SD OPERA

BYLAWS OF SAN DIEGO OPERA ASSOCIATION

Last Amended May 18, 2020
Table of Contents

ARTICLE 1  NAME

ARTICLE 2  OFFICES
  2.1 PRINCIPAL OFFICE.
  2.2 OTHER OFFICES.

ARTICLE 3  MISSION AND VISION

ARTICLE 4  NON-PARTISAN ACTIVITIES

ARTICLE 5  DEDICATION OF ASSETS

ARTICLE 6  MEMBERSHIP
  6.1 QUALIFICATIONS.
  6.2 VOLUNTARY TERMINATION OF MEMBERSHIP.
  6.3 INVOLUNTARY TERMINATION OF MEMBERSHIP

ARTICLE 7  MEMBERS’ MEETINGS
  7.1 PLACE OF MEETING.
  7.2 ANNUAL MEETING.
  7.3 SPECIAL MEETING.
  7.4 NOTICE OF MEMBERS’ MEETING.
  7.5 QUORUM.
  7.6 VOTING.
  7.7 WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS.
  7.8 RECORD DATE FOR MEMBER NOTICE, VOTING, AND GIVING CONSENTS.
  7.9 PROXIES. There shall be no voting by proxy.
  7.10 VOTING OF CLASSES.

ARTICLE 8  ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS
  8.1 SIZE OF THE BOARD.
  8.2 BOARD MEMBERSHIP CRITERIA.
  8.3 NOMINATIONS.
  8.4 VOTE REQUIRED TO ELECT DIRECTOR.
  8.5 RESTRICTION ON INTERESTED DIRECTORS.

ARTICLE 9  POWERS AND DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS
  9.1 POWERS OF DIRECTORS.
  9.2 ELECTION AND TERM OF OFFICE.
  9.3 VACANCIES.
  9.4 RESIGNATION.
  9.5 PLACE OF MEETING.
  9.6 MEETINGS OF THE BOARD OF DIRECTORS.
  9.7 SPECIAL MEETINGS.
9.8 VALIDATION OF MEETING........................................................................................................11
9.9 MEETINGS BY TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT. .................................................................11
Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all members of the Board of directors participating in the meeting can communicate with one another, and all other requirements of California Nonprofit Corporation Law are satisfied. Further, members of the Board of Directors may participate in any in-person meeting through the use of conference telephone or similar communication equipment so, long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section is considered the equivalent of presence in person at such meeting. ................................11
9.10 QUORUM..............................................................................................................................11
9.11 ACTION WITHOUT MEETING..........................................................................................11
9.12 ADJOURNMENT ..................................................................................................................11
9.13 COMPENSATION AND REIMBURSEMENT OF EXPENSES. ..........................................12
9.14 VISITORS ..................................................................................................................................12
9.15 COMMITTEES ......................................................................................................................12
9.16 OPINIONS OF MEMBERS OF THE BOARD OF DIRECTORS. ..........................................13
9.17 DENOMINATION ..................................................................................................................13
9.18 HONORARY LIFE DIRECTORS ..........................................................................................13

ARTICLE 10 OFFICERS ..............................................................................................................13
10.1 OFFICERS ..................................................................................................................................13
10.2 ELECTION AND TERM OF OFFICE ..................................................................................13
10.3 REMOVAL AND RESIGNATION ..........................................................................................14
10.4 VACANCIES ..........................................................................................................................14
10.5 POWERS AND DUTIES .........................................................................................................14

ARTICLE 11 CONTRACTS, CHECKS, DEPOSITS AND FUNDS .............................................14
11.1 CONTRACTS, ETC., HOW EXECUTED .............................................................................14
11.2 CHECKS, DRAFTS, NOTES ................................................................................................14
11.3 DEPOSITS ..................................................................................................................................14
11.4 GIFTS .......................................................................................................................................14

ARTICLE 12 AMENDMENTS TO BYLAWS .............................................................................15

ARTICLE 13 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS ..........................................................................................................................15
13.1 DEFINITIONS ..........................................................................................................................15
13.2 SUCCESSFUL DEFENSE BY AGENT ................................................................................16
13.3 ACTIONS BROUGHT BY PERSONS OTHER THAN THE ASSOCIATION ............................16
13.4 ACTION BROUGHT BY OR ON BEHALF OF THE ASSOCIATION .....................................16
13.5 DETERMINATION OF AGENT'S GOOD FAITH CONDUCT ............................................17
13.6 LIMITATIONS ........................................................................................................................17
13.7 ADVANCE OF EXPENSES .....................................................................................................17
Board and Association Leadership. ................................................................. 12
    Director Levels......................................................................................... 12
    Board Meeting Agenda........................................................................... 13
    Advance Distribution of Board Materials................................................ 13
Board Committees .......................................................................................... 14
    Endowment Trust .................................................................................... 14
    Honorary Life Directors.......................................................................... 14
ARTICLE 1  NAME

The name of this corporation, which is a California nonprofit public benefit corporation, shall be the “San Diego Opera Association” (hereinafter, the "Association").

ARTICLE 2  OFFICES

2.1 PRINCIPAL OFFICE. The principal office for the transaction of business for the Association shall be located in San Diego County, California.

2.2 OTHER OFFICES. The Board of Directors may establish branch or subordinate offices at any place or places where the Association is qualified to do business.

ARTICLE 3  MISSION AND VISION

The objectives of the Association shall be:

(a) To deliver exceptional vocal performances and exciting, accessible programs to diverse audiences, focusing on community engagement and the transformative power of live performance.

(b) To operate facilities to create sets and costumes for the theatre arts for San Diego Opera and other producers and presenters of theatre arts.

(c) To be recognized internationally as a leading example of adaptability, innovation and sustainability in the operatic arts, promoting diversified programming and unique performance venues with world-class and emerging talent.

ARTICLE 4  NON-PARTISAN ACTIVITIES

The Association has been formed under the California Non-Profit Public Benefit Corporation Law for the charitable or public purposes described above, and shall be nonprofit and nonpartisan. No substantial part of the activities of the Association shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Association shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The Association will, with Board approval, advocate on a local, state and national basis for the protection and enhancement of the art forms in which it is engaged. The Association shall not, except
to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE 5  DEDICATION OF ASSETS

The properties and assets of the Association are irrevocably dedicated to public or charitable purposes. No part of the net earnings, properties or assets of the Association, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or Director of the Association. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to public or charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

ARTICLE 6  MEMBERSHIP

6.1 QUALIFICATIONS.

Any person eighteen years of age or over, of good character, and dedicated to the purposes of the Association, shall be eligible for membership upon payment of such donation as may from time to time be fixed by the Board of Directors. The term of membership shall begin on or after July 1st of each fiscal year, through to and terminating on June 30th of each year.

6.2 VOLUNTARY TERMINATION OF MEMBERSHIP.

A member may resign from membership at any time.

6.3 INVOLUNTARY TERMINATION OF MEMBERSHIP.

Membership in the Association shall automatically terminate should a member fail to pay any monies due the Association by the due date.

Membership in the Association may also be suspended or terminated by the Board of Directors through the following process:

(a) A fifteen-day written notice of the suspension or termination and the reasons therefor must be given by first-class or registered mail sent to the last address of the member shown on the Association’s records.

(b) A member shall be given the opportunity to be heard, orally or in writing, by the Board or a committee appointed to hear such matters not less than 5 days before the effective date of suspension or termination, or the termination or suspension shall not take place.

(c) Any action challenging suspension or termination of membership, including any claims alleging defective notice, must be commenced within one year after the date of the suspension or termination.
ARTICLE 7  MEMBERS' MEETINGS

7.1 PLACE OF MEETING. Meetings of the membership shall be held at any place within the State of California designated by the President. In the absence of any such designation, members' meetings shall be held at the Association's principal office.

7.2 ANNUAL MEETING. The annual meeting of the members shall be held at such time and on such date between April 1 and June 30 of each year as shall be designated by the Board of Directors. The Board of Directors shall so notify the members as provided in Section 4 of this Article 7. In the event that the Board fails to designate a time, date, and place for the annual meeting of the members, such designation shall be made by the Association's President. The members shall also then be notified as provided in Section 4 of this Article 7.

7.3 SPECIAL MEETING.

(a) Persons authorized to call: A special meeting of the members may be called at any time by any of the following: the Board of Directors, the President, or by 5% or more of the members.

(b) Meetings called by members. If a special meeting is called by members other than the President or Board of Directors, those calling the meeting shall prepare a written notice of the meeting, specifying the general nature of the business proposed to be transacted, and shall deliver it personally or send it by first class mail, email, or facsimile transmission to the membership and to the President, Executive Vice President, or Secretary of the Association, and to the General Director.

7.4 NOTICE OF MEMBERS' MEETING.

(a) General notice contents. All notices of meetings of members shall be sent or otherwise given in accordance with subsection (c), below. Written notice of the meeting shall be given not less than 10 nor more than 90 days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before 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 in that case be transacted, or (ii) in the case of the regular meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members.

(b) Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid
unless the notice or written waiver of notice states the general nature of the proposals:

(i) Election of the Board of Directors;
(ii) Election of the Audit Committee;
(iii) Amending the Articles of Incorporation;
(iv) Voluntarily Dissolving the Association

(c) Manner of giving notice. Notice of any meeting of members shall be given either personally or by mail to the address of that member appearing on the books of the Association or the address given by the member to the Association for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by email, by facsimile or other means of written communication.

(d) Affidavit of mailing notice. An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the Secretary, or any other member of the Association giving the notice, and if so executed shall be filed and maintained in the minute book of the Association.

7.4A PROCEDURES FOR ELECTRONIC MEETINGS

At the sole discretion of the Board of Directors, meetings may be held electronically either by teleconference or by videoconference, in which case the procedures set forth in Section 7.4 of this Article shall apply.

a. Notice shall be given in accordance with Section 7.5 of this Article

b. Members who wish to participate in the meeting must respond to the notice by the date specified. Each responding member will be provided with directions on how to access an electronic link to the meeting.

c. Members may submit written questions in advance, by mail or email, addressed to the President of the Board of Directors. Those questions should concern the matters specified in the notice.

d. Members may participate in the meeting by using the intra-application communication feature on the meeting application being used. Members will be provided with instructions on how to participate in the notice.

e. Voting. Votes on matters requiring the vote of the membership shall be by ballot, a copy of which will accompany the notice. Members will have the choice of returning a paper ballot to the offices of the Association or of completing an electronic ballot by following the instructions in the notice. All
ballots must be received by noon (12:00 pm, PDT) on the noticed date of the meeting.

f. Quorum. The actual number of votes represented by members participating electronically and the returned ballots shall constitute a quorum of the membership, provided, however, that at least 25 members who are entitled to vote on the business to be transacted at the meeting have been counted.

g. The votes will be tallied and the results will be announced at the meeting.

7.5 QUORUM.

(a) Number required. The actual number of votes represented in person or by proxy at a meeting of the membership and entitled to vote on the business to be transacted at such meeting shall constitute a quorum of the membership, provided, however, that at least 25 members who are entitled to vote on the business to be transacted must be present at such meeting, and provided further, that only those matters of which the members received notice in accordance with the provisions of Section 7.4, above, may be voted upon at the meeting.

(b) Loss of quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact 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.

7.6 VOTING.

(a) Eligibility to vote. Persons entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 7.8 of this Article 7, subject to the provisions of the California Nonprofit Corporation Law.

(b) Manner of casting votes. Voting may be by voice, ballot, mail or email ballot, provided that any election of Directors must be by ballot if demanded by any member before the voting begins.

(c) If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting, entitled to vote and voting on any matter other than the election of Directors shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Corporation Law.

7.7 WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS.

(a) Written waiver or consent. The transactions of any meeting of members, either regular or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present in person, and if, either before or after the meeting, each
person entitled to vote who was not present in person signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4(b) of Article 7, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Waiver by attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of meeting, if that objection is expressly made at the meeting.

7.8 RECORD DATE FOR MEMBER NOTICE, VOTING, AND GIVING CONSENTS.

(a) Record date to be determined by Board of Directors. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a "record date," which shall not be more than 90 nor less than 10 days before the date of the meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any transfer of any membership on the books of the Association after the record date, except as otherwise provided in the California Nonprofit Corporation Law.

(b) If no record date is fixed by the Board of Directors:

(i) The record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the business day preceding the date on which notice is given, or, if notice is waived, the business day preceding the day on which the meeting is held.

(ii) The record date for determining members for any other purpose shall be at the close of business on the day on which the Board of Directors adopts a resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

7.9 PROXIES. There shall be no voting by proxy.

7.10 VOTING OF CLASSES. Association members are entitled to one vote on all matters submitted to a vote of the members.
ARTICLE 8  ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

8.1 SIZE OF THE BOARD.

Based on the Nominating Committee’s recommendations, the Board will regularly evaluate, and change, if necessary, the Board’s size. Although the actual number of Directors will vary from time to time, the maximum number permitted is 75, while the least number permitted is 7.

8.2 BOARD MEMBERSHIP CRITERIA.

Based on the Nominating Committee’s recommendation, the Board will establish the skills and characteristics to be sought in new Board members, given the Board’s current composition, and develop criteria for identifying and evaluating director candidates. These criteria include, among other things, the person’s commitment to the Association, his or her business experience and skills (including skills in core areas such as operations, management, performing arts, fund raising, investing, accounting and finance, law, and strategic planning), independence, judgment, integrity and ability to commit sufficient time and attention to the Board’s and the Association’s activities, as well as the absence of any potential conflicts with the Association’s interests. Candidates must be willing and able to donate at least $15,000 to the Association annually, although $25,000 is recommended. (Up to 10% of the permitted number of Board members may, in the Board’s discretion, contribute at a lower level, so long as they make a contribution that is meaningful for them).

8.3 NOMINATIONS.

(a) Nominating Committee. The President shall appoint a Nominating Committee. No person shall be eligible for nomination as Director who is not a member of the Association in good standing. The minimum annual contribution for Directors is $15,000; however, each Director is asked to contribute $25,000 or more to support the Association. In addition, up to 10% of the permitted number of Board members may, in the Board’s discretion, contribute at a lower level, so long as they make contributions which are meaningful to them.

The Nominating Committee shall select qualified candidates for election to the Board of Directors and make its report to that Board, and the Association shall forward to each member, with the notice of meeting required by Article 7, Section 7.4, a list of candidates nominated. The names of candidates approved by the Board may be submitted to the members for their vote at the next annual membership meeting.

(b) Nominations by Association Members. Such nominations may be made to members of the Nominating Committee at any time, and should, if possible, be accompanied by a brief bio of the nominee and by a statement why the nominee would be a good Board member. The nomination will be considered by the
Committee as set forth in the Governance Guidelines. In the alternative, candidates for the Board of Directors may be nominated by a petition signed by at least 10 percent of the Association’s members in good standing. Such petition must be delivered to an officer of the Association at least 30 days prior to the annual meeting of the membership. On receipt of said petition, the President shall submit the names of the candidates so nominated to the Nominating Committee, which shall review them in the same manner as it reviews other candidates for election to the Board. Such nominees must be qualified as set forth above and in the Governance Guidelines.

(c) No nominations from the floor. If there is a membership meeting at which members of the Board of Directors are elected, names may not be placed in nomination from the floor.

8.4 VOTE REQUIRED TO ELECT DIRECTOR. Successful candidates for Director must receive at least 75 percent of the votes cast by the membership at the annual meeting at which a quorum is present.

8.5 RESTRICTION ON INTERESTED DIRECTORS. No person serving on the Board of Directors may be an interested person. An interested person is (1) any person being compensated by the Association for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; and, (2) any brother, sister, ancestor, descendant, spouse, sister-in-law, brother-in-law, mother-in-law, or father-in-law of any such person. However, no violation of this paragraph shall affect the validity or enforceability of any transaction entered into by the Association.

ARTICLE 9 POWERS AND DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS

9.1 POWERS OF DIRECTORS. Subject to the powers of the members as provided by law and as herein set forth, the Association’s activities and affairs shall be conducted and all corporate powers shall be exercised by and under the direction of the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

(a) To select and remove the Association’s officers and the General Director, prescribe such powers and duties for them as may not be inconsistent with law or these bylaws, and fix their compensation, if any.

(b) To conduct, manage and control the Association’s affairs and business, and to make such rules and regulations therefore as are not inconsistent with the law or these Bylaws, as they may deem
best.

(c) To change the principal office for the transaction of the Association’s business from one location to another within San Diego County; to fix and locate from time to time one or more subsidiary offices of the Association within or without the State of California; to designate any place within or without the State of California for the holding of any Directors' or members' meetings; and to adopt, make and use a corporate seal; and to alter the form thereof from time to time, as in their judgment, they may deem best, provided such seal shall at all times comply with the law.

(d) To borrow money and incur indebtedness for the Association's purposes, and to cause to be executed and delivered therefore the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

(e) To adopt, amend and repeal Bylaws except as limited by Article 12.

(f) To make donations for the public welfare or for charitable, educational, civic or similar purposes.

The Board may delegate the management of the Association’s activities to any person or persons, committee or committees, provided that the Association’s activities and affairs shall be managed, and all corporate powers exercised, under the ultimate direction of the Board, except insofar as specific powers are reserved to the membership in these bylaws.

9.2 ELECTION AND TERM OF OFFICE.

(a) Election. The Directors shall be elected at the Association’s annual meeting and shall take office at the close of the fiscal year in which they are elected, provided that they may attend board meetings from the time they are approved by the Board of Directors.

(b) Director Tiers. The various types of directors shall be classified in four classes: Individual Directors, Corporate Directors, Associate Directors and members of the Advisory Council. The obligations and terms of each class are set forth in the Governance Guidelines. Only the Individual and Corporate Directors are members of the Board of Directors, and only they are entitled to attend Board meetings and to vote at such meetings.

(c) The Board from time to time may add, change, or eliminate
categories of directors, except that Individual Directors, as a category, may not be eliminated. The Board may remove a Director by a majority vote of all members of the Board of Directors currently in office, for conduct which is, in the opinion of those so voting, detrimental to the Association.

9.3 VACANCIES. Any vacancy on the Board of Directors may be filled by the process set forth in the Governance Guidelines. A vacancy on the Board shall be deemed to exist upon the death, resignation, or removal of any Director, or if the authorized number of directors is increased. No reduction in the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his/her term of office.

9.4 RESIGNATION. A Director may resign effective upon giving written notice to the President, unless the notice specifies a later time for the effectiveness of such resignation. Except upon notice to the Attorney General of the State of California, no member of the Board of Directors may resign when the Association would then be left without a duly elected member or members of the Board of Directors in charge of its affairs.

9.5 PLACE OF MEETING. Regular meetings of the Board of Directors shall be held in any place within or without the State of California which has been designated by the President with the approval of the board of directors. Special meetings of the Board of Directors may be held at a place so designated or at the principal office.

9.6 MEETINGS OF THE BOARD OF DIRECTORS.

(a) The organizational meeting of the Board of Directors, at which the Board’s officers shall be elected, shall take place at the first called meeting following the annual meeting of the membership.

(b) The regular meetings of the Board of Directors shall be held on dates to be determined by the President at the beginning of the fiscal year. The Board shall meet at least 6 times annually.

9.7 SPECIAL MEETINGS.

(a) Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, the Executive Vice President, the Secretary, or any six members of the Board of Directors.

(b) Notice of the time and place of a special meeting shall be delivered personally to each member of the Board of Directors by telephone, electronic or facsimile transmission at least 48 hours before the meeting. Notice may be also given to each member of the Board of Directors by first class mail sent at least 4 days prior to the time of the meeting. Notice shall be addressed to the Director at his or her address as shown in the Association’s records. The notice need not specify the purpose of any regular or special meeting. If a meeting is called
without notice of its purpose, any 5 members of the Board of Directors at that meeting may insist that no action be taken until a second meeting is held 3 or more days later.

9.8 VALIDATION OF MEETING. The transactions of any meeting of the Board of Directors, however called, noticed and however held, so long as such meeting is called, noticed and held in compliance with these bylaws, shall be as valid as a meeting duly held after regular call and notice, if a quorum is present.

9.9 MEETINGS BY TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT.

Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all members of the Board of directors participating in the meeting can communicate with one another, and all other requirements of California Nonprofit Corporation Law are satisfied. Further, members of the Board of Directors may participate in any in-person meeting through the use of conference telephone or similar communication equipment so, long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section is considered the equivalent of presence in person at such meeting.

9.10 QUORUM. A quorum of the Board of Directors shall consist of 50% of the incumbent members of the Board of Directors plus one. A meeting in which a quorum is initially present may continue to transact business notwithstanding withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

9.11 ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors.

9.12 ADJOURNMENT.

(a) A quorum of the Board of Directors may adjourn any Board of Directors' meeting to meet again on a stated day and hour; provided, however, that in the absence of a quorum a majority of the Directors present at such a meeting, either regular or special, may adjourn such meeting to meet again at a stated day and hour prior to the next regular meeting of the Board of Directors.

(b) If a quorum is not present at a meeting of the Board of Directors, the majority of the Directors present may adjourn the meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment
to another time and place shall be given prior to the time of the resumption of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice need not comply with the time by which notice must be given prior to a meeting as required by section 9.8 of these bylaws, but should be given as far in advance as is practical under all of the circumstances.

(c) Notice of the time and place of resuming an adjourned meeting shall be given to all Directors.

9.13 COMPENSATION AND REIMBURSEMENT OF EXPENSES. Members of the Board of Directors shall receive no compensation for their services. Upon submission of appropriate documentation, and in accordance with the Association’s business practices, such Directors may be reimbursed for expenses reasonably necessary to the Association’s business which are approved by the Board of Directors.

9.14 VISITORS. No person not a member of the Board of Directors may attend any meeting of that Board without the consent of the President or of the majority of the Directors present.

9.15 COMMITTEES.

(a) The standing committees of the Association shall be the Executive Committee, the Audit Committee, the Finance Committee, the Nominating Committee, the Fund Development Committee, and the Governance Committee. The members of the Audit Committee shall be nominated by the Nominating Committee and annually elected by the members of the Association. Except as otherwise provided, the President shall appoint the members of each standing committee. Members of committees shall serve until the end of the fiscal year in one-year terms of service. Committees may make recommendations to the Board of Directors but may not themselves exercise the Board’s authority. The procedures and authorities of the standing committees are set forth in the Governance Guidelines.

(b) The President of the Board of Directors, to better serve the organization, may, by appropriate Board resolution, create one or more ad hoc committees, each consisting of two or more members of the Board of Directors, to serve at the pleasure of the Board. Such committees may make recommendations to the Board, but may not themselves exercise the Board’s authority. Meetings and actions of all committees shall be governed by the provisions of the Governance Guidelines, with such changes as may be necessary to substitute the committee and its members for the Board of Directors and its members. (c)

Executive Committee

(i) The members of the Executive Committee shall consist of the officers of the Board as set forth in Article 10, and such
other directors as the President considers necessary to create an effective executive group.

(ii) The Executive Committee’s meetings shall be held on an as-needed basis on dates determined by the President.

(d) Each committee shall prepare written minutes of its meetings which shall be submitted to the Association’s Administrator and distributed in advance of the next Board meeting. If a Director wishes to have a full discussion or review of any action taken by a committee, that Director shall give notice to the President in advance of the Board meeting.

9.16 OPINIONS OF MEMBERS OF THE BOARD OF DIRECTORS. Board members who are attorneys, accountants, architects, or who hold any other professional licenses, who may offer any opinion in the course of performing their duties as Directors, are deemed to be giving that advice as members of the Board and not as professionals.

9.17 DENOMINATION. The Association may denominate certain persons as members of the Advisory Council, Associate Directors, or other such honorary titles which may include the word “director.” Such persons do not thereby become members of the Board of Directors, have no right to vote as members of the Board of Directors, and are not “directors” as that term is used in the Nonprofit Corporation Law.

9.18 HONORARY LIFE DIRECTORS. The title of Honorary Life Director may be recommended by the President and bestowed by a majority vote of the members of the Board of Directors present at any regular meeting of the Board of Directors, provided a quorum exists. The qualifications for such nominees are a minimum of 10 years exemplary service on the Board of Directors, a minimum of $500,000 in cumulative donations, and having attained at least 75 years of age. Honorary life Directors shall continue to hold that title until their deaths, incapacity to act, resignation, or removal by the Board. The title is entirely an honorary title, and does not confer board membership or rights on a person so designated.

ARTICLE 10 OFFICERS

10.1 OFFICERS. The Officers of the Association shall be a President, Executive Vice President, Vice President of Finance, Secretary, and such other Officers as shall be determined by the Board of Directors.

10.2 ELECTION AND TERM OF OFFICE. The Association’s officers shall be chosen from the Board of Directors, elected by the Board of Directors at the first board meeting after the Annual Membership Meeting, and shall take office at the close of the fiscal year.
The President’s term shall be 2 years, and he or she may serve no more than 2 additional terms. The other officers’ terms shall be one year, but they shall each be eligible to be reelected for additional one-year terms up to a total of 6 years. The President shall be ineligible to be reelected as President after completing three two-year terms. The President’s ineligibility to serve after three two-year terms shall terminate one year after the expiration of his or her third term of office as President. The ineligibility of officers to serve after a total of 6 years in office each shall terminate one year after the expiration of any officer’s sixth term of office.

10.3 REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by a majority vote of the Board of Directors, and may resign at any time upon written notice to the Association without prejudice to the Association’s rights, if any, under any contract to which the officer is a party. Such resignation shall take effect upon acceptance by the Board of Directors.

10.4 VACANCIES. A vacancy in any office because of the death, resignation or removal of any Officer shall be filled by the Board of Directors.

10.5 POWERS AND DUTIES. The powers and duties of the Association’s officers are set forth in the Governance Guidelines.

ARTICLE 11 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

11.1 CONTRACTS, ETC., HOW EXECUTED. The Board of Directors, except as otherwise provided herein, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit to render it liable for any purpose or in any amount.

11.2 CHECKS, DRAFTS, NOTES. All checks, drafts or other instruments for the payment of money, notes, or other evidences of indebtedness issued in the Association’s name shall be signed by such officer or officers, agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instrument shall be signed by the Vice President of Finance and countersigned by the President or the Executive Vice President.

11.3 DEPOSITS. All Association funds shall be expeditiously deposited to the Association’s credit in such banks or other depositories as the Board of Directors may designate.

11.4 GIFTS. The Board of Directors may accept on the Association’s behalf any contribution, gift, bequest, devise or governmental or other subsidy or grant for the Association’s general purposes, or for any special purpose within its general purposes.
ARTICLE 12  AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed by approval of the members or by a majority of the Board of Directors; provided, however, that a majority of the members present at the Annual Meeting or at any special meeting must approve any action that would:

(a) Materially or adversely affect the rights of members as to voting, dissolution or transfer of membership;
(b) Amend or repeal Article 3 (Objectives and Purposes);
(c) Specify or change a fixed number of Directors or the maximum or minimum number of Directors, or change from a fixed to a variable number of Directors or vice-versa.
(d) Amend or repeal this Article 12 (Amendments to Bylaws).

No by-law shall be adopted, amended or repealed unless the substance of the proposed adoption, amendment or repeal shall have been stated in the notice of the meeting.

ARTICLE 13  INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

13.1 DEFINITIONS. For the purposes of this Article:

(a) "agent" means any person who is or was a Member of the Board of Directors, officer, employee, or other agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Association or of another enterprise at the request of the predecessor corporation;
(b) "proceeding" means any threatened, pending, or completed action or proceedings, whether civil, criminal, administrative, or investigatory; and
(c) "expenses" includes, without limitation, all attorneys' fees, costs, and any other expense incurred in the defense of any claims or proceedings against any agent by reason of his or her position or relationship as agent, and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.
13.2 SUCCESSFUL DEFENSE BY AGENT. To the extent that an agent of the Association has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him or her, then the provisions of Sections 3 through 5 of this Article shall determine whether the agent is entitled to indemnification.

13.3 ACTIONS BROUGHT BY PERSONS OTHER THAN THE ASSOCIATION.

Subject to the required findings to be made pursuant to Section 5, below, the Association shall indemnify for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding, any agent who was or is a party, or is threatened to be made party, to any proceeding other than an action brought by, or on behalf of, the Association, or by an Officer, Member of the Board of Directors, or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the Association.

13.4 ACTION BROUGHT BY OR ON BEHALF OF THE ASSOCIATION.

(a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Association, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(b) Claims and suits awarded against agent. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of the Association by reason of the fact that the person is or was an agent of the Association, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5 of this Article must be made in the manner provided for in that section; and,

(ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled,
the court shall determine the appropriate amount of expenses to be reimbursed.

13.5 DETERMINATION OF AGENT'S GOOD FAITH CONDUCT. The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the Association’s best interest, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the agent did not act in good faith or in a manner which he or she reasonably believed to be in the Association’s best interest, or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the agent must have had no reasonable cause to believe that his or her conduct was unlawful.

(b) Manner of determination of good faith conduct. The determination that the agent acted in compliance with Paragraph (a) above shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or, the affirmative vote of a majority of the members represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum). Such determination may be made on application brought by the Association or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by the Association.

13.6 LIMITATIONS. No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b) (iii) of this Article, in any circumstance when it appears:

That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or, that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

13.7 ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by the Association before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the
amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

13.8 CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-OFFICERS.

13.9 RIGHT TO INDEMNIFICATION. Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and Officers of the Association, or any subsidiary hereof, may be entitled by contract or otherwise.

13.10 INSURANCE. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against that liability under the provisions of this section.

13.11 FIDUCIARIES OF ASSOCIATION EMPLOYEE BENEFIT PLAN. This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of any employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Association as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE 14 MISCELLANEOUS

14.1 REPRESENTATION OF SECURITIES OF OTHERS. The President, Executive Vice President, or any Vice President and the Secretary, or such other officers as the Board of Directors may select for the purpose, are authorized to vote, represent and exercise on behalf of the Association all rights incident to any and all voting securities of any other corporation or corporations standing in the name of the Association. The authority herein granted to said officers to vote or represent on behalf of the Association any and all voting securities held by the Association and any other corporation or corporations may be exercised either by such officers in person or by any person authorized so to do by proxy or power of attorney duly executed by such Officers.

14.2 REPORTS AND ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. The Board of Directors shall cause proper and timely reports to be filed with such federal and state regulatory and reporting agencies as may be required by law. The Board of Directors shall cause an annual report including an annual statement of certain transactions and indemnifications, to be sent to the members and Directors not
later than 120 days after the close of the Association’s fiscal year. Such report shall contain in appropriate detail the following:

(a) The Association’s assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year.

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

(c) The revenue or receipts of the Association both unrestricted and restricted to particular purposes, for the fiscal year.

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

(e) The amount and circumstances of any indemnifications or advances aggregating more than $10,000.00 paid during the fiscal year of the Association to any officer or Director of the Association; provided, however, that such report need not be made in the case of indemnification approved by the members.

(f) A description of any "covered transaction" as defined in subsection (i) of this Article 14, during the previous fiscal year of the Association involving more than $50,000.00 or which was one of a number of "covered transactions" in which the same "interested person," as defined in subsection (ii) of this Article 14, had a direct or indirect material financial interest, and which transactions in the aggregate involved more than $50,000.00. The description of the covered transaction shall set forth the name of any interested persons involved in such covered transactions, including such interested person’s relationship to the Association, the nature of such person’s interest in the transaction, and, where practicable, the amount of such interest; provided, however, that in the case of a transaction with a partnership of which the interested person is a partner, only the interest of the partnership need be stated.

(i) For the purposes of this section, a "covered transaction" is a transaction in which the Association was a party, and in which transaction any Director or officer of the Association had a direct or indirect material financial interest.

(ii) For the purposes of this section, an "interested person" is any officer or Director of the Association.

Each officer and Director of the Association shall complete an annual questionnaire regarding potential conflicts of interest in a form prescribed by the Governance Committee not later than 30 days after the beginning of the Association’s fiscal year.
The Association shall furnish any member who requests it a copy of any report filed by the Association. The Association may impose reasonable charges for copying and mailing such report.

14.3 ANNUAL STATEMENT OF GENERAL INFORMATION. The Association shall each year, between January and June, file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the names and complete business or residence addresses of the President, General Director, Secretary and Chief Financial Officer and the street address of its principal office, together with a designation of the agent of the Association for the purpose of service of process, all in compliance with Section 6210 of the Corporations Code.

14.4 INSPECTION OF RECORDS. The accounting books and records and minutes of proceedings of the members and the Board of Directors and committees of the Board of Directors shall be open to inspection upon the written demand on the Association of any member at any reasonable time, for a purpose reasonably related to such person's interests as a member.

Every member of the Board of Directors shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association.

14.5 FISCAL YEAR. The Association’s fiscal year shall begin on the first day of July in each year and shall end on the last day of the following June.

14.6 RULES OF ORDER. Robert's Rules of Order shall govern the Association's proceedings upon parliamentary questions not covered by these bylaws.

14.7 ACTION WITHOUT MEETING. Subject to Section 5513 of the California Nonprofit Public Benefit Corporation Law, any action including election of Directors which under any provision of the California Nonprofit Public Benefit Corporation Law may be taken at any regular or special meeting of members, may be taken without a meeting if the written ballot of every member is listed, the required number of signed approvals in writing setting forth the action so taken is received, and the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Unless a record date for voting purposes be fixed as provided in Section 8, Article 7, the record date for determining members entitled to cast written ballots pursuant to this Section, when no prior action by the Board of Directors has been taken, shall be the day in which the first written ballot is mailed or solicited, whichever is first. Each ballot must specify the time by which it must be received to be counted. The ballot must contain a block in which to vote for each candidate for each seat on the Board of Directors. A written ballot marked "withhold" or otherwise marked
in any manner indicating that the authority to vote for the election is withheld shall not be voted either for or against a particular candidate. A written ballot may not be revoked.

CERTIFICATE OF SECRETARY

I certify that I am the duly appointed and acting Secretary of the San Diego Opera Association, a California nonprofit public benefit corporation; and that the foregoing bylaws, comprising 19 pages, constitute the bylaws of the Association on the date hereof.

IN WITNESS WHEREOF, I have executed this Certificate on behalf of the Association on March ____, 2018.

__________________________________________
Linda Spuck, Secretary
San Diego Opera Association [SEAL]
San Diego Opera Association
Board of Directors
Governance Guidelines

Last Amended May 22, 2017
### Table of Contents

Introduction ..................................................................................................................... 1
Mission and Vision Statement ......................................................................................... 1
The Purpose of the Board of Directors ............................................................................ 1
Board Members' Bill of Rights ......................................................................................... 2
  The right to understand the Board member’s role ................................................ 2
  The right to be informed ........................................................................................ 2
  The right to participate in the Board’s work ........................................................... 2
  The right to staff support ....................................................................................... 3
  The right to try something different ....................................................................... 3
  The right to be protected from liability ................................................................... 3
Board Governance .......................................................................................................... 3
  What is the role of governance? ........................................................................... 3
Code of Conduct ............................................................................................................. 4
Duties and Responsibilities ............................................................................................. 4
  Major Duties and Responsibilities of the Association’s Board of Directors ........... 4
  Duties and Responsibilities of Board members ................................................... 5
Some Legal Considerations for Board Members............................................................. 7
Board of Directors Job Descriptions ................................................................................ 8
  President of the Board .......................................................................................... 8
  Executive Vice President ...................................................................................... 9
  Vice President of Finance ..................................................................................... 9
  Board Secretary .................................................................................................... 9
  Committee Chair ................................................................................................... 9
Board Selection and Composition ................................................................................. 11
  Board Selection and Appointment ...................................................................... 11
  Board Nomination and Election Process ............................................................ 11
Board and Association Leadership ................................................................................ 12
  Director Levels .................................................................................................... 12
  Board Meeting Agenda ........................................................................................ 13
  Advance Distribution of Board Materials ........................................................... 13
Board Committees ........................................................................................................ 14
  Endowment Trust ................................................................................................. 14
  Honorary Life Directors ....................................................................................... 14
Introduction

The San Diego Opera Association (the “Association” or the “San Diego Opera”) is a nonprofit public benefit corporation founded in 1953 as a presenting Association; in 1965, it became a producing association. The Association operates under the laws of the State of California for the purpose of producing and staging operatic and musical performances.

The Association’s bylaws are the foundation for the Association’s structure, while these Governance Guidelines (“Guidelines”) provide guidance for situations that may not be specifically addressed in the Bylaws. The Association’s Board of Directors (the “Board”) looks to these guidelines to help guide its own conduct as well as the conduct of those who serve or represent it. These Guidelines’ principal purpose is to embody the standard of conduct that the Board strives to achieve, so as to make that standard readily available and understood.

The Board will regularly reevaluate these Guidelines upon recommendation of the Board’s Governance Committee, in light of changing circumstances, in order to continue serving the Association’s and its members’ best interests. Accordingly, these Guidelines are not a fixed policy or resolution by the Board, but merely a statement of current guidelines that are subject to continuing assessment and change.

Mission and Vision Statement

The Mission of the San Diego Opera Association is:

(a) To deliver exceptional vocal performances and exciting, accessible programs to diverse audiences, focusing on community engagement and the transformative power of live performance.

(b) To operate facilities to create sets and costumes for the theatre arts for the San Diego Opera and other producers and presenters of theatre arts.

(c) To be recognized internationally as a leading example of adaptability, innovation and sustainability in the operatic arts, promoting diversified programming and unique performance venues with world-class and emerging talent.

The Purpose of the Board of Directors

The Board of Directors helps the Association’s management develop business plans, policy objectives, and business strategy, and assists in raising funds to achieve those purposes. The Board selects the Association’s General Director, supports him or her, and reviews his or her performance, holding him or her accountable for meeting agreed-upon goals and objectives.

Through regular meetings, the Board helps ensure effective planning and oversees the management of the Association’s resources. The Board also oversees the Association’s compliance with applicable regulatory requirements.
Directors monitor the Association’s financial performance and the achievement of its strategic and artistic goals. Directors are expected to follow developments affecting the Association’s business. They must set aside any potential conflict between their personal business interests and those of the Association to support the well-being of the Association they serve.

The most effective Board will be a group of people who bring a breadth of skills, experience and diversity to the San Diego Opera. Ideally, members of the Board should have backgrounds and contacts that differ from but complement those of the other directors.

We, the members of the Board of the San Diego Opera, believe that effective Boards:

- know the importance of the mission;
- are accountable;
- educate the public about the Association’s work;
- are inspired advocates for the vocal arts;
- realize self-criticism leads to improvement;
- encourage curiosity and a sense of humor;
- put great effort into recruitment;
- share fundraising responsibilities;
- are collegial, and respectful of each other's ideas

**Board Members' Bill of Rights**

Board members have the following rights which must be upheld by other Board members and observed by the Association’s staff.

The right to understand the Board member's role.

A Board member’s role is to represent the community in the Association’s work and to ensure conformity with the Association’s mission as well as the availability of resources necessary to the fulfillment of that mission.

The right to be informed.

Board members begin as outsiders but should quickly become insiders as the Association’s staff shares inside information. Staff will provide regular Association information and reports on activities and finances, explaining how the Association is achieving its annual goals and objectives.

The right to participate in the Board’s work.

All Board members should have the opportunity to serve on a committee or task force or participate in other Board activities.
The right to staff support.
Board (not individual) activities should be supported by staff, who shall provide information and materials and handle meeting logistics.

The right to try something different.
Board members are encouraged to serve in positions or on committees which allow them to learn new skills. The Board should remain open to new ideas and new ways of doing things.

The right to be protected from liability
Directors’ and Officers’ liability insurance must be provided at appropriate levels and terms. The Association must strive to engage professionals with skill and knowledge to ensure proper handling of all of the Association’s business.

Board Governance

What is the role of governance?
At the San Diego Opera, Board members are understood to bring different skills and play different roles to support and build the Association while working toward common goals. While Board members should and do act as supporters and builders, they should also be questioners and monitors of the Association. As part of the team, the Board stands with the Association as it operates in a demanding and competitive world. By contrast, in its governing role, the Board must stand outside the Association and hold it accountable to the public interest.

The roles of support and governance encompass different tasks. As supporters, Board members strive to ensure the Association’s success. The Board raises money, lends the Association contacts and clout, provides special skills, and acts as ambassadors to the community. In its governance role, by contrast, the Board seeks to protect the public interest. The Board’s governance responsibilities include selecting the Association’s top executive and assessing his or her performance; reviewing and authorizing plans and commitments; ensuring fiscal soundness, ethical behavior, and compliance with legal and contract requirements; and evaluation of the Association’s work. Both of the Board’s roles are distinguished from that of management, which is the province of the general director.

Both these roles — supporting and governing — are critical to the Association’s effectiveness. Rather than try to eliminate any tensions caused by its governance role, the Board must find ways to strengthen its independence and creatively use this tension for the Association’s good.
Code of Conduct

The Board, upon the recommendation of the Governance Committee, is responsible for establishing a Code of Conduct that applies to each Board member, to Associate Directors, to Advisory Council members, and to the Association’s staff and consultants. The Code of Conduct sets standards for addressing conflicts of interest, maintaining the Association’s confidential and proprietary information, and complying with the Association’s policies and procedures as well as applicable federal, state and local laws and regulations.

Duties and Responsibilities

Board members have two overarching duties to the Association:

1. The duty of care requires Members of the Board of Directors to act in a reasonable and informed manner when participating in Board decisions and overseeing the Association’s management. Board members should act in good faith and in a manner believed to be in the Association’s best interests.

2. The duty of loyalty requires the faithful pursuit of the Association’s interests rather than one’s own interests or those of any other person or organization.

Major Duties and Responsibilities of the Association’s Board of Directors

The Board has a variety of responsibilities which are set forth in the Association’s bylaws. Board member responsibilities include:

• **Determining the Association’s mission.** It is the Board’s responsibility to create and review a mission statement articulating the Association’s goals.

• **Ensuring effective Association planning.** The Board must actively participate in an overall planning process and assist in implementing the Association’s goals.

• **Enhancing the Association’s public standing.** The Board should clearly articulate the Association’s mission, accomplishments and goals to the public and garner support from the community.

• **Determining, monitoring and strengthening the Association’s programs and services.** The Board must determine which programs are consistent with the Association’s mission and monitor their effectiveness.

• **Providing financial oversight.** The Board must assist in developing the annual budget and ensure that proper financial controls are in place.

• **Ensuring adequate resources.** One of the Board’s foremost responsibilities is to help provide adequate resources so that the Association may fulfill its mission. This includes personal financial
contributions, support for events and performances, fundraising, and audience development.

- **Ensuring legal and ethical integrity and maintaining accountability.** The Board is responsible for helping to ensure the Association’s adherence to legal standards and ethical norms.

- **Recruiting and orienting new Board members and assessing Board performance.** The Board must articulate the criteria for Board membership, educate and orient new members, and evaluate its own performance.

- **Selecting the General Director.** The Board must reach consensus on the General Director’s responsibilities and undertake a careful search to find the most qualified person for the position.

- **Supporting the General Director and assessing his or her performance.** The Board should ensure that the General Director has the moral and professional support he or she needs to further the Association’s goals.

- **Overseeing Association Controls and Procedures.** The Board must assure that adequate policies, procedures and controls are in place to help the Association adhere at all times to applicable rules and regulations.

**Duties and Responsibilities of Board members**

A Board member’s individual responsibilities include:

- Assisting the Board in carrying out its fiduciary responsibilities, such as by reviewing the Association’s annual financial statements.

- Making a personal and/or corporate financial contribution to the Association in accordance with the current Board giving requirements.(Per board resolution of 8/18/14, up to 10% of the total number of board members permitted may contribute at a level below the current Board giving level, at the discretion of the Board and the Nominating Committee.)

- Purchasing tickets to as many Association events each season as possible.

- Attending Board and committee meetings and functions.

- Becoming informed about the Association’s mission, services, policies, and programs.

- Reviewing agendas and supporting materials prior to Board and committee meetings.
• Serving on committees or task forces and offering to take on special assignments.
• Keeping up to date on developments in the Association’s business environment.
• Informing others about the Association by introducing new prospects and encouraging new opera enthusiasts.
• Suggesting possible nominees to the Board who can make significant contributions to the Board’s and the Association’s work.
• Being considerate of staff time and refraining from making unreasonable requests of the staff.
• Complying with the Code of Conduct.

Some Legal Considerations for Board Members

• Members of the Board of Directors cannot abdicate their responsibility to monitor and oversee the Association.
• Board members must help ensure that the Association is operating within the legal framework established by the bylaws and applicable federal and state law.
• Board members must help protect the Association’s assets.
• Board members should regularly attend Board meetings. Absence from a Board meeting does not release the director from responsibility for decisions made.

There is no absolute protection against someone bringing suit against you in your role as a Member of the Board of Directors. Conscientious performance is the standard. The best defense is a good offense: strive hard to do everything in a deliberate and thoughtful manner. Remember that the law’s assumption is not that you must necessarily make the correct decision, but that you have made the decision in an appropriate manner. It helps to be able to show that the Board seriously considered an action before it was taken. Board minutes should reflect that care is taken with decisions and actions. A decision may turn out to be wrong, but the law protects Board members if they asked the right questions and responded as a reasonable person would in the same situation.

While you have the right to rely on information supplied to you and on the accuracy and integrity of others (particularly in areas of special competence), you must use reasonable judgment.

Some key suggestions:

• Attend meetings.
• Read minutes and make sure they are correct.
• Record objections and ensure debate on controversial or difficult issues. It is your duty to review plans and policies and the manner in which they are carried out, rather than simply to be accommodating to people because they have been around for a long time.
• Always be sure the Association has comprehensive and up-to-date policies (such as these Guidelines), which have been reviewed by a professional, authorized by the Board and are well understood by management. If a Board member’s or staff member’s actions are in accord
• with the Association’s policies, a court may assume that the Association authorized their acts.

Ensure that the Association’s employment and income taxes are paid. Understand the IRS’ distinction between an “employee” and an “independent contractor.”

• Schedule a presentation from an insurance agent well versed in Board liability matters. Have him or her explain: general liability, professional liability, workers compensation, asset protection, and directors’ and officers’ liability insurance. Be sure the directors’ and officers’ liability policy covers employee suits against the Association.

• Review the Association’s financial statements and insist on understanding them. The Association has two levels of financial review: 1) the Audit Committee meets separately to review detailed financial reports, and 2) these reports are then discussed and reviewed with the full Board.

**Board of Directors Job Descriptions**

**President of the Board**

• Provides leadership to the Board of Directors, which establishes Association policy and to whom the General Director is accountable.

• Chairs meetings of the Board after developing the agenda with the General Director.

• Helps guide and mediate Board actions with respect to the Association’s priorities and governance concerns.

• Encourages the Board’s role in strategic planning.

• Attends Board committee meetings on occasion.

• Monitors financial planning and financial reports.

• Plays a leading role in fundraising activities.

• Discusses issues confronting the Association with the General Director.

• Reviews with the General Director any issues of concern to the Board.

• Works closely with the General Director in achieving the Association’s mission.

• With the Board, formally evaluates the General Director’s performance.

• Annually evaluates the Association’s performance in achieving its mission.

• Performs other duties which may become necessary.

**Chairman of the Board**

• A position filled from time to time by the Board, at its discretion.
Will act as the chief fundraiser of the Association.

Will serve as a senior advisor to the President of the Board and the General Director regarding critical Association decisions or objectives.

Will perform such other actions as requested by the Board.

Executive Vice President
- Reports to, and works closely with, the Board’s President.
- Performs Board President responsibilities when the Board President cannot be available.
- Works closely with the Board President and other Association staff.
- Performs other duties as assigned by the President.

Vice President of Finance
- Oversees and reports to the Board on the Association’s finances.
- Reviews and oversees the process of presenting the annual budget to the Board for approval.
- Ensures development and Board review of financial policies and procedures.
- Oversees the Association’s investment strategy and performance.

Board Secretary
- Oversees staff maintenance of Board records and the preparation and distribution of minutes.
- Is sufficiently familiar with legal documents (articles, bylaws, IRS letters, etc.) to note applicability during meetings.
- May be assisted by an Assistant Secretary who is appointed by the President.

Committee Chair
- Ensures that committee members have the information needed to do their jobs.
- Oversees the committee’s operations; arranges the committee’s meetings
- Reports to the full Board on the committee’s decisions/recommendations.
- Works closely with the General Director and other staff.
- Assigns work to the committee members, sets the agenda and runs the meetings, prepares and submits meeting minutes, and sets tone for the committee’s work.
• Initiates and leads the committee's annual self-evaluation.

Periodically initiates committee review and, when necessary, revision of committee's charter.
Board Selection and Composition

Board Selection and Appointment.
The Board is responsible for selecting nominees, based on the recommendation of the Nominating Committee, for the annual election of directors by the Association’s members.

Board Nomination and Election Process.
The process for identifying Board candidates is as follows:

• Existing Board members are encouraged to submit names of prospective Board members to the Chair of the Nominating Committee. Association members may similarly suggest prospective board members to the Committee. If possible, the names should be accompanied by a brief bio of the prospective member and by a statement as to why she or he would be a good Board member.

• The Chair and other members of the Nominating Committee will conduct an appropriate evaluation of a prospective Board nominee, including an interview with the prospect. The interview will ascertain whether the candidate is willing to serve, and verify that he or she is willing to comply with the Association’s Code of Conduct.

• Each nominee is required to execute an Acknowledgement Form in which he or she agrees to comply with the Code of Conduct, and to submit a Disclosure of Potential Conflicts Form to the Nominating Committee. The Chair of the Committee will review and evaluate any potential conflicts of interest or other issues disclosed on the nominee’s Disclosure Form, and share this information with the Committee’s members.

• After receiving this information, the Nominating Committee will determine whether to recommend the potential nominee for appointment to the Board. Notice of any approved nominee will be provided to either (a) the general membership for a vote at the annual meeting, or (b) if there is currently a vacancy on the Board, to the Board, in which case the Board will vote on the nominee at the next scheduled meeting.

• Following election to the Board, the new member is informed of his or her election by the President or the chair of the Nominating Committee or a designated member of the Committee, and a meeting with the nominee is scheduled to explain the duties and responsibilities of Board members and to provide an orientation and schedules of the Board’s meetings and the Association’s events.
Board and Association Leadership.

The Board is responsible for the selection of the Association’s President and the General Director.

Director Levels
The directors shall be classified as follows:

**Individual Directors.** Individual Directors are required to make an annual contribution to the Association of $15,000.00, though $25,000 is recommended. Individual Directors are elected for two-year terms, and serve until his or her two-year term expires or until his or her earlier death, incapacity, resignation, removal, or failure to make the required annual contribution.

**Corporate Directors.** Corporate Directors are directors sponsored by Association members that are business entities. The sponsoring business entity is required to make an annual contribution to the Association of $15,000.00, though $25,000 is requested. Each Corporate Director serves for a term of one year or until his or her earlier death, incapacity, resignation or removal, or the relevant business entity fails to make the required annual contribution. The sponsoring business entity may replace the person serving as its Corporate Director by giving notice to the Nominating Committee.

**Associate Directors.** Annually the Board may select a number of Associate Directors to serve on an Associate Director Board comprised of San Diego’s business, cultural and civic leaders who offer their expertise and support. Associate Directors must make a minimum annual contribution to the Association of $10,000.00. Associate Directors serve for a term of one year or until their earlier death, resignation or removal, or failure to make the required annual contribution. The Nominating Committee shall review the Associate Directors annually to determine their ongoing eligibility for service.

Associate Directors are not directors of the Association and have none of the powers of Board members. They may not vote on any issue before the Board nor nominate persons to be directors. Associate Directors may serve on Board committees as requested by the Committee Chairs and/or the President. The Associate Directors shall meet at the pleasure of the Board of Directors or of the President. They may advise on matters of policy, practice, finance and development as requested by the Board of Directors or by the President. Associate Directors must be Association members.

**Advisory Council.** Annually the Board may select a number of Advisory Council Members to serve on an Advisory Council. Advisory Council Members shall make a minimum annual contribution to the Association of $1,500.00. Advisory Directors serve renewable one-year terms, or until their earlier death, incapacity, resignation or removal, or failure to make the required annual contribution. The Nominating Committee reviews the Advisory Council Members annually to determine their ongoing eligibility for service. Members of the Advisory Council are not directors of the Association and have none of
the powers of Board members. They may not vote on any issue before the Board nor nominate persons to be directors. They are required to comply with the Association’s Code of Conduct. They may meet at the pleasure of the Board of Directors or the President and advise on matters of policy, practice, finance, membership, or production as requested by the Board or by the President.

Board Meeting Agenda.

The President of the Board, in consultation with the General Director, establishes the agenda for each Board meeting. Directors are free to suggest the inclusion of agenda items.

Advance Distribution of Board Materials.

Information and material necessary to the Board’s understanding of the business to be conducted at the Board meeting will be distributed to the directors before the Board meets. Highly confidential or sensitive matters, and matters that arise immediately prior to Board meetings, may be presented and discussed without prior distribution of background material.
Board Committees

Number, Structure and Independence of Committees. The Board’s 6 standing committees are the (i) the Executive Committee, (ii) the Audit Committee, (iii) the Finance Committee, (iv) the Nominating Committee, (v) the Governance Committee and (vi) the Fund Development Committee. From time to time, the Board in its discretion may form additional Board committees or disband a current Board committee.

Assignment of Committee Members. The President will assign Board members to the various Board committees, and will appoint the Chair for each committee. Consideration should be given to periodically rotating Committee members.

Frequency of Committee Meetings. Each Board committee should meet at least three times per year, with the Audit Committee meeting at least twice annually. Committees shall prepare minutes of their meetings which shall be distributed to the full Board.

Committee Agendas. The Chair of each Board committee establishes the Committee’s meeting agenda. Committee members are free to suggest the inclusion of agenda items.

Additional Provisions

Endowment Trust

The San Diego Opera Association Endowment Trust ("Trust") is an irrevocable charitable endowment trust established to receive and invest funds for the benefit of the Association. The Trust is a separate entity from the San Diego Opera Association. Unless the Board determines otherwise, the Finance Committee serves as the Advisory Council for this Trust and provides investment direction thereto. The Trust has its own Federal Tax identification number and files its own Federal and State tax returns. The investments are generally administered by a bank or other financial institution as Trustee. The Finance Committee reports to the Board on its activities, recommendations and conclusions regarding the Trust. Distributions from the Trust are made to the Association in accordance with the terms of the Trust Agreement.

Honorary Life Directors

From time to time, the President may recommend to the Board persons for appointment as Honorary Life Directors. The qualifications for such nominees are a minimum of 10 years of exemplary service on the Board of Directors, a minimum of $500,000 cumulative giving to the Association, and having attained at least 75 years of age. Honorary Life Directors shall continue to hold that title until their deaths, incapacity to act, resignations, or removal. The title is entirely an honorary title, and does not confer board membership or rights on a person so appointed.
MISSION STATEMENT

The mission of San Diego Opera is to deliver exceptional vocal performances and exciting, accessible programs to diverse audiences, focusing on community engagement and the transformative power of live performance.

VISION STATEMENT

Our vision is that the San Diego Opera will be recognized internationally as a leading example of adaptability, innovation and sustainability in the operatic arts, promoting diversified programming and unique performance venues with world-class and emerging talent.

CORE VALUES

• Through excellence in innovative programming and education, SDO provides a lasting cultural service to the community.
• Our tradition of excellence in fully staged opera is augmented with new models of opera and venues. Our unique and deep commitment to the community propels us to explore ways of increasing affordability and accessibility.
• Through fiscal responsibility and nimble adaptation to the changing marketplace, we protect the future of San Diego Opera.
• Our educational and community involvement coupled with relevant programming will build the audience of the future.

THE 2019-2020 INTERNATIONAL SEASON

San Diego Opera showcases beautiful music from opera’s greatest composers. Grand and glorious works feature internationally renowned artists and exquisite productions. The 2019-2020 Season includes:

AIDA – (open October 19, 2019 – close October 27, 2019)
One Amazing Night – (open/close December 11, 2019)
The Barber of Seville – (open April 25, 2020 – close May 3, 2020)
The Falling and the Rising – (open May 08, 2020 – close May 10, 2020)
San Diego Opera History

San Diego Opera is a widely respected member of the international opera community and an invaluable cultural resource to the San Diego region.

San Diego Opera Guild was founded in 1950 to present San Francisco Opera productions in the San Diego community. San Diego Opera Association was incorporated in 1965 as a producing company and presented its first staging of La bohème in the newly opened San Diego Civic Theatre. From 1965 to his death in 1975, founding General Director Walter Herbert produced a balance of standard repertoire and new works.

Beginning in 1976, General Director Tito Capobianco brought the Company international renown with an annual Verdi Festival and expanded the season to six productions, featuring renowned superstars such as Joan Sutherland, Luciano Pavarotti and Beverly Sills.

Ian Campbell succeeded Capobianco in 1983. Campbell expanded the artistic vision by introducing a concert program to bring major international stars to San Diego and launched the North American Voices Project which contemporary American operas to the Company’s repertoire.

San Diego Opera’s acclaimed productions regularly brought internationally renowned artists to perform in San Diego throughout the Company’s season. The Company’s education program is one of the most extensive and diverse opera education and outreach programs in North America, bringing music and arts to 100,000 schoolchildren annually in San Diego County and Northern Mexico.

San Diego Opera announced its 2014-2015 season and 50th Anniversary on May 19, 2014, after nearly two months of careful deliberations and analysis since the Company announced it was going to close at the end of the 2014 season. During this time, Campbell and the opera parted ways, the Company launched a crowd funding campaign that resulted in an unprecedented $2.2 million in public donations, of which 48% were first time donors from 6 countries and 36 States. The outpouring of public support, the unified vision expressed by the company’s management, staff, partners and contractors, and the expert advice of Opera America and the many General Directors of U.S. opera companies who weighed in with encouragement, logistical assistance and statements of solidarity, led the Board of Directors, to confidently rescind the original vote to close. The Company appointed former Lyric Opera of Chicago General Director, William Mason, as Artistic Advisor in May and began an exhaustive search for a new General Director to lead the Company as it repositions itself to better serve the diverse San Diego community. This search led to the hiring of David Bennett, the former Executive director of the New York City based Gotham Chamber Opera, who was identified as someone who would be a strong leader that could continue to produce grand-style opera from the
popular repertoire while diversifying its offerings with unexpected works in venues unique to the San Diego region.

San Diego Opera is committed to creating a future for opera and the vocal arts by presenting exciting and exceptional performances to diverse audiences through the transformative power of live performance, innovative programming, accessibility and community relevance.

SAN DIEGO OPERA BOARD OF DIRECTORS JOB DESCRIPTION

EACH INDIVIDUAL MEMBER OF THE SDO BOARD OF DIRECTORS IS EXPECTED TO

• Know the organization’s mission, policies, programs, and needs

• Give a meaningful personal annual financial donation – the recommended gift is $25,000 with a minimum expectation of $15,000 per year

• Subscribe to the full Opera Season

• Attend and support Opera fundraising and donor stewardship events

• Faithfully read and understand the organization’s financial statements

• Serve as active advocates and ambassadors for the organization and for the Arts in San Diego

• Fully engage in identifying and securing the financial resources and partnerships necessary for the Opera to advance its mission

• Leverage connections, networks, and resources to develop collective action to fully achieve the Opera’s mission

• Help identify personal connections that can benefit the organization’s fundraising and reputational standing, and can influence public policy
• Prepare for, attend, and conscientiously participate in board meetings

• Participate fully in one or more committees

SD OPERA

EXPECTATIONS OF THE BOARD AS A WHOLE

The mission of San Diego Opera is to deliver exceptional vocal performances and exciting, accessible programs to diverse audiences, focusing on community engagement and the transformative power of live performance.

As the highest leadership body of the organization and to satisfy its fiduciary duties, the board is responsible for

• Determining the mission and purposes of the organization

• Selecting and evaluating the performance of the General Director

• Strategic and organizational planning

• Ensuring strong fiduciary oversight and financial management

• Fundraising and resource development

• Approving and monitoring San Diego Opera’s annual operating budget

• Enhancing San Diego Opera’s public image

• Assessing its own performance as the governing body

BOARD MEMBERS ARE ALSO EXPECTED TO

• Follow the organization’s bylaws, policies, and board resolutions
• Sign an annual conflict-of-interest disclosure and update it during the year if necessary, as well as disclose potential conflicts before meetings and actual conflicts during meetings
• Maintain confidentiality about all internal matters of San Diego Opera