

ARTICLES AND BYLAWS OF THE SANTA FE OPERA CLUB

The following constitute the Articles and Bylaws of The Santa Fe Opera Club, an unincorporated non-profit association. When attested as true and correct by the certificate of the President and Secretary of the Opera Club, they may be filed in the Office of the Clerk of Santa Fe County, New Mexico, in compliance with Section 53-10-1, N.M.S.A. 1978. These articles contain the name of the association and its objects and purposes.

ARTICLE I NAME AND OFFICES

Section 1. Name. The name of the association is THE SANTA FE OPERA CLUB (hereinafter, Opera Club).

Section 2. Offices and Facilities. The principal office and the club facilities of the Opera Club shall be at The Santa Fe Opera Theater, U.S. Highway 84-285, Santa Fe County, New Mexico, post office address, Post Office Box 2408, Santa Fe, New Mexico 87504-2408. Such facilities shall be used jointly by the Opera Club and The Santa Fe Opera pursuant to the approval of The Santa Fe Opera. The Opera Club may also have offices and mailing addresses at such other places as the Board of Directors may from time to time designate.

ARTICLE II OBJECTS AND PURPOSES

The objects and purposes of the Opera Club are promotion of members' mutual pleasure and recreation through the enjoyment of opera and related musical and theatrical forms of art and entertainment and for the advancement of the artistic and educational mission of The Santa Fe Opera.

ARTICLE III POWERS

Section 1. The Opera Club shall be limited to collecting initiation and annual fees, making assessments as necessary to cover costs, and disbursing funds needed to cover the costs of opera tickets, administrative costs, purchases for the benefit of the Opera Club members and the The Santa Fe Opera, and contributions to the Opera.

Section 2. The Opera Club shall have power and authority to do everything necessary, proper, advisable, or convenient for the accomplishment of its objects and purposes, and to do all of the things incidental thereto or connected therewith which are not forbidden by law.

ARTICLE IV MEMBERSHIP

Section 1. The criteria for membership, outlined in the Opera Club's Policies and Regulations for acquiring and maintaining membership in the Opera Club, may be revised by the Board of Directors at any time.

Section 2. Once annual fees have been assessed they cannot be raised (other than for supplemental assessments necessary to cover unexpected costs) until payment for the next season is due.

Section 3. Any member may withdraw from the Opera Club by providing notice to the President.

Section 4. Acceptance of membership requires members to commit to continuing financial support of The Santa Fe Opera.

ARTICLE V MANAGEMENT OF THE OPERA CLUB

Section 1. General Management. The Board of Directors shall have the general management and control of the activities and the affairs of the Opera Club, shall exercise all of the powers that may be exercised or performed by the Opera Club, and shall adopt policies and regulations for the governance and operation of the Opera Club.

Section 2. Number and Term of Directors. The Board of Directors consists of not fewer than three nor more than seven directors as may be elected from time to time by the members of the Opera Club. Each director shall serve, unless a shorter term is provided by the Board, for a term expiring at the annual meeting on the third anniversary of their election. Directors shall serve for not more than two consecutive terms but may be re-elected after leaving the Board for at least one year.

Section 3. Directors Serving as President. Notwithstanding the provision of Section 2, any director who shall be elected President of the Opera Club may serve on the Board as President for two consecutive three-year terms, and thereafter must go off the Board for one year before becoming eligible again for election to the Board.

Section 4. Nominating Committee, Nomination and Election of Directors

A. Once the Board of Directors is elected and elects a President, the President shall, before the end of each year, appoint a nominating committee of three members of the Opera Club including the chair of the committee.

B. Names of members for consideration as directors may be submitted to the nominating committee for its consideration and recommendation. Any member of the Opera Club may nominate one person for any vacancy to be filled at the annual meeting. Any such member's nomination shall be submitted to the nominating committee not later than two weeks prior to the annual meeting.

Section 5. Compensation. The directors shall not receive compensation for their services as directors, but the Board of Directors may authorize reimbursement for expenses incurred by directors in connection with the performance of their duties. Nothing

precludes any director from serving The Santa Fe Opera in any other capacity or receiving compensation for service in any other capacity.

Section 6. Replacement and Removal of Directors. If it becomes necessary to replace a director due to death, disability, removal, or resignation, a new director may be elected at any meeting of the Board of Directors then in office (the director to be replaced not voting) to serve out the term of his or her predecessor. Any director may be removed, with or without cause, by majority vote at a meeting of the Board of Directors or at a members' meeting.

ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS AND MEMBERS OF THE OPERA CLUB

Section 1. Annual Meeting. An annual meeting of the members of the Opera Club will be held during August of each year, close to the time at which The Santa Fe Opera Board of Directors holds its annual meeting. The purpose of the members' annual meeting is to elect board members, transact such other business as may properly come before the members, and discuss matters of mutual interest concerning music and opera.

Section 2. General Meetings. In addition to the annual meeting, there shall be at least one other members' general meeting during the year at a time and place designated by the President. At a members' general meeting, the members may propose, comment on, and transact any business properly coming before the meeting.

Section 3. Special Meetings. Special meetings of the members of the Opera Club or the Board of Directors may be called at any time by the President or by one-fourth (25%) of the Board of Directors or the members. A notice sent out by mail or e-mail of a special meeting shall state the purpose of the meeting and any action taken by the Board or the members at the meeting must fall within the general purpose stated in the notice.

Section 4. Notice of Meeting. Notice of every meeting of the Board of Directors shall be given by mail or e-mail, not less than five nor more than 40 days before the meeting. The notice shall be given to each director or member at his or her address, or e-mail address, as it appears from the records of the Opera Club, unless he or she has filed with the Opera Club a written request that notices intended for him or her shall be mailed to some other address or e-mail address.

Section 5. Quorum

A. At any meeting of the Board of Directors, the presence of one-half (50%) of the directors is necessary to constitute a quorum. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the full Board of Directors.

B. At any meeting of the members of the Opera Club, the presence of one-fourth (25%) of the members is necessary to constitute a quorum. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership.

Section 6. Proxies. Proxies are not allowed for voting or for quorum purposes.

ARTICLE VII OFFICERS

Section 1. Officers. The officers of the Opera Club shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may elect. Any officer position may be combined except that of President and Secretary. All officers shall be directors and shall take office immediately following their election.

Section 2. Election of Officers. Officers shall be elected by the Board of Directors from among the directors at a properly called meeting promptly after the August annual meeting of the Opera Club. Except for any staggering of terms, each officer shall serve a term of three years. Any officer may serve up to two consecutive terms. Any vacancy which may occur in any of the offices shall be filled by election by the Board of Directors to serve until the next annual election. The Board may elect officers for such shorter terms as may be desirable in order for officers to complete their terms in different years from one another.

Section 3. Duties. The President shall have general supervision over the affairs and property of the Opera Club and shall generally do and perform all acts incident to the office of President. The Vice President shall assist the President as directed and shall perform the duties of the President in the absence or unavailability of the President. The Secretary shall take notes as required during meetings of the Opera Club, and may be asked occasionally to correspond with members or prospective members. The Treasurer shall keep the books and records of the Opera Club, and shall send invoices for membership renewal, receive and deposit all annual membership fees, initiation fees, and other revenue, pay bills, and send invoices to members for bar charges at the end of the season. The officers shall have such additional powers and duties as may from time to time be assigned to them by the Board of Directors.

ARTICLE VIII MISCELLANEOUS

Section 1. Term. The Opera Club shall exist for a period of 20 years from the date of adoption of these bylaws, but the term of existence may be extended by a vote of the membership. The Opera Club may be terminated sooner by a vote of the members or by actions of The Santa Fe Opera that make it impossible or impractical for the Opera Club to continue to operate. At the termination of the Opera Club, all bills will be paid and any remaining funds shall be contributed to The Santa Fe Opera.

Section 2. Adoption and Amendment. These bylaws may be adopted or amended by a vote of a majority of the members voting in person, at any properly called meeting or in writing by mail ballot or e-mail ballot, provided that any proposed amendment shall be submitted in writing or e-mail to each member not less than 10 days prior to the meeting or the counting of the mail or e-mail ballots.

Section 3. Rules and Regulations. The Board of Directors may adopt such rules and regulations as are permitted by law and not inconsistent with these bylaws. All members shall be provided with a copy of any such rule or regulation promptly after the adoption thereof.

Section 4. Funds, Contracts, Etc. All funds of the Opera Club shall be deposited from time to time in such banks or other depositories as the Board of Directors may from time to time select. The Treasurer, or in his or her absence, the President or Vice President, shall sign checks on behalf of the Opera Club. The President shall sign contracts and other documents on behalf of the Opera Club.

Section 5. Notices. All notices to be given to the Opera Club shall be given in writing to the President and Vice President at the Opera Club's address, and a second copy to the President and Vice President at their home addresses listed in the addresses of members maintained by the Opera Club and distributed annually to all members.

Adopted at the Santa Fe Opera Club Annual Meeting, August 8, 2016

President

Secretary