

BYLAWS OF THE GUILD OF THE SANTA FE OPERA, INC.

ARTICLE I NAME

Section 1.01 Corporation

The name of the Corporation is the Guild of the Santa Fe Opera, Incorporated (hereafter referred to as the "Corporation").

Section 1.02 Corporate Seal

The seal of the Corporation shall be circular in form and shall bear on its outer edge the words "Guild of the Santa Fe, Opera, Inc." and "New Mexico." In the center the words "Corporate Seal". The Board of Directors may change the form of the seal and the inscription thereon at its discretion.

Section 1.03 Definitions

Annual Meeting	The Annual Meeting of the Corporation as defined in Article VIII, Section 8.05.
Board:	The Board of Directors of the Corporation.
Board of Directors:	The elected Officers and a Chapter Liaison, or representative, from each local Chapter.
CED Representative:	The Santa Fe Opera's appointed representative from the Community Engagement Department to the Corporation and its Chapters.
Chapter:	Chapters are geographically distinct subdivisions of the Corporation which engage in local events, fundraising, and membership outreach within a community. They are unincorporated divisions of the Corporation.
Chapter Liaison:	A designated chapter representative to attend the quarterly meetings of the Board of Directors and communicate with the local Coordinating Committee.
Corporation:	The 501(c)(3) non-profit organization known as the Guild of the Santa Fe Opera, Incorporated. Abbreviation: "the Guild."
Honorary member:	An <i>ex officio</i> , non-voting Board member of the Corporation.

May:	The term “may” as used in these bylaws refers to an optional choice.
Officers:	President, Secretary, Communication Chair, Event Coordinator, Membership Chair, and Finance Chair
Quorum:	For meetings of the Corporation, a Quorum is defined in Article VIII, Section 8.01.
Shall:	The term “shall” as used in these bylaws refers to a mandated obligation.
Standing Committees:	Opening Night, Preview Dinners, Youth Nights, Singing Apprentice Dinner, Nominating Committee, and Orientation Committee

ARTICLE II LEGAL STATUS, PURPOSE, MISSION AND VISION

Section 2.01 Legal Status

The Guild of the Santa Fe Opera, Inc. is and is intended to be a supporting organization as defined, operated, supervised, or controlled pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code. Said organization is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The fiscal year of the Corporation shall begin October 1 and conclude on September 30.

Section 2.02 Purpose

The purpose of the Corporation is to provide non-partisan advocacy for the arts and leadership to local Chapters by:

- (a) Setting general policies which comply with requirements of its 501(c)(3) status.
- (b) Assuming responsibility for the Corporation and its Chapters in legal and tax related instances.
- (c) Providing guidance and support in governance, communication, event coordination, membership and fiscal responsibility for all members.
- (d) Assisting Chapters in membership recruitment, retention, event planning and execution by fostering cooperation, coordination, communication, and the sharing of ideas.
- (e) Communicating the adopted bylaws to all Chapters and implementing measures to ensure compliance.

Section 2.03 Mission and Vision

The Mission of the Guild of the Santa Fe Opera, Inc. is to enrich lives through the arts. Our dedicated community of volunteers actively supports the Santa Fe Opera by fostering an understanding and appreciation of opera among a diverse public.

The Vision of the Guild of the Santa Fe Opera, Inc. is:

- a) To build the opera audience of the future
- b) To be a valued part of the Santa Fe Opera's planning process
- c) To be financially sustainable over time
- d) To be the gold standard of opera guild organizations

Section 2.04 Parliamentary Authority

Robert's Rules of Order shall be the parliamentary authority of all procedural matters of the Corporation unless otherwise stated in these bylaws.

ARTICLE III BOARD OF DIRECTORS

Section 3.01 Composition of the Board of Directors

The Board of Directors of the Corporation shall consist of officers and representative(s) of local Chapters.

- a) Officers: President, Secretary, Communication Chair, Event Coordinator, Membership Chair, Finance Chair.
- b) Representative of local Chapters: Each chapter will designate a Chapter Liaison to attend Quarterly Meetings and be a voting member of the Board of Directors.
- c) CED Representative of the Santa Fe Opera
In addition, the Santa Fe Opera's Community Engagement Department Representative shall be an *ex officio*, non-voting member of the Board.

Section 3.02 Terms of Office:

The term of office of all Officers of the Board shall be two years, corresponding to the Corporation's Fiscal Year.

Chapter Liaisons are not limited to a term of office. Attendance at quarterly meetings incurs one voting right and may rotate between representatives, as needed.

Section 3.03 Responsibilities of the Board of Directors:

Except as otherwise required by law or these bylaws, the property, affairs, business, and powers of the Corporation shall be managed, controlled, and exercised by the Board of

Directors. All Directors must be current in payment of their dues to the Guild of the Santa Fe Opera, Inc. throughout their term of office.

Section 3.04 *Voting and Voting Eligibility of Board Members*

Those eligible to vote at meetings of the Board of Directors of the Corporation shall be limited to the following:

- (a) All elected Officers of the Corporation.
- (b) The Chapter Liaison for each Chapter. In the absence of the Chapter Liaison, a chapter member designated by the Chapter Liaison will be the representative with one voting right.

At any election, any board member may request the use of a paper ballot.

Section 3.05 *Removal of Director*

Any Director may be removed from office at any time by a Quorum majority vote of the Board of Directors. A Director who is proposed to be removed shall be notified in writing of any action to be taken no less than five calendar days prior to consideration of removal at a regular Business Meeting or Special Meeting. The President shall notify the Director in writing of the resolution.

Section 3.06 *Vacancy of Director Position*

Any Director may resign at any time by written notice of resignation, which shall be effective upon receipt by the Board of Directors.

In the event of death, resignation, or disability of a Director, the vacant position shall be filled as specified in these bylaws by the same election protocol and for the remainder of the term.

Section 3.07 *Compensation*

No Director of the Corporation shall receive direct or indirect payment for volunteer services rendered to the Corporation or to any Chapter.

In appropriate cases, a director or local representative may be reimbursed for authorized expenses. The Corporation shall be authorized to pay reasonable compensation for goods and services rendered by vendors and specialized professionals and to make payments on behalf of the Corporation.

Section 3.08 *Insurance and Personal Liability*

In the absence of fraud or bad faith, Directors shall not be personally liable for the debts, obligations, or liabilities of the Corporation.

The Santa Fe Opera provides an annual Certificate of Liability for the Corporation and its volunteers. To the extent necessary, additional insurance shall be secured by the Corporation and its Chapters in conjunction with any contracted services.

In order to protect the personal assets of Directors and Officers from potential liability arising from their duties within the organization, the Corporation shall provide Directors and Officers Liability Insurance to individuals serving in a leadership capacity for the Corporation, if needed.

ARTICLE IV OFFICERS

Section 4.01 Officers of the Corporation

Officers of the Corporation shall be elected by the Board of Directors.

Elected Officers shall have such responsibilities and duties as authorized by the Board, which generally pertain to their respective offices, as well as such responsibilities and duties as from time to time may be determined by the Board.

The General Director of the Santa Fe Opera and the President of the Board of Directors of the Santa Fe Opera shall be honorary members of the Corporation.

A. President

The President shall preside at meetings, shall maintain relationships with the Santa Fe Opera staff through the CED Representative or other designated representative, and shall appoint members to the Corporation's Committees as necessary under the powers authorized in these bylaws.

The President shall, with contributing input from the Board of Directors and each Chapter, prepare an Annual Report of the Corporation no later than the first quarterly meeting of the Guild.

The President, or designee, will assure that the Corporation files the required annual report with the New Mexico Department of Justice and the New Mexico Secretary of State by the 15th of the fourth month after the end of the Fiscal Year.

The President is an *ex officio* member of all Corporation Committees, except the Nominating Committee.

Responsibility: As Executive Officer of the Corporation, the President is responsible for the oversight of the Corporation's activities and for its relationships with local Chapters. The President represents the Corporation at meetings of both committees and the Board of Directors of the Santa Fe Opera and is the representative of the Corporation in its relationship with other arts organizations.

B. Secretary

The Secretary shall keep an accurate record of all meetings of the Board of Directors and issue written and electronic correspondence on behalf of the Corporation.

Responsibility: The Secretary shall record and disseminate meeting minutes, including the Annual Meeting, in a timely manner and maintain the official records of the organization. The Secretary shall draft, issue and maintain written and electronic correspondence which, from time to time, may be assigned by the Board. The Secretary shall also maintain a record of volunteer hours in the format designated by the Community Engagement Department. At meetings, the Secretary shall identify the presence of a Quorum and record the vote on any motion of the Board of Directors.

C. Communications Chair

The Communications Chair shall manage both internal and external communications on behalf of the Corporation.

Responsibility: The Communications Chair shall maintain the Corporation's website and social media, manage the communications platform, assist with event registration and publicity, and create and distribute the Corporation's newsletter (*Operagram*). The Communications Chair is also responsible for assuring that the Corporation's brand is utilized appropriately on all publications and in accordance with SFO guidelines.

D. Event Coordinator

The Event Coordinator supports the Standing Committees for events the Corporation coordinates in collaboration with the Santa Fe Opera. The Event Coordinator is a resource for Event Chairs and Committees ensuring that planned events meet the Mission and Vision of the Corporation.

Responsibility: The Event Coordinator will maintain an annual calendar of all events, including those sponsored by the Corporation and those offered by local Chapters and the Santa Fe Opera. The calendar of events shall be shared with the Board or Directors at the quarterly meetings. The Event Coordinator shall monitor registration for the Guild's events and, upon request, assist the Standing Committee Chairs in event planning and execution. The Event Coordinator may assist Chapter Event Chairs and Committees in developing and maintaining budgets, negotiating contracts, securing insurance, and coordinating event logistics.

E. Membership Chair

The Membership Chair shall promote guild membership and, in collaboration with the Communications Chair, craft communications that resonate with potential members and

highlight the benefits of joining the Guild. The Membership Chair shall clearly articulate the Corporation's purpose and how it benefits members.

Responsibility: The Membership Chair is responsible for maintaining accurate membership records, sending renewal notices to current members, and promoting the benefits of membership to potential members. The Membership Chair shall prepare and present a quarterly report on membership to the Board of Directors. The Membership Chair shall collaborate with the Membership Liaison in all Chapters in order to create a welcoming, inclusive, and valuable experience for potential and existing members.

F. Finance Chair

The Finance Chair oversees the financial operations of the Corporation, ensuring financial stability and accountability. The Finance Chair provides the Board of Directors with the financial information needed for effective decision-making.

Responsibility: The Finance Chair shall be responsible for financial oversight and resource allocation, to include maintaining all appropriate financial records and, in conjunction with the Board approved tax accountant, filing all documents necessary to maintain the Corporation's 501(c)(3) status. The Finance Chair shall, in conjunction with other authorized signatories on the Corporation's bank account, collect, deposit, and distribute all funds of the Corporation. The Finance Chair shall oversee the work of any additional professional services, such as a bookkeeper, to ensure accurate accounting practices. The Finance Chair shall prepare and present quarterly reports to the Board of Directors, or upon request by the President, and a cumulative report of year-to-date finances of the Corporation at the Annual Meeting.

ARTICLE V NOMINATION AND ELECTION OF OFFICERS

Section 5.01 Nominations

Nominations shall be made by the Nominating Committee, which shall draw up its slate of nominees in time to be presented at the fourth quarter general business meeting of the Corporation. Nominations may be made by any Guild member and submitted to the Nominating Committee two weeks prior to the fourth quarter meeting of the Board of Directors of the Corporation. Such nominations shall be emailed to the Nominations Committee Chair.

Section 5.02 Elections

Officers shall be elected at the fourth quarter business meeting by a Quorum majority vote of the Board of Directors. Each Director shall have one vote; no proxies shall be allowed. The term of office shall commence at the beginning of the fiscal year.

ARTICLE VI COMMITTEES, COMMITTEE CHAIRS, and ADVISORS

Section 6.01 Executive Committee

The Executive Committee shall consist of the elected Officers of the Corporation.

In a situation requiring action prior to a regularly scheduled quarterly meeting, the Executive Committee may act. A report of its actions shall be presented at the next regularly scheduled meeting of the Board of Directors.

Section 6.02 Standing Committees and Chairs

The Board of Directors shall identify a chair for the following Standing Committees:

Opening Night, Youth Nights, Preview Dinners, Singing Apprentice Dinner, Nominating Committee, and Orientation Committee.

The Board of Directors shall establish Standing Rules for each of the above identified committees.

Chairpersons are to establish a working committee consisting of members from multiple Chapters, prepare a budget for review by the Event Coordinator and Finance Chair, and submit progress reports and an event summary to the Board of Directors.

Standing Committee chairs are authorized to work with designated Santa Fe Opera staff to accomplish their tasks and duties as prescribed by the Board.

Committee chairs shall maintain payment of annual dues throughout their respective terms.

Standing Committee chairs are non-voting, *ex-officio*, members of the Board of Directors.

ARTICLE VII SPECIAL COMMITTEES

Section 7.01 Committee Appointments

The Board of Directors of the Corporation, by resolution adopted by a Quorum majority vote, may create one or more committees to fill special needs of the Board.

Section 7.02 Committee Composition and Authorization

Each Special Committee shall consist of two or more Directors, along with one or more members of a local Chapter who may be willing to serve. No committee shall have the authority to amend or repeal these bylaws, elect or remove any officer or director, or authorize the dissolution of the Corporation.

A report of each committee's actions, recommendations, and decisions shall be presented at the next scheduled quarterly meeting (or a special meeting) of the Board of Directors for its

approval.

Section 7.03 *Term of Office of Special Committee Members*

Members of special committees shall serve for one year until the next Annual Meeting of the Board or until the work of that committee is completed, whichever comes first.

ARTICLE VIII MEETINGS OF THE CORPORATION

Section 8.01 *Quorum*

A Quorum shall consist of not less than 51% of Board members of the Board of Directors for any meeting. If a Quorum is present at the commencement of a meeting, a Quorum shall be deemed present throughout such meeting. The act of a majority of the Directors present at a meeting, at which a Quorum is present, shall be the act of the Board.

Section 8.02 *General Business Meetings*

The Board of Directors shall hold general business meetings on a quarterly basis and an Annual Meeting each Fiscal Year. The Board shall provide written notice of time and place, which shall be forwarded not less than fourteen days prior to meetings. The minutes of the proceedings shall be filed in the Corporation's records.

Section 8.03 *Special Meetings*

The President may call a special meeting at any time and shall be required to do so if requested in writing by at least four Board members, who must state a specific reason for needing to address business which cannot be delayed until the next quarterly meeting. Written notice of special meeting shall be given to the Board as soon as possible. The minutes of the proceedings shall be filed in the Corporation's records.

Section 8.04 *Electronic, Virtual and Telephone Meetings*

A. *General*

In addition to the regularly scheduled business meetings of the Corporation, the Board may call for action on an item of business which requires action before the next quarterly meeting. Such action may take place through electronic means or by way of telephone conference capability.

B. *Procedures*

The President may authorize an electronic, virtual, or telephone conference meeting if a Quorum majority of the Directors are able to participate.

Whether action is taken verbally or in writing, the President (or other designated Director)

is responsible for ensuring that all questions which come before the Board are presented to the Board as a formal motion with a second and, if applicable, a date designated by which all votes must be received. Regardless of the voting method used to tally votes, they shall be officially reported to the Board without the names of voters or their preferences being recorded. The action resolution, which is agreed upon, shall be filed with the minutes of proceedings of the Board.

C. Electronic Communications

If the Board of Directors consents in writing by electronic mail to the adoption of any resolution authorizing any action, that consent shall be regarded as agreement by the Board.

D. Virtual Meetings

If this method of conferring is available to a Quorum majority of the Board and to Chapter committees, all persons participating in the meeting must be able to communicate with one another, and such participation shall constitute presence in person at the meeting. Voting shall be conducted, tallied by the Secretary (or other designated Director), and the result reported to the Board.

Section 8.05 Annual Meeting

The Annual Meeting of the Corporation shall be held prior to the end of the Fiscal Year and after the fourth quarter meeting of the Board of Directors. All members will be notified of the Annual Meeting, at which time elected officers will be introduced. Written notice of the time and location shall be forwarded not less than fourteen days prior to meeting.

For transparency and accountability, all members shall be invited to the Annual Meeting which shall include updates about the Corporation's achievements, financial health, and strategic plans for the future.

Minutes of proceedings shall be filed in the Corporation's records.

Section 8.06 Attendance

Directors are expected to attend all meetings of the Corporation. Individual members in good standing of any Chapter are welcome to attend meetings of the Corporation as guests.

Section 8.07 Notification

Officers shall notify the President or Secretary in advance of all meetings confirming his/her attendance. A written report shall be submitted in the officer's absence.

The Chapter Liaison shall notify the President or Secretary of his/her attendance two

weeks prior to the scheduled meeting or identify the representative from the Chapter who will be the designee.

Section 8.08 Excessive Absence

Any Director who is absent from two consecutive Board meetings in a fiscal year shall be deemed to have resigned unless the absence is excused by the President. That position shall be declared vacant, unless the Board of Directors affirmatively votes to retain that Director.

Section 8.09 Eligibility to Vote at Meetings

Except as otherwise provided by law or these bylaws, decisions shall be determined by a Quorum majority vote of the Board of Directors.

ARTICLE IX ANNUAL REPORT

The President, in collaboration with the Board of Directors and representatives from local Chapters, shall prepare an Annual Report of the Corporation. The report shall include a statement from the President, a narrative of events during the fiscal year, any relevant management strategies, and all financial statements. The Annual Report is due no later than the first quarterly meeting of the Corporation.

ARTICLE X FISCAL RESPONSIBILITIES OF THE CORPORATION

Section 10.01 Bank Accounts and Deposit of Funds

All funds of the Corporation shall be placed in an established account or accounts in such banks, trust companies, or other depositories as recommended by the Finance Chair and approved by the Board, although preference should be given to a local or New Mexico-based institution that is FDIC insured. Endorsements for deposit to the credit of the Corporation, in any of its duly designated depositories, shall be made in such manner as the Finance Chair shall recommend and the Board approve.

Section 10.02 Financial Reports

The Finance Chair shall prepare and submit an estimated budget for the fiscal year prior to the first quarterly meeting of the Corporation. The Corporation's budget will be developed after local Chapters submit their budgets which will be due no later than two weeks prior to the first quarterly meeting of the Corporation.

Quarterly financial reports of the Corporation's income and expenses are to be submitted to the Board of Directors prior to all general business meetings and at the request of the President for special meetings, as needed.

A year-end financial report of the Corporation and member guilds shall be submitted in

order to be incorporated into the Annual Report presented at the first quarterly meeting of each fiscal year.

In addition, the Board of Directors will develop Standing Rules on Fiscal Responsibilities for the operational procedures related to accountability and banking practices.

Section 10.03 Funds Held by Local Chapters

In alignment with state and federal regulations, the Corporation is responsible for all funds collected, managed, and disbursed by Chapters, including, but not limited to, local representatives and event committees. Chapters holding bank accounts must adhere to Standing Rules on Fiscal Responsibilities approved by the Board of Directors.

Section 10.04 Uncommitted Funds of Guild Inc.

Uncommitted funds are those funds which, at the end of a fiscal year, are not dedicated to specific budget items or to the planned prudent operating reserve for the upcoming fiscal year. The Corporation shall remit uncommitted funds as an Annual Donation to the Santa Fe Opera as soon as possible at the end of a fiscal year, and no later than required for the Corporation to make an Annual Report.

In alignment with the original Articles of Incorporation dated October 1, 1963, no earnings shall be used to benefit an individual. Accordingly, the Corporation cannot use funds for scholarships or any other financial gift to an individual.

Except in unforeseen or exigent circumstances, the Corporation's monies shall not be disbursed except to meet its purpose and mission. These circumstances may include nonmonetary conveyances in recognition of the death, serious injury, or illness of a board member, or at the conclusion of exemplary service by a board or chapter member. Such conveyances shall be reasonable and prudent and be consistent with generally accepted practices.

The Corporation shall participate in a financial review of its treasury books and fiscal practices every year in consultation with a Board approved tax accountant. The accountant is responsible for preparing and reviewing the Corporation's income tax returns at the state and federal level.

Section 10.05 Loans and Advances

Loans or advances shall not be contracted on behalf of the Corporation, and notes or other evidence of indebtedness shall not be issued in its name, except as authorized by the Board of Directors. No loans shall be made by the Corporation to its Board of Directors.

Section 10.06 Authorized Signatures

All checks, drafts, notes, or other orders for the payment of money shall be signed by

authorized Directors of the Board. Expenditures of more than \$1,000 shall require the signatures of two authorized Directors of the Corporation.

ARTICLE XI AMENDMENT OF ARTICLES, BYLAWS, AND STANDING RULES

Articles of Incorporation, Bylaws, and Standing Rules of the Corporation may be adopted, amended, or repealed by a Quorum majority vote of the Board of Directors.

Section 11.01 Amendment of Articles and Bylaws

Proposed amendments or repeals to the Articles or Bylaws shall be distributed to the Board not less than 30 days prior to any scheduled meeting.

Amendments or repeals to the Articles or Bylaws shall be ratified by a Quorum majority vote of the Board of Directors and recorded in the minutes of the Corporation. As Articles or Bylaws of the Corporation are approved, copies of documents in their final form shall be immediately distributed to local representatives or Boards of Directors in each Chapter.

Section 11.02 Standing Rules

The Corporation may maintain Standing Rules, which are supplementary to and not in conflict with these Bylaws.

Proposed amendments or repeals to the Standing Rules shall be distributed to the Board of Directors not less than 30 days prior to any scheduled meeting.

Amendments or repeals to the Standing Rules shall be ratified by a Quorum majority vote of the Board of Directors and recorded in the minutes of the Corporation. As Standing Rules of the Corporation are approved, copies of documents in their final form shall be immediately distributed to each Officer and to Chapter Liaisons.

ARTICLE XII CHAPTERS

Section 12.01 Definition

Chapters are geographically distinct subdivisions of the Corporation which engage in local events, fundraising, and membership outreach within a community. They are unincorporated divisions of the Corporation.

All Chapters must adhere to the Purpose and Mission of the Corporation as well as the bylaws approved by the Board of Directors of the Corporation.

Section 12.02 Chapter Names

Consistent with the EIN of the Corporation, the official name of each chapter shall consist of two parts:

Guild of the Santa Fe Opera, Inc. - <location> Chapter. For example: *Guild of the Santa Fe Opera, Inc.-Los Alamos Chapter*

This official and formal name shall be used on all letterhead, business cards, press materials, and correspondence (printed or electronic).

All Chapters and Corporation communications must use the identified current logo, confirming to the standards established in brand guidelines by the Santa Fe Opera.

Section 12.03 Organization of Chapters

A. Coordinating Committees

- a) Chapters are organized through a Coordinating Committee comprised of a Chapter Liaison to the Board of Directors, a Membership Liaison, an Event Coordinator and/or Event Chair(s), who are current members of the Guild.
- b) If a Chapter maintains a separate bank account to the bank account of the Corporation, additional committee members shall include, but not be limited to, a Treasurer and Secretary. In addition, a Chapter Liaison may be designated as President of that Chapter with the same responsibilities to the Board of Directors.

B. Chapter Events

To retain Chapter status within the Corporation, local Chapters shall provide a minimum of two events per fiscal year, one of which may be the required Annual Meeting of members within that Chapter.

C. Chapter Annual Meetings

Each Chapter is required to hold an Annual Meeting open to all Chapter members. The meeting shall take place prior to the end of the calendar year, and after the Corporation's Annual Meeting.

Section 12.04 Membership

A. Categories and Annual Dues

The corporation shall establish categories of annual guild membership and determine the dues appropriate to each category.

Annual membership in the Guild of the Santa Fe Opera, Inc. is based on the fiscal year of the Corporation – October 1 to September 30.

B. Members-at-Large

In addition to membership in local Chapters, the Corporation shall provide a “Member-at-Large” category for individuals living outside of existing Chapter locations. Alternatively, members may elect to join or retain membership in a Chapter of their choice.

Section 12.05 Fiscal Responsibilities

A. Budget

Each Chapter shall prepare and submit a budget for the upcoming fiscal year to be submitted at the first quarterly meeting of the Board of Directors.

Individual event budgets shall be reviewed by the Finance Chair and Event Coordinator for the Corporation.

B. Fundraisers

Events designated as fundraisers must only benefit the Chapter, Corporation, identified endowment funds distributed on behalf of the Corporation, and/or the Santa Fe Opera’s Community Engagement Department through the Annual Donation. All publicity should indicate to participants the beneficiaries of the funds being raised.

Chapters may use their funds for a joint event/activity in conjunction with a third party at which both parties share in the expenses and income. Advertising and other promotional material must indicate both the Chapter (using name identification) and the partner organization.

C. Bank Accounts and Reporting

- a) If a Chapter maintains a bank account for operating expenses, the Finance Chair of the Corporation shall have access to the account.
- b) Quarterly reports shall be provided to the Finance Chair and Board of Directors. An end-of-year report for each Chapter shall be provided to the Board of Directors prior to the first quarterly meeting.

Article XIII

Historical

- a) Bylaws of the Corporation were amended and revised on September 13, 2025.
- b) Bylaws of the Corporation were amended and revised on May 21, 2022.
- c) Bylaws of the Corporation were amended and revised on March 2, 2019.

- d) Bylaws of the Corporation were amended and revised on March 19, 2016.
- e) Bylaws of the Corporation were amended and revised on February 4, 2012.
- f) Bylaws of the Corporation were amended and revised on March 14, 2008.
- g) Bylaws of the Corporation were amended and revised on December 15, 1999.
- h) A Certificate of Comparison of The Guilds of The Santa Fe Opera, Inc. (Formerly: The New Mexico Opera Guild, Inc.) was certified on May 18, 1987, by the State of New Mexico.
- i) Bylaws of the Corporation were amended and revised on April 10, 1987.
- j) A Certification of Incorporation of The New Mexico Opera Guild, Inc. was certified on October 9, 1963, by the State of New Mexico.

ARTICLE XIV PROHIBITIONS AND DISSOLUTION

Section 14.01 Limitations of Political Activity

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on the behalf of any candidate for public office.

The Corporation shall not carry on any activities not permitted by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law); or by a Corporation, contributions to which are deductible under Section 509(c)2 of the Internal Revenue Code (or the corresponding provision of any future United States internal Revenue law).

The Corporation shall not engage in any activity or transact its business in any way that would cause it to be ruled a private foundation as defined in Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

Section 14.02 Dissolution of the Corporation

In the event of the dissolution of the Corporation, all of its assets, property, resources, and funds shall be paid directly to the Santa Fe Opera. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.