

TONTO COMMUNITY CONCERT ASSOCIATION BY-LAWS

Section 1: Board of Directors

The Board of Directors of the Association shall consist of not less than sixteen (16) or more than twenty (20) persons, who are subscribers of the Association. Board members will be elected for a two (2) year term. The terms will be staggered, so that approximately one-half of the terms expire every May 31. In the event of a vacancy on the Board of Directors through resignation or other cause, a majority of the remaining Directors shall have the power to elect a new Director to fill the vacancy for the remainder of the departing Director's term.

Section 2: Meeting and Voting Directors

There shall be at least one meeting held each quarter as called by the President or upon request of three (3) members of the Board. The time and place shall be determined by the President with no less than seven (7), or more than fourteen (14) days' notice before the meeting. A meeting shall be scheduled in May for nomination and election of Board Members and Officers. Additional meetings may be called by the President to conduct urgent business.

Each Director shall be entitled to one vote, with no proxy right, and a majority of the Board of Directors present shall constitute a quorum for the transaction of business.

Board members who fail to attend two (2) consecutive Board meetings without contacting a member of the Executive Committee in advance, or fail to participate as a Board Member pursuant to the Section 3, may be removed as a member of the Board, after proper written notification by the Secretary at the direction of the Board. Matters such as health and illness shall be considered by the Board in deciding for such removal.

All board meetings shall be conducted generally under Robert's Rules of Order, Latest Edition.

Section 3: Duties of the Board of Directors

The Board of Directors shall conduct all affairs of the Association. Specific responsibilities are:

- A. To purchase their required subscriptions and take an active role in the annual subscription campaign in support of the Subscription Committee.
- B. To elect new or replacement members to the Board of Directors.
- C. To elect the officers of the Association from among members of the Board of Directors.
- D. To accept an active assignment on at least one (1) committee and assist in any other assigned duties.
- E. To support the progress and continuity of the Association.
- F. To establish subscription/ticket prices.
- G. To review and finalize artists for the upcoming season.

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Section 4: Officers and the Executive Committee

The Officers of the Association shall constitute the Executive Committee, and shall consist of the President, the Vice President, the Secretary and the Treasurer. The Officers shall take office on June 1 and serve until May 31 of the following year.

The Board of Directors shall, annually at the Nominating/election meeting, elect from among their number the officers of the Association.

Executive Committee meetings may be called by the President by giving notice of the time, place and purpose of the meeting. A Member of the Committee may request the President to call a meeting of the Committee, if there is apparent need or urgency for such meeting. The President may consult with the other Committee Members for a mutual time/place for such meeting.

The Executive Committee shall oversee the affairs of the Association between meetings of the Board.

No related individuals may serve on the executive committee.

Section 5: Duties of the Officers and Committee Chairs

President - The President of the Association shall preside at all meetings. The President shall appoint all standing committee chairs and other members of committees as established by the Board of Directors. The President shall function as chief officer in all the affairs of the Association.

Vice President - In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall assist the President and, where needed, assist any committee chair in the performance of that chairmanship.

Secretary - The Secretary shall keep minutes of meetings, send notices of meetings in a timely manner as prescribed in the Bylaws and perform other duties assigned by the President or the Board. The minutes of a meeting shall be sent to each Director and Officer no later than fourteen (14) days after the meeting being reported.

Treasurer - The Treasurer shall receive all monies of the Association and deposit these monies in a local bank within seven (7) days of receipt. The Treasurer shall pay the debts of the Association, submit treasurer's reports to the Board of Directors at each meeting, prepare financial statements at the end of the fiscal year and prepare an annual budget.

Concert Chair - The Concert Chair shall direct arrangements for the presentation of concerts and handle matters related to staging concerts. The Concert Chair will advise the Hospitality Chair of the food and beverage needs for each concert. The Chair is responsible for set up and teardown of the lobby. The Chair is liaison with the Auditorium Manager on all matters relating to the concert.

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Financial Support Chair- The Financial Support Chair shall direct the activities of the Financial Support Committee.

1. Coordinate an active corporate sponsorship and fund-raising program, where applicable, in support of concert and organizational activities.
2. Coordinate the research of grant opportunities, including the preparation and submission of grant applications.

Hospitality Chair - The Hospitality Chair, through the hospitality committee, will purchase or direct the purchase and have available all food/beverages requested by the artists. The Hospitality Chair and the hospitality committee shall be responsible for the planning of all pre/post-concert social activities when held.

Lobby Chair - The Lobby Chair coordinates the lobby committee by assigning door greeters for each concert to distribute programs, collect tickets and manage the lobby. The Chair will also assign board members to assist in the sale of promotional material being offered by any artist as required.

Nominating Committee Chair: The Nominating Committee Chair shall supervise the Nominating Committee's role to review, meet with and recommend potential board candidates throughout the year and to prepare a slate of officers for election at the May Board Meeting.

Publicity Chair - The Publicity Chair shall coordinate the publicity committee to promote and market TCCA to acquaint the community on the merits of the Association and its concert series.

Publications Chair - The Publications Chair shall supervise the preparation of the annual brochure, concert programs and tickets, and other support publications as needed.

Subscription Chair - The Subscription Chair shall supervise and direct the entire annual subscription and ticket sales campaign, enlisting assistance from the subscription committee members.

Section 6: Standing Committees

Concert Committee - This committee shall work under the direction of the Concert Chair to provide necessary logistics in support of each concert. These include making ready artist(s) dressing room(s), setting up stage props and making ready auditorium/lobby as required.

Finance Committee – This committee shall work under the direction of the Treasurer to manage the finances of the Association.

Financial Support Committee: This committee shall work under the direction of the Financial Support Committee as outline above.

Hospitality Committee - This committee shall work under the direction of the hospitality chair as outlined above.

Lobby Committee - This committee shall work under the direction of the lobby chair as outlined above.

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Nominating Committee - This committee shall be comprised of 2 members who will work under the direction of the Committee Chair to meet, review and recommend potential new board members throughout the year. The Nominating Committee shall also prepare a slate of officers from among the Board of Directors for election at the May Board meeting. The slate of officers shall be published by the chair at least seven (7) days prior to the May meeting. The committee will also confirm members who are up for renewal to continue their board membership.

Publicity Committee - This committee shall work under the direction of the Publicity Chair to promote the Association and its concert series as outlined above.

Publications Committee - This committee shall work under the direction of the publications chair as outlined above.

Subscription Committee - This committee shall work under the direction of the Subscription Chair as outlined above.

Section 7: Other Committees

Artist Selection Committee - The Board of Directors shall meet and act as the Artist Selection Committee. A majority of those present shall constitute a quorum for the purpose of transacting business. In the event the entire series is not selected at that time, other concert attractions may be selected by the Board of Directors at a later date.


Section 8: Indemnification

Subject to the provisions of A.R.S. 10-2305.C, the Association shall indemnify and hold harmless each of its Directors and Officers and each member of any committee appointed by the Board against any and all liability arising out of any acts of the Directors, officers, committee members or Board, or arising out of their status as Directors, officers, committee members or Board members, unless any such act is a result of gross negligence or criminal intent.

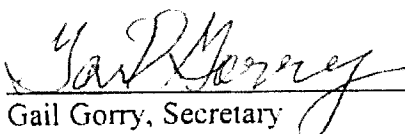
Section 9: Amendments

The bylaws may be revised and/or amended at any meeting of the Board of Directors by the affirmative vote of the majority of those present. Any proposed revision shall be distributed to the board at least fourteen (14) days prior to the board meeting held to consider the bylaws change.

These bylaws are adopted on this 7th day of May 2019, by a vote of the quorum present.



Paul Brocker, President



Gail Gorry, Secretary