

BYLAWS OF THE SANTA FE OPERA GUILD

A Member Guild of The Guilds of The Santa Fe Opera, Incorporated

ARTICLE I - NAME

1. The organization, a member guild of The Guilds of The Santa Fe Opera, Inc., (hereafter, "Guilds, Inc.") shall be called The Santa Fe Opera Guild (hereafter, "the Guild").

2. Location

The Guild shall be located in the City and County of Santa Fe, State of New Mexico.

ARTICLE II - PURPOSE AND POLICY

1. The purpose of the Guild shall be to support The Santa Fe Opera and to promote interest in opera. Additionally, the Guild supports other fine arts.

2. It shall be the policy of the Guild to abide by all rules governing 501(c)3 organizations as defined in the Bylaws of Guilds, Inc.

3. *Robert's Rules of Order Newly Revised* (most recent edition) shall be the parliamentary authority of all procedural matters of the Guild except for those specific issues of policy covered by the Bylaws of Guilds, Inc.

ARTICLE III– MEMBERSHIP AND MEMBER MEETINGS

1. Membership year

This shall be annual, corresponding to the anniversary date when the member last paid dues to the Guild.

2. Membership

Non-transferable membership in the Guild is granted through the annual payment of dues.

3. Rights of Members

The Board of Directors shall set membership rights and benefits. All rights of a member shall cease on the termination of his or her membership.

4. Annual Meeting

The annual meeting of the membership of the Guild shall be held at a place and date designated by the Board of Directors, following the end of the summer opera season and prior to the annual meeting of Guilds, Inc.

Notice of the annual meeting shall be sent to all members of the Guild within 30 days of the meeting, with the starting time and place set by the Board.

At the Annual Meeting, all Officers and other members of the Board shall be presented to the membership. The Treasurer shall submit a complete report for the fiscal year.

5. Special Meetings of Members

a) Special meetings of the members

Special meetings may be called at any time by the President or another Officer, or by two Directors. A special meeting must be called by the President or another Officer on receipt of a written request by one-third of the members of the Guild. Notice of a special meeting, starting time, place, purpose or purposes shall be sent to each member not less than five nor more than thirty days prior to such special meeting.

b) Quorum.

At any special meeting of members of the Guild, one-third of the members of the Guild must be present to constitute a quorum. The act of a majority of the members present at any meeting shall be the act of the full membership.

c) Voting.

All questions at a special meeting shall be decided by a majority vote of the members present. Each member shall be entitled to one vote. Proxies shall not be permitted. Any member present may request that the vote on any question before the assembly be by ballot.

ARTICLE IV – BOARD OF DIRECTORS

1. Duties and Powers.

The Board of Directors (hereafter, "the Board") shall be the policy-making body of the Guild and shall have general charge and control of the affairs, funds, and property of the Guild.

2. Number

The Board shall consist of not less than nine nor more than seventeen members (referred to as "Voting Members" or "Directors"). The Community Engagement Liaison of The Santa Fe Opera shall be an *ex officio*, non-voting member of the Board.

3. Obligations of Board members

a) Attendance at Board meetings.

Members shall attend all Board meetings unless notification of a required absence is made to the President or Secretary. In the case of special circumstances, a Director may submit a written request for a leave of absence to the President, who shall report to the Board.

b) Attendance at Guild events

Board members should make every effort to attend Guild events.

c) Financial contributions

No financial contributions shall be required of Board members, except for membership dues.

4. Meetings of the Board of Directors

a) Regular Meetings

Regular meetings shall be held a minimum of ten times a year for the transaction of such business as is required. Members are welcome to attend any regular Board meeting.

b) Special Meetings

Special meetings of the Board of Directors may be called by the President or a Vice President, and must be called by one of them upon receipt of a written request of any member of the Board which must state the purpose of the proposed meeting.

c.) Notice Notice of all Board meetings shall be sent at least three days before such meeting.

d) Presiding Officer

The President shall preside at all meetings of the Board.

e) Quorum

At all meetings of the Board at least 51% of the Directors must be present to constitute a quorum for the transaction of business.

f) Voting

All voting for Board membership and Officers shall be by ballot.

g) Proxies

With the exception of voting for Board members or Officers, voting for removal of a Director, and voting to amend these bylaws, written proxies by Board members who know that they will be absent from a Board meeting may be given to any other Board member for that member to vote at that meeting.

5. Compensation

Directors shall not receive any payment for their service. There is no real nor implied employer/employee relationship among the Guild, its Directors, and its Officers.

ARTICLE V – BOARD STANDING COMMITTEES AND SPECIAL COMMITTEES

1. Standing committees

Standing committees of the Board may be Education, Communications, Membership, Nominating, and Social.

2. Special Committees

Special Committees may be formed as necessary by the Board to carry out the activities of the Guild.

ARTICLE VI – OFFICERS OF THE BOARD

1. Number

The officers of the Guild shall be President, Recording Secretary, Vice-President of Education, Vice-President of Communications, Vice-President of Membership, Vice President of Social Events, Treasurer, and such other Officers with such powers and duties consistent with these Bylaws as may be appointed and determined by the Board.

2. President

The President shall preside at all meetings of members and of the Board. In his or her absence, the Recording Secretary shall preside.

The President shall be the Executive Officer of the Guild and shall perform such other duties as may be assigned to him or her by the Board of Directors. The President shall serve as an ex-officio member of all committees, except the Nominating Committee.

3. Recording Secretary

He or she shall attend and keep the minutes of all meetings of the Board and members of the Guild.

4. Vice-Presidents

There shall be:

a) A Vice-President of Education, who shall be responsible for the coordination of all Guild education activities and any additional duties which the Board deems to be necessary.

b) A Vice-President of Membership, who shall be responsible for the coordination of all activities relating to membership and any additional duties which the Board deems to be necessary.

c) A Vice-President of Communications, who shall be responsible for developing strategies for publicity and advertising promotions (including external and internal communications of the Guild), and any additional duties which the Board deems to be necessary.

d) A Vice-President of Social Events, who shall be responsible for the coordination of events associated with social gatherings of members and any additional duties which the Board deems to be necessary.

5. Treasurer.

The Treasurer shall have charge of all collections and disbursement of funds of the Guild.

The Treasurer shall keep an itemized account of all receipts and expenditures and shall present a report to the Board at each meeting or at any time when requested to do so by the Board.

6. Executive Committee

The Executive Committee shall be composed of seven members as follows: President, the four Vice-Presidents, Recording Secretary, and Treasurer. The Executive Committee shall meet only in an emergency and only when calling a regular or special meeting of the Board is not practicable. In such emergency meetings the Executive Committee shall have the power of the Board. The Executive Committee, however, shall always be subject to the orders of the Board and none of its acts in an emergency meeting shall conflict with or contravene any previous action or decision of the Board. The minutes of any emergency meeting shall be submitted to the Board prior to the Board's next regular meeting. Any member of the Executive Committee may call for a meeting of the Committee.

ARTICLE VII TERMS OF OFFICE: BOARD MEMBERS AND OFFICERS

1. Board members

Members of the Board shall serve a term of three years, ending on the last day of the month in which they are elected.

2. Officers

Officers' terms shall be one Board year, with the possibility of renewal for an additional year. Under circumstances approved by the Board, the two-year term limit for an officer's position may be extended. Officers shall not hold more than one Officer-level position concurrently. In the event that any Officer of the Board, for whatever reason, vacates his or her position, the Nominating Committee shall propose a replacement. At the next regular Board meeting the Nominating Committee shall present the candidate(s) to the Board.

Additional nominations, including self-nominations, shall be called for by the President.

The majority of the Board members present shall select a person to complete the term of

office.

ARTICLE VIII NOMINATION AND ELECTION PROCESS

1. Formation of the Nominating Committee

The Nominating Committee shall consist of three to five members.

At the October meeting of the Board, the President shall call for nominations from the floor for five eligible members of the Board. Additional nominations, including self-nominations, shall be solicited from the floor. Voting shall be by ballot. Those persons with the highest number of votes shall constitute the Nominating Committee until the following September 30th.

Balloting shall continue until candidates are chosen.

Eligibility to serve on the Nominating Committee is defined as any member of the Board who has served at least one year on the Board, with the exception of the President who may neither stand for nomination nor nominate a candidate.

Members of the Nominating Committee serve for one year with the possibility of serving a second year. Members shall not serve more than two consecutive one-year terms.

Once elected, the members of the Nominating Committee shall meet and elect its Chair.

The Nominating Committee shall meet and deliberate throughout the year.

2. Nomination and Election of New Board Members

a) At all times during the year the Nominating Committee shall solicit from Board and Guild members the names of potential new Board members. In evaluating candidates for nomination to the Board, the Nominations Committee shall take into consideration the current make-up of the Board and give due consideration to the abilities and qualities which candidates will bring to the Board.

b) Membership in the Guild is not a prerequisite to being considered as a candidate for the Board but, prior to election to the Board, a candidate must become and remain during his or her term(s), a dues-paying member of the Guild.

c) Election to the Board may take place anytime during the year at a regular Board meeting. An affirmative vote by the majority of the Board members present shall constitute election to the Board, provided a quorum is present.

d.) Officer's terms are from October 1 to September of the next year. In the event that an office is vacated for any reason, whoever takes over that term shall finish the term of the person who vacated the position. He/she may then apply for that position for a term beginning on October 1, and if elected to that office, time already served in that position shall not count towards the new term of office.

3. Nomination and Re-Election of Board Members

a) Not less than four months before the expiration of a Board member's term, the Nominating Committee shall notify a member who is eligible for re-election that he or she may apply to be considered for a renewal term.

b) Not less than three months prior to the expiration of their existing term, members who wish to serve a renewal term shall write a letter to the Nominating Committee and request to be considered for a renewal term. Such letter shall describe the member's activities and contributions to the Board and the Guild during the member's prior term. Members who do not wish to renew for an additional term shall submit a letter of resignation to the President.

c) Upon receipt of the member's letter, the Nominating Committee shall provide to the

Board the names of all members eligible to serve a renewal term and state the Committee's recommendation for a vote at the Board's next regular meeting. If the Nominating Committee decides not to recommend a member for renewal the member shall have the right to ask for a vote of the Board at the next regular meeting, provided that a quorum is present. An affirmative vote of the majority of the Board present shall constitute renewal. If no such letter is received, this shall be regarded as a *de facto* resignation on the part of the member.

4. Nomination and Election of Officers

- a)** At least two months before the June Board meeting the Nominating Committee shall solicit nominations from Board members for Officers of the Board. Preferably, a Director should serve at least one full year on the Board before he or she is eligible to be elected an Officer. These names will be considered by the Nominating Committee in proposing a slate of candidates. A member of the Nominating Committee may be a candidate for office, but may not be present at the discussion of his or her nomination to office.
- b)** A slate of nominees for Officers, chosen from among eligible Board members, shall be presented to the Board at the June meeting. Additional nominations from the floor, including self-nominations, shall be called for by the President at this time.
- c)** The slate and any additional nominations from the floor shall be presented to the Board for a vote at the July meeting. An affirmative vote by the majority of the Board members present shall constitute the election of an Officer, provided a quorum is present.

ARTICLE IX REMOVAL FROM OFFICE

An Officer or Director may be removed from the Board for cause by the affirmative vote of the Directors present at any regular or special meeting called for that purpose. Two-thirds of the total members of the Board must be in attendance. Any Officer or Director proposed to be removed shall be entitled to at least five days' notice in writing of the meeting of the Board at which removal is to be voted upon. He or she shall be entitled to appear before and be heard by the Board at such meeting. A majority of the votes of the Directors present shall be required to remove.

ARTICLE X CONTRACTS

The Board of Directors may authorize any Officer, Board member, or designated person to enter into any contract in the name of the Guild. Unless so authorized by the Board, no Officer, Board Member, or other person shall have any power or any authority to bind the Board by any contract, to pledge its credit, or render it liable for any purpose or amount.

ARTICLE XI – FINANCIAL PROCEDURES

1. Fiscal year

The fiscal year and the Board year of the Guild shall commence on October 1st of each year and end on September 30th of the following year.

2. Guild funds

The funds collected by the Guild shall be the property of Guilds, Inc., provided, however, that the Guild may retain and use for its needs all funds necessary for local activities in the furtherance of the Guild's established purpose. From the funds provided for the operation of the Guild, the Board of

Directors shall allocate funds necessary for special benefits and projects.

In accordance with the Bylaws of Guilds, Inc., the Guild shall submit all uncommitted funds to the Treasurer of Guilds, Inc. by the end of each fiscal quarter.

3. Annual budget

No later than the October meeting of the Board, the President will present a proposed budget for the coming year to the Board for review and approval.

4. Financial review

The financial records of the Guild shall be reviewed every three years by a special committee of the Board.

ARTICLE XII ELECTRONIC COMMUNICATION

Electronic communication shall be used in accordance with *Robert's Rules of Order*.

ARTICLE XIII STANDING RULES

The Board shall have the power to make, alter, amend, repeal and temporarily suspend the Standing Rules of the Guild by affirmative vote of the majority of Board members present at any regular meeting provided that a quorum is present. Standing rules of the Guild have the force of its Bylaws but may not contradict them.

ARTICLE XIV AMENDMENTS

The Board shall have the power to make, alter, amend, and repeal the Bylaws of The Santa Fe Opera Guild by affirmative vote of a two-thirds majority of the Board members present, provided that a quorum is present.

revised 2017-2018