and faculty to perform both as members of the orchestra and as soloists. It provides students with an opportunity for classroom credit and the opportunity to work with accomplished musicians other than their instructors. Performance with the Orchestra may assist the University in evaluation of faculty members, and the presence of the Orchestra enhances the University atmosphere. Exposure in the performing arts also serves as an indirect recruiting tool for the University and assists the University in carrying out its mission to the community.

Beginning in its 2016 Season the Wilmington Symphony expanded its community outreach by performing its Masterworks concerts in the new Wilson Center Performing Arts Theatre at Cape Fear Community College and further expanding its educational partnerships with CFCC. CFCC is a gateway for many undergraduate students to attend UNCW. The Wilmington Symphony now provides performance opportunities with both UNCW and CFCC faculty members and also offers UNCW and CFCC students with opportunities to attend select concerts with free admission.

Many further opportunities abound to deepen these educational partnerships, for example combined choruses, combined concerts with the Wilmington Symphony Youth Orchestra, Junior Strings with CFCC String Ensembles. Similar educational partnership activities may include Brunswick Community College.

ARTICLES III
Offices

Section 1: Principal Office. The principal office of the corporation shall be located at 4608 Cedar Avenue, Wilmington, North Carolina or such other place as may be from time to time designated by the Board of Directors.

Section 2: Other Offices. The corporation may have offices at such other places as the Board of Directors may from time to time determine, or as the affairs of the corporation may require.

ARTICLE IV
Members

Section 1: Classifications. There shall be six classifications of membership:

1. **Board of Directors** -who shall be the only voting members.
2. **Performing members** - those musicians selected by the conductor to play in the Symphony.
3. **Contributing members:** Those annual financial contributors in category amounts determined by the Board of Directors: *Concert Sponsors, Concert Co-Sponsors, Benefactors, Grand Patrons, Sustaining Members and Donors.*
4. **Community Council or other volunteer arms of the WSO.**
5. **Season Subscribers.**
6. **Ex officio members** of the Board of Directors.

Section 2: Contributions. Board of Directors, except ex officio members, shall be financial contributors to WSO, Inc.

ARTICLE V
Conductor

The Conductor, in consultation with the Players' Committee and the Board of Directors, determines orchestra personnel policies of the Symphony. In consultation with the Executive Committee of the Board of Directors, ultimate authority on programming and other artistic decisions rests with the Conductor, while incumbent financial issues of these artistic matters rest with the Board.

ARTICLE VI
Directors

Section 1: General Powers. The business and affairs of the corporation shall be supervised by the Board of Directors, who shall determine the policies and activities of the corporation within the confines of the stated purposes of the corporation contained in the Articles of Incorporation.

Section 2: Number, Term and Qualifications. Except as provided in Sections 4 and 5 of this Article, the number of Directors constituting the Board of Directors shall not exceed thirty-six (36). Directors shall be nominated by the Board Governance Committee and elected by the Board in classes of no more than twelve (12) with terms starting at the beginning of the next fiscal year of the corporation and expiring three years later unless sooner terminated by death or resignation. Directors may be re-nominated by the Board Governance Committee at the end of their terms to serve successive 3-year terms. Members of the Board, except ex officio members, shall be financial contributors to WSO, Inc.

Section 3: Right to Rescind. The right to rescind the election of any Board member will lie wholly with the Directors.

Section 4: Ex Officio Members. Ex officio members of the Board shall include, but not be limited to, the Symphony Conductor and, as appropriate the Chairman of the Department of Fine Arts at UNCW and/or a representative of Cape Fear Community College. If the playing members of the orchestra elect a representative from among their number, this person shall also serve as an ex officio member of the Board. Ex officio members are not counted in the total of thirty-six (36) Directors.

Section 5: Lifetime Members. A member of the Board who has served as Director for a minimum of fifteen consecutive years may be elected a Lifetime Member. Lifetime Members shall have the same privileges and responsibilities as Directors and may continue to serve as active members until their death, resignation, or retirement. Lifetime Members are not counted in the total of thirty-six (36) Directors. Lifetime members who no longer participate as active members shall become Honorary Lifetime Members with no voting privileges.

Section 6: Election of Directors. Directors shall be elected at the annual meeting of the WSO. The Nominating Committee shall present nominees for Directors' positions on the Board.

Nominations may also be made from the floor. Election shall be by majority vote of members present, by secret ballot. Casting of lots may be used to break ties or assign terms of unequal duration. There shall be no proxy nor cumulative voting.

Section 7: Removal. Directors may be removed from office with or without cause by a two-thirds (2/3) vote of the Directors entitled to vote at any meeting. If any Directors are so removed, a replacement may be elected to fill the remainder of the unexpired term.

Section 8: Vacancies. If a vacancy occurs on the Board of Directors, a replacement may be elected to fill the balance of the unexpired term.

Section 9: Compensation; Loans. The Directors shall serve without compensation for their services. The Board of Directors shall not be empowered to lend money or corporate property to any Director, officer, or employee of this corporation.

ARTICLE VII

Executive and Other Committees

Section 1: Executive Committee. The Executive Committee shall be composed of the officers of the WSO, Inc. and shall include the immediate past President and such other Members-at-Large as elected by and from the Board of Directors. One said member-at-large shall serve as an advocate for the Non-Executive Board Members and one (1) member-at-large shall serve as an advocate for the Orchestra Members.

It is not necessarily a requirement that the Orchestra member-at-large be a current member of the Orchestra. The Executive Committee shall act in the name of the Board between meetings, as provided in Section 3 of this Article. Further, this committee shall be responsible for staff employment.

Section 2: Other Committees. As needs arise, the Board of Directors, by resolution adopted by a majority of the number of Directors then in office, may designate from among its members or one or more other committees, standing or special, each consisting of two or more appointed to a committee to assist the Directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him by law. Nominations for committee membership may be made by the duly appointed Board Governance Committee of the Board of

Directors and shall also be received from the floor. The Board Governance Committee shall consist of at least five Directors selected by the Chairman of the Board of Directors. The President and Conductor shall be ex officio members of all committees except the Board Governance Committee.

Section 3: Authority. The Executive Committee shall have and exercise all authority of the Board of Directors in the management of the corporation except to the extent, if any, that such authority shall be limited by the resolution appointing such committee and except also to the extent limited by law. Other committees shall have and exercise only the authority expressly granted by the Board of Directors.

Section 4: Tenure and Qualifications. Members of the Executive Committee shall serve on the Executive Committee for so long as they hold the office which qualifies them for the Executive Committee. Each member of any other committee shall hold office until the next regular annual meeting of the Board of Directors following his designation or until his successor is designated as a member of any such committee and is elected and qualified.

Section 5: Meetings. Regular meetings of any such committee may be held without notice at such time and place as such committee may fix from time to time by resolution. Special meetings of any such committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of such meeting, which notice may be **electronic**, written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to any member of the Executive Committee at his business address. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof to attend in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

Section 6: Quorum. A majority of the members of any such committee shall constitute a quorum for the transaction of business at any meeting thereof, and actions of such committee must be authorized the affirmative vote of a majority of the members present at the meeting at which a quorum is present.

Section 7: Informal Action. Action taken by a majority of the members of any such committee without meeting is nevertheless action of such committee if written consent to the action in question is signed by all of the members of such committee and filed with the minutes of the proceedings of the committee, whether done before or after the actions so taken.

Section 8: Removal. Any member of any such committee may be removed at any time with or without cause by resolution adopted by a majority of the Board of Directors.

Section 9: Procedure. The Board of Directors shall appoint a presiding chairman for each committee from among its members except that the Chairman of the Board shall serve as the presiding officer of the Executive Committee. Each committee may fix its own rules of procedure which shall not be inconsistent with these bylaws. It shall keep regular minutes of its proceedings and report the same to the Executive Committee or the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

Section 10: Meeting by Telephone. Any one or more members of any such committee may participate in a meeting of the committee by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE VIII

Meeting of Directors

Section 1: Meetings. The annual meeting for the general membership shall be held during the first half of the calendar year, or at such other time as determined by the Directors or Executive Committee. The Board of Directors shall meet once each month between September and May, and again in July, and shall also meet at the call of the Chairman of the Board of Directors. Special meetings may be called as needed by the Board.

Section 2: Notice of Meetings. Written notice of regular and annual meetings of the Board of Directors stating the time, place, and subject matter (if known) of the meeting shall be given not less than five (5) nor more than thirty (30) days before the date of the meeting.

The person or persons calling a special meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Attendance by a Director at a meeting shall constitute a waiver of notice of 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 called.

Section 3: Quorum. The quorum for all meetings of the Symphony or Board of Directors shall be eight (8).

Section 4: Manner of Acting. Except as otherwise provided in this section, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5: Informal Action by Directors. Action taken by the required majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 6: Minutes. The Secretary shall cause to be prepared and mailed or delivered to each Director minutes of each meeting of the Board of Directors within 25 days of such meeting.

ARTICLE IX Officers

Section 1: Officers. The officers of the Symphony shall serve as the officers of the Board - President, Vice President, Secretary and Treasurer.

Section 2: Terms. The officers may serve consecutive terms or until their successors are elected, beginning on July 1st of each year, which is the same as the fiscal year of the corporation.

Section 3: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4: Transfer of Power. During the absence of an officer, the Board of Directors may transfer the powers or duties to be described herein of any officer to any other officer of the corporation.

Section 5: Election and Term. The officers of the corporation shall be elected by the Board of Directors. Such elections may be held at the Annual Meeting, along with election of Board Members. Each officer may hold office for a period of two years, with no limit on the number of terms, or until his death,

resignation, retirement, removal, disqualification, or his successor is elected and qualified. A duly appointed nominating committee consisting of at least 5 Directors appointed by the President of the Board of Directors shall make nominations for officers.

Section 6: Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7: President. The President shall serve as the Chairman of the Board and shall preside at all meetings of the Board of Directors and the Executive Committee at which he shall be present, and shall have such other powers and duties as he shall be called upon to perform by the Board of Directors.

Section 8: Vice President. The Vice President shall serve as the Vice-Chairman of the Board and shall, in the absence or disability of the Chairman of the Board, perform the duties and exercise the powers of that office and shall have such other duties and powers as the Board of Directors shall prescribe.

Section 9: Secretary. The Secretary shall keep a correct record of all the proceedings of the meetings of Directors. He shall attend to the giving of notices, have custody of the corporate seal, and affix it to all instruments required to be executed under seal as authorized by the Board of Directors. He shall perform such other duties as are incident to the office of Secretary, and shall have such other powers and duties as may be conferred upon him by the Board of Directors.

Section 10: Treasurer. The Treasurer shall have charge of all the monies and securities belonging to the corporation. He shall deposit said property with such banks as the Board of Directors shall designate and in the name of the corporation. He shall control the record of all receipts and disbursements, and shall have charge of all records of the corporation relating to its finances. He shall cause funds to be distributed in accordance with orders of the Board of Directors insuring that proper vouchers are taken for such disbursements. He shall perform such other duties as are incident to the office of Treasurer, and shall have such other powers and duties as may be conferred upon him by the Board of Directors.

ARTICLE X
Employees and Agents

Section 1: Number. This corporation may have such agents and employees as shall be determined and appointed from time to time by the Board of Directors. Duties and responsibilities of such employees shall be assigned and defined by the Board of Directors or its Executive Committee. An annual review of such employees shall be made pursuant to personnel policies of the corporation or as directed by the Board of Directors or its Executive Committee.

Section 2: Appointment of an Executive Director. The Board of Directors shall appoint an Executive Director who shall manage the business affairs of the corporation under the direction and policies of the Board of Directors. An Assistant Manager may also be appointed by the Board of Directors.

Section 3: Duties of the Executive Director. The Executive Director shall be the principal executive employee of the corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these bylaws.

In general, he shall perform all duties as may be prescribed by the Board of Directors from time to time including but not limited to the supervision and evaluation of all of the staff and employees of the corporation pursuant to any personnel policies which may be adopted by the Directors.

ARTICLE XI
Contracts, Checks and Deposits

Section 1: Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2: Checks and Drafts. All checks, drafts or other orders for the payment of money 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 not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors shall direct.

ARTICLE XII
Endowment Funds

Section 1: Authority. The Board of Directors, by majority vote at any regular or specially called meeting, may authorize, establish and maintain Endowment Funds by receiving said funds from donors and patrons and by reserving a portion of WSO, Inc.'s funds for placement into said funds. The Board of Directors shall receive, reserve, and maintain said funds in accordance with the Endowment Policy establishing methods for investment and expenditures of the Wilmington Symphony Orchestra Endowment Funds.

Section 2: Funds. The Endowment Funds may consist of Unrestricted and Restricted funds as determined by Board of Directors Resolution and Endowment Policy.

ARTICLE XIII
Indemnification of Directors and Officers

Section 1: Indemnification. In accordance with North Carolina General Statute Section 55A-17.1, et seq. WSO, Inc. indemnifies the Directors and Officers of WSO, Inc. against liabilities and reasonable litigation expenses including attorney's fees, incurred by Director or Officer in connection with any action, suit or proceeding in which he is made or threatened to be made a party by reason of being or having been such Director or Officer except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been unable or guilty by reason of willful misconduct in the performance of duty.

Section 2: Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against any such liability. The corporation shall have the power to purchase and maintain general liability insurance, insurance on its property, or such other insurance coverage as may be needed.

Section 3: Defense of Action Expenses: Expenses incurred by a Director, Officer, employee or agent in defending a civil or

criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount, unless it shall be ultimately determined that he is entitled to be indemnified by the corporation in accordance with North Carolina General State Section 55A-17.1 et seq. and by provision of these bylaws.

ARTICLE XIV General Provisions

Section 1: Fiscal Year. The fiscal year of the corporation shall be a year ending June 30.

Section 2: Amendments to Bylaws. These Bylaws may be amended at any meeting of the Symphony by a two-thirds vote provided that the amendment has been submitted in writing at the previous meeting. Further, at the meeting, they can be amended without notice if there is no dissent on the vote of a proposed change. Provided, however, no amendment, alteration, or rescission shall be made to Article XI of these bylaws as it relates to the prohibition against the sharing of corporate earnings and distribution of assets. No alteration, amendment or rescission of a bylaw shall be voted upon unless notice thereof has been given in the notice of the meeting or unless all of the Directors of the corporation execute a written waiver of notice stating that action upon the bylaws is to be taken at the meeting, and the original of such waiver shall be recorded in the Minute Book.

Section 3: Dissolution. The Corporation may be dissolved without action by the members by a two-thirds vote of the Directors with at least five (5) days previous notice of such proposed action.

Section 4: Rules. Standing and Special Rules for the Board and the general membership may be adopted by the Directors as need dictates.

Section 5: Parliamentary Authority. Unless otherwise provided herein or in any special rules of the Symphony, the provisions of the current edition of Robert's Rules of Order, Newly Revised, shall apply to all meetings of the Board and members.

ARTICLE XV
Prohibition Against Sharing in Corporate Earnings

No officer or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

Upon the dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XVI
Prohibition Against Non-charitable Actions

No Director, officer, or employee of this corporation shall take any action or shall fail to act in such a manner as to result in a violation of law or the loss of status as a charitable organization under current interpretation of Section 501(c)(3) of the Internal Revenue Code.