

AMENDED AND RESTATED BYLAWS
OF
THE SAN FRANCISCO EARLY MUSIC SOCIETY, INC.

(A California nonprofit public benefit corporation)

July 2022

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(A California nonprofit public benefit corporation)

ARTICLE I
ORGANIZATION

Section 1. Name.

The name of the corporation is The San Francisco Early Music Society, Inc. (the “Society”).

Section 2. Purpose.

The purposes of the Society are as described in the Articles of Incorporation of the Society.

Section 3. Organization.

No dividends shall be declared or paid to any private individual or person, nor shall any private individual or person upon the dissolution of the Society for any reason be entitled to receive a distributive or other share of the assets then owned or held by the Society, it being expressly understood that the Society is organized and operated exclusively as a nonprofit public benefit corporation, no part of the earnings of which shall inure to the benefit of any private individual or person. Upon dissolution of the Society, all of the business, properties and assets shall be used for the objects and purposes set forth in its Articles of Incorporation.

Section 4. Principal Offices.

The principal office for the transaction of the activities and affairs of the Society shall be located in San Francisco, California, or such other place as may be designated from time to time by the Society’s board of directors (the “Board of Directors” or the “Board”).

Other business offices may at any time be established by the Board of Directors at any place or places where the Society is qualified to do business.

ARTICLE II
MEMBERSHIP

Section 1. Membership.

Membership in the Society shall be open to any applicant who agrees to support the purposes and activities of the Society as determined by the Board of Directors in its sole discretion, and who pays the applicable dues for membership.

Section 2. Membership Dues.

All Members shall pay the dues applicable to the Member's membership classification, as determined from time to time by the Board of Directors in its sole discretion.

Section 3. Rights and Obligations of Members.

All Members of the Society in good standing shall have the right to participate in all programs of the Society, to receive all publications of the Society produced for distribution to Members and to enjoy such other benefits of membership as may be established from time to time by the Board of Directors. All Members shall conduct themselves consistently with the Articles of Incorporation of the Society, and with these Bylaws. Members shall have the right to vote in the election of Directors and for any other purpose as required by law.

Section 4. Termination of Membership.

The membership of a Member may be terminated if any one of the following occurs:

(a) The Board of Directors, by a majority vote after appropriate notice and opportunity to be heard, determines that the Member has acted inconsistently with the Articles of Incorporation, these Bylaws or the purposes of the Society.

(b) The Member fails to pay applicable dues within ninety (90) days of the due date and has received notice of such failure, in which case membership shall terminate immediately and automatically without any further action by the Board. The Member shall be reinstated, as if a new Member, upon payment of then-current dues, or reinstatement by the Board of Directors. Any such termination of a Member shall be subject to Section 5341 of the California Nonprofit Corporation Law.

Section 5. Meetings of Members.

(a) Place of Meetings. Meetings of Members shall be held at any place within or outside the State of California designated by the person or persons calling the meeting. Meetings may be held virtually at the discretion of the Board of Directors.

(b) Annual Meeting. The annual meeting of Members shall be held each year on a date and at a time designated by the Board for the purpose of electing Directors and taking such other actions as may appropriately come before the meeting.

(c) Special Meetings. Special meetings of Members for any lawful purpose may be called at any time by the President, Board of Directors, or by five percent (5%) or more of the Members in good standing.

(d) Notice of Members' Meetings. All notices of meetings of Members shall be sent or otherwise given not less than ten (10) nor more than ninety (90) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (ii) in the case of the annual meeting, those matters

which the Board or the Members, at the time of giving the notice, intends to present for action by the Members; provided, however, that any proper matter may be presented for action at such meeting. The notice of any meeting at which Directors are to be elected shall include the name of any nominees whom, at the time of the notice, the Board intends to present for election.

(e) Manner of Giving Notice. Written notice of any meeting of Members shall be given either personally, by electronic transmission, or by first-class mail or other written communication, charges prepaid, addressed to the Member at the address of that Member appearing on the books of the Society or given by the Member to the Society for the purpose of notice. If no such address appears on the Society's books, notice shall be deemed to have been given if sent to that Member by first-class mail or other written communication at the Society's principal office, or published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.

If any notice addressed to a Member at the address of that Member appearing on the books of the Society is returned to the Society by the delivery service indicating that it is unable to deliver the notice to the Member at that address, all future notices or reports shall be deemed to have been duly given without further actions if such notices or reports shall be available to the Member on written demand of the Member at the principal office of the Society for a period of one year from the date of the giving of the notice.

(f) Quorum. The Members present at any duly called annual or special meeting of the Members shall constitute the quorum necessary for the transaction of the business of that meeting. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

(g) Adjourned Meeting; Notice. Any Members' meeting, either annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Members present at that meeting, but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article II.

When any meeting of Members, either annual or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than forty-five (45) days from the date set for the original meeting, in which case a new record date shall be set. Notice of any such adjourned meeting shall be given to each Member of record entitled to vote at the adjourned meeting in accordance with the provisions of this Article II. At any adjourned meeting the Society may transact any business which might have been transacted at the original meeting.

(h) Voting. The persons entitled to vote at any meeting of Members shall be Members of the Society as determined in accordance with the provisions of this Article. Each such Member shall be entitled to one vote on each matter submitted to a vote of the Members. If a quorum is present, the affirmative vote on any matter of a majority of the Members who are present at the meeting and entitled to vote on said matter shall be the act of the Members, unless the vote of a greater number is required by the California Nonprofit Corporation Law. Elections of Directors need not be by ballot unless a Member demands election by ballot at the meeting before the voting begins. There shall be no cumulative voting in the election of Directors. No action may be taken by written consent of Members.

(i) Record Date for Member Notice, Voting and Giving Consents. For purposes of determining the Members entitled (i) to notice of any meeting of Members, (ii) to vote at any meeting of Members, (iii) to cast written ballots or (iv) otherwise exercise any rights in respect of any other lawful action, the record date for such determination shall be the thirtieth (30th) day next preceding the date when notice is given.

Section 6. Liabilities and Property Rights of Members.

No person who is now or later becomes a Member of the Society shall be personally liable to the Society's creditors for any indebtedness or liability of the Society, and any and all creditors of the Society shall look only to the assets of the Society for payment. No Member of the Society shall have any rights whatsoever in its properties.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers and Duties.

(a) General Powers and Duties. Subject to the limitations of the Articles of Incorporation of the Society, these Bylaws and the laws of the State of California, the business and affairs of the Society, and all corporate powers shall be exercised by or under authority of the Society which shall be governed by the Board of Directors.

(b) Specific Powers and Duties. Without prejudice to its general powers and subject to the same limitations specified above in Section 1(a) of Article III, the Board shall have responsibility to:

(i) adopt and implement policies and procedures to carry out the mission, long range goals, strategies, policies and performance criteria established for the Society;

(ii) cause to be prepared operating and capital budgets;

(iii) oversee the management of the Society; and

(iv) coordinate community and Member involvement in the affairs of the Society.

Section 2. Composition of the Board and Number of Directors.

The authorized number of Directors of the Society shall be not less than five (5) nor more than twenty-six (26) until changed by amendment to this Section 2 of Article III. The exact number of authorized Directors within said range shall be set by the Board from time to time in its sole discretion.

Section 3. Election of Directors.

Members of the Board of Directors shall be elected from a slate of recommended candidates presented by the Board at the annual meeting of Members. Candidates must be Members of the Society. An affirmative vote by the majority of Members present shall suffice to elect a Director.

Section 4. Term of Office.

(a) Newly-elected Directors, and Directors who are elected following a midyear appointment, will serve an initial one-year term beginning in September on the date of the Annual Membership Meeting.

(b) After the initial one-year term, Directors shall serve a three-year term, after which the Director must be reelected in order to continue serving on the Board.

(c) Directors may be re-elected to an unlimited number of terms.

Section 5. Removal; Resignation.

(a) Any Director may be removed from office by a majority of the Board at the discretion of the Board, which Director has been declared of unsound mind by order of court, or convicted of a felony, or has been found to have breached any duty arising under applicable law, has had inadequate attendance at Board and/or committee meetings or has breached his or her fiduciary duties to the Society as determined by the Board in its sole discretion. The Board shall be the final arbiter of removal with no appeal to any other body.

(b) Any Director may resign effective upon giving written notice to the President of the Board or the Secretary, unless such notice specifies a later time for the effectiveness of such resignation. The office of the Director will become vacant on the effective date specified in such written resignation.

(c) If the Society would be left without a duly elected Director in charge of its affairs, then no Director may resign without providing proper notice to the Attorney General of the State of California.

Section 6. Vacancies.

A vacancy in the Board shall be deemed to exist in the case of the death, resignation, or removal of any Director. The Board shall, upon the removal, resignation, or death of a Director,

designate a replacement to fill the vacancy so created. If the number of Directors is increased, the Board may designate Director(s) to fill the newly authorized position(s).

Section 7. Restriction on Interested Directors.

Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person being compensated by the Society for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable reimbursement of expenses paid to a Director as a Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Society.

ARTICLE IV
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place of Meeting.

The regular and special meetings of the Board may be held at any place or remotely as designated from time to time by resolution of the Board or by written consent of all Directors of the Board.

Section 2. Regular Meetings.

The Board shall hold meetings at such times as shall from time to time be fixed by the Board. Notice of such meetings of the Board shall be given by the Secretary of the Society or another Officer.

Section 3. Special Meetings.

Special meetings of the Board for any purpose shall be held upon three (3) calendar days' notice given by email to each Directors of the Board. Any such notice shall be delivered to each Director at such Director's email address as shown on the records of the Society or as may have been given to the Society by the Director for purposes of notice. Notice by email shall be deemed to have been given at the time such notice is sent and receipt has been confirmed. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages. A notice or waiver of notice need not specify the purpose of any special meeting of the Board.

Section 4. Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if all voting Directors of the Board shall consent in writing to such action, provided, however that the consent of any Director who has a material financial interest in a transaction to which the Society is a party and who is an "interested Director" as defined in section 5233 of the California Nonprofit Corporation Law shall not be required for approval of the transaction. Such

consent or consents shall be filed with the minutes of the Board and shall have the same force and effect as a unanimous vote of such Directors.

Section 5. Action at a Meeting; Quorum and Required Vote.

Presence of a majority of the Directors currently in office at a meeting of the Board constitutes a quorum for the transaction of business, except as hereinafter provided. Members of the Board may participate in a meeting through use of a conference telephone, conferencing services such as Zoom or WebEx or similar communications platforms so long as all Members participating in such meeting can hear one another. Participation in a meeting as permitted in the preceding sentence constitutes presence in person at such meeting of the person or persons so participating if the following apply:

(a) Each Director participating in the meeting can communicate with all of the other Directors concurrently.

(b) Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the Society.

(c) The Society adopts and implements some means of verifying both of the following:

(i) a person communicating by telephone, electronic video screen or other communications equipment is a Director entitled to participate in the Board meeting.

(ii) all statements, questions, actions or votes were made by that Director and not by another person not permitted to participate as a Director.

Every act or decision done or made by a majority of the voting Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by the California Nonprofit Corporation Law, by the Articles of Incorporation, or by these Bylaws, including but not limited to those provisions relating to approval of contracts or transactions in which a Director has a direct or indirect material financial. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, provided that any action taken is approved by at least a majority of the required quorum for such meeting. The Board may hold executive sessions of the Board with only Board members present, as the Board may determine in its sole discretion.

Section 6. Validity of a Defectively Called or Noticed Meeting.

The transactions of any meeting of the Board, however called and noticed, shall be as valid as though taken at a meeting duly held if a quorum is present and if, either before or after the meeting, each of the voting Directors not present, or who, though present, has prior to the meeting or at its commencement protested the lack of proper notice to him or her, signs a written waiver of notice or consent to holding such meeting or an approval of the minutes thereof. All

such waivers, consents or approvals shall be filed with the Society's records or made a part of the minutes of the meeting.

Section 7. Adjournment.

A quorum of the Directors may adjourn any Board of Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the voting Directors present at any Board of Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment. Otherwise, notice of the time and place of holding of adjourned meetings need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 8. Fees and Compensation.

Directors shall not receive any stated salary or fee for their services as Directors; provided, however, that Directors may be reimbursed for any expenses actually and reasonably incurred in connection with the performance of their duties as Directors. Nothing contained in this section shall be construed to preclude any Director from serving the Society in any other capacity as an Officer, consultant, employee, or otherwise, and receiving compensation therefor. (However, note Article V, Section 5(a): the Executive Director shall not be a member of the Board.)

ARTICLE V OFFICERS

Section 1. Officers.

The Officers of the Society shall be President of the Board, Vice President(s), a Secretary and a Treasurer. The Executive Director is also an Officer of the Society (the nonprofit corporation), but not a member or Officer of the Board. The Society may also, at the discretion of the Board, elect such additional Officers of the Society, with such prescribed duties, as the Directors determine from time to time to be appropriate and in the best interests of the Society. Immediate past Presidents who continue to serve on the Board may also serve on the Executive Committee in an ex officio non-voting role for three (3) years.

Section 2. Election.

The Officers of the Society shall be initially elected or re-elected by the Board at the first regularly scheduled meeting of the Board following the Annual meeting of Members. Officers shall serve one-year terms without limit until their successors are elected. The President, Vice President(s), Treasurer and Secretary shall be elected from the Directors of the Board.

Section 3. Subordinate Officers.

The Board may elect or authorize the appointment of such other Officers as the business of the Society may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may from time to time determine.

Section 4. Removal and Resignation.

Any Officer may be removed, either with or without cause, by the Board, at any meeting thereof. Any Officer may resign at any time by giving written notice to the President of the Board, or to the Secretary of the Society, subject to the rights, if any, of the Society under any contract to which such Officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Duties

Responsibilities and duties of the Officers are as follows subject to modification by the Board from time to time in its sole discretion.

(a) Executive Director. The Executive Director is the Chief Executive Officer of the Society, and is responsible for the Society's operations and shall report and provide advice to the Board. The Executive Director shall not be a member or an Officer of the Board.

(b) President. The President of the Board shall preside over all meetings of the Board, the Executive Committee and the Members. The President shall work with the Executive Director to ensure that Board directives are carried out.

(c) Vice President. There shall be one or more Vice Presidents of the Board who shall assist the President in the performance of the duties of that office and who shall preside at meetings of the Board in the absence of the President.

(d) Secretary. There shall be a Secretary of the Society who shall:

(i) keep minutes of all the meetings of the Board, the Executive Committee and Members; and

(ii) perform all other duties incidental to the office or prescribed by the Board, or by law.

(e) Treasurer. There shall be a Treasurer of the Society, who shall be the Chief Financial Officer of the Society and who shall:

(i) provide oversight for the Society's funds, property, and business transactions and for the disbursements of funds;

(ii) render to the Board, at regular intervals, or upon request of the Board, an accounting of the finances of the Society;

(iii) work with the Executive Director in preparing periodic financial reports; and

(iv) have such other powers and perform such other duties as prescribed by the Board, or by law.

Section 6. Compensation of Officers.

The Officers named in this Article V except the Executive Director shall serve without compensation and shall be Directors of the Board.

ARTICLE VI COMMITTEES

Section 1. Standing Committees.

Standing committees shall consist of an Executive Committee, a Governance Committee and such additional committees as are deemed necessary from time to time to advise the Board in its various responsibilities. The Committees may meet by conference telephone call or any other secure electronic platform such as Zoom or WebEx if they determine to do so. A majority of members of the Committees, whether present in person or participating electronically, shall constitute a quorum.

(a) Executive Committee. The Executive Committee shall consist of all Officers of the Society. Subject to the limitations set forth in the remainder of this Section 1 (a), the Executive Committee shall have power to transact all business of the Society during the period between meetings of the Board, subject to any prior limitations imposed by law or by the Board. All decisions and actions taken by the Executive Committee are subject to ratification by the Board at the next scheduled Board meeting.

(b) Governance Committee. Members of the Governance Committee shall be appointed by the President, subject to the approval of the Board. There shall be at least five (5) members of the Governance Committee all of whom shall be Directors. The Governance Committee is empowered to hold meetings at such times and places and in such manner as it considers appropriate to its duties. The responsibilities of the Governance Committee include:

(i) recommend to the Board candidates to serve on the Board;

(ii) nominate individuals to be elected as Officers of the Society;

(iii) periodically review the Society's mission statement and Bylaws, and make recommendations for changes when needed;

(iv) create and update governance Guidelines, including a Board roster and job description and responsibilities of Officers, Committees and Staff; and

(v) assist the President in carrying out an annual review of the Executive Director.

Section 2. Terms of Office.

The Chair and each member of each standing committee shall serve at the discretion of the Board.

Section 3. Vacancies.

Vacancies on any committee may be filled by the Board for the unexpired portion of the term.

Section 4. Meetings.

Each committee shall meet as often as necessary to perform its duties, at such times and places as directed by its chair or by the Board. The chair of each committee shall preside at such committee's meetings; in the absence of the chair, a designated Board member will preside at such meetings. Each committee shall make periodic reports and recommendations to the Board.

Section 5. Expenditures.

Any expenditure of the Society's funds by a committee shall require prior approval by resolution of the Board.

Section 6. Limitation on Delegation.

In accordance with the California Nonprofit Corporation Law, the Board may not delegate to any committee the following powers:

(a) The approval of any action for which this part also requires approval of the Members or approval of a majority of all Members, regardless of whether the corporation has Members.

(b) The filling of vacancies on the Board or in any committee which has the authority of the Board.

(c) The fixing of compensation, if any, of the Directors for serving on the Board or on any committee.

(d) The amendment or repeal of the Bylaws or the adoption of new Bylaws.

(e) The amendment or repeal of any resolution of the Board.

(f) The appointment of committees of the Board or members thereof.

(g) The expenditure of corporate funds to support a nominee or applicant for Director.

(h) The approval of any self-dealing transaction except as provided by law.

ARTICLE VII
INDEMNIFICATION OF AGENTS OF THE SOCIETY; PURCHASE OF LIABILITY
INSURANCE

Section 1. Indemnity of Agents.

As to the Board and the Officers, the Society shall, and as to all other agents the Society may, to the maximum extent permitted by the California Nonprofit Corporation Law, indemnify each against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Society. For purposes of this Article VII, an “agent” of the Society includes any person who is or was a Director, Officer, employee or other agent of the Society or is or was serving at the request of the Society as a Director, Officer, employee or agent of another Society, partnership, joint venture, trust or other enterprise. For the purposes of this Article VII, “Officers” shall mean the Officers defined in the first sentence of Article V, Section 1.

Section 2. Advance of Expenses.

As to the Board and Officers the Society shall, and as to all other agents the Society may, to the extent permitted by law, advance expenses incurred or to be incurred by them in connection with any proceeding arising by reason of the fact that such person was or is an agent of the Society, provided such advance is authorized by resolution of the Board and permitted by law.

Section 3. Insurance.

The Board may authorize the purchase and maintenance of insurance on behalf of any agent, including Officers and Directors, of the Society against any liability which may be asserted against or incurred by them in such capacity or arising out of their status as such, whether or not the Society would have the power to indemnify them against that liability under the provisions of this Article VII.

Section 4. Provisions Not Exclusive.

The indemnification and advancement of expenses provided by this Article VII of these Bylaws shall not be deemed exclusive of any rights to which those seeking indemnification or expense advancement may be entitled under any agreement, vote of disinterested Directors, or otherwise, as to action in his or her official capacity while holding such office, shall continue as to a person who has ceased to be a Director, Officer, or employee and agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VIII
RECORDS AND REPORTS

Section 1. Maintenance of Articles and Bylaws.

The Society shall keep at its principal office a copy of its Articles of Incorporation and Bylaws of the Society, as amended to date, and the Society's IRS Form 990 and Annual Report to California Attorney General.

Section 2. Maintenance of Other Corporate Records.

Minutes of proceedings of the Board shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form. Such information shall be deemed to be confidential.

Section 3. Annual Report.

(a) The Society shall provide to all Members (which may be sent by electronic transmission), within one hundred twenty (120) days of the close of its fiscal year, a report which shall include, but not be limited to, the following information in reasonable detail:

(i) The assets and liabilities, including the trust funds, of the Society as of the end of the fiscal year.

(ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(iii) The revenue or receipts of the Society, for both general and restricted purposes, during the fiscal year.

(iv) The expenses or disbursements of the Society, for both general and restricted purposes, during the fiscal year.

(v) A statement of any interested party transaction, indemnification or advances required by Section 6322 of the California Nonprofit Corporation Law, as from time to time amended, including the information specified in Section 4 below.

(b) Any financial statements presented as part of the above-described report shall be prepared in accordance with generally accepted accounting principles.

(c) The financial statements shall be available for inspection by the Attorney General and by Members no later than nine (9) months after the close of the fiscal year to which the statements relate in the same manner as required for public disclosure of the Society's IRS Form 990.

Section 4. Annual Statements of Certain Transactions and Indemnifications.

As part of the annual report addressed in Section 3 hereinabove, the Society shall annually prepare and furnish to its Members and Directors a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the Society's fiscal year.

(a) Any transaction (1) in which the Society, or its parent or subsidiary was a party, (2) in which an "interested person" had a direct or indirect material financial interest, and (3) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is any Director or Officer of the Society, or its parent or subsidiary, or any holder of more than 10 percent of the voting power of the Society, or its parent or subsidiary (but mere common directorship shall not be considered as a material financial interest).

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Society, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the Society under Article VII of these Bylaws, briefly describing the amount and circumstances of any such indemnifications or advances.

Section 5. Confidentiality.

The records and reports of the Society shall be held in confidence by all persons with access to them.

ARTICLE IX MISCELLANEOUS

Section 1. Funds of the Society.

All funds of the Society, from whatever source, shall be deposited in a financial institution selected or approved by the Board and the name of the account shall be in the name of the Society, i.e., "The San Francisco Early Music Society, Inc." The Board shall determine who will have access to the Society's funds and in what amounts.

Section 2. Voting Shares.

The Society may vote any and all shares held by it in any other Society by such Officer, agent or proxy as the Board may appoint, or in default of any such appointment, by the President or by the Vice President and, in such case, such Officers, or any of them, may likewise appoint a proxy to vote said shares.

Section 3. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Society, and any and all securities owned or held by the Society requiring signature for the transfer, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by a resolution of the Board.

Section 4. Execution of Contracts.

The Board may authorize any Officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances and unless so authorized by the Board in writing, no Officer, agent or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge the Society's credit or to render it liable for any purpose or in any amount.

Section 5. Conflict of Interest.

The Board shall enforce a policy on conflicts of interest and self-dealing that requires disclosure by all Directors and Officers of the Society and other persons in a position to influence decisions of actual and potential conflicts of interest and that will assure that no person holding such a position will be permitted to vote on any issue, motion or resolution that directly or indirectly inures to his or her benefit financially or with respect to which he or she shall have any other conflict of interest, except that such individual may be counted in order to qualify a quorum, and, except as the Board may otherwise direct, may participate in a discussion of such issue, motion, or resolution if he or she first discloses the nature of his or her own interest and responds to questions from the Board with respect thereto.

Section 6. Appropriation of Business Opportunity and Confidential Information.

(a) No Director or Officer of the Society may appropriate or divert to others any opportunity for profit in connection with a transaction in which it is known or could be anticipated that the Society is or would be interested. Such opportunities include but are not limited to, acquisition of real or personal property, appointment of suppliers, or design or development of new products, services or areas of business related to the Society's present or planned services or areas of business.

(b) Each Director or Officer of the Society with access to confidential information regarding the Society or the Society's business shall hold such information in strict confidence and refrain from either using such information for personal gain or disclosing it outside the scope of the Director's or Officer's duty with respect to the Society.

Section 7. Fiscal Year.

The fiscal or business year of the Society is September 1 – August 31.

ARTICLE X
AMENDMENTS

Section 1. Amendment.

Subject to the approval of the Members with respect to amendments materially and adversely affecting Member rights as to voting or transfer, these Bylaws may be amended by the Board from time to time in its sole discretion.

Section 2. Record of Amendments.

Any amendment to these Bylaws shall be filed with the original Bylaws of the Society and a new version of the Bylaws prepared incorporating such amendment.

Section 3. Review.

These Bylaws shall be reviewed periodically by the Board (or an authorized committee thereof) to insure their continuing completeness and applicability. A written record of each review will be maintained and attached to these Bylaws. A copy of the Bylaws shall be kept at the Society's principal place of business for inspection by the Members during normal business hours.