

Updated 5/17/23 for name change. References to Music Director have been changed to Artistic Director.

Updated 5/20/20 Description of Treasurer's duties

References to either an executive director or a business manager/administrative coordinator have been removed and replaced either with "Board president," "staff member" or "Music Director." 6/20/18

Sedona Symphony

Governance Policies

Introduction:

The Board of Trustees of the Sedona Symphony ("Symphony") values consensus, community, and the classical arts. Members represent various Sedona/Verde Valley-based community constituencies and possess the necessary skills to ensure the long-term sustainability and growth of the orchestra. Specifically, these skills include strategic thinking, financial analysis, and effective organizational group process in the interests of achieving consensus-driven results. Board members, serving as volunteers and unpaid staff, are willing to creatively engage and effectively support the organization in such a way that no one set of values and/or assumptions becomes dominant and overwhelming to the others. Board members lend their professional and personal credibility to the organization through their position on the board and their place in the Sedona-Verde Valley community. The following revised Governance Policies recognize these new organizational realities and reflect the changing dynamics of the Verde Valley community's "little orchestra".

Governance Policies

Mission Statement

1.1: The mission of the Sedona Symphony:

The Sedona Symphony is committed to enriching the quality of life of our Northern Arizona community through the power of live orchestral music that educates, entertains and inspires.

1.2: Sedona Symphony will pursue its mission with particular interest in cultivating new audiences for classical music among young families and retirees of limited means in the spirit of building community and educational enrichment.

Charitable Mission

2.1: The board's first priority is to honor and ensure the charitable mission of the Sedona Symphony.

2.2: The board, led by the President, will annually assess the organization's performance and effectiveness in achieving its mission.

2.3: The board will conduct a performance review at the next board meeting subsequent to each concert program. This review will be based in part on a verbal or written report to be submitted after each program by the Artistic Director. It will conduct an annual organizational performance review at the end of each season on or before June 30.

Board Roles and Responsibilities

3.1: The board's major focus will be on achieving the long-term sustainability and growth of Sedona Symphony rather than day-to-day operations. The emphasis will be on strategic rather than short-term thinking, policy rather than single events, and consensus-building rather than individual decision-making.

3.2: The board will carry out its functions, roles, and responsibilities consistent with its fiduciary duties in a disciplined manner, exercising confidentiality when and wherever appropriate.

3.3: The board, with recommendations from the Executive Committee, will define Ends Policies by establishing annual priorities and expected annual results for the organization.

3.4: Board members may not exercise individual authority over the Artistic Director or staff except when explicitly authorized by the board.

3.5: The board will ensure the fiscal soundness and accountability of the organization. Each board member is required to make an annual monetary contribution and actively participate in annual fund development efforts.

3.6: The board will conduct an annual performance review of the Artistic Director at the end of each concert season. The basis for such review will be the agreed-upon contract and job description.

3.7: Board members commit themselves to ethical, professional, and lawful conduct, including the proper use of authority and appropriate decorum when acting as a board member. Accordingly, members must avoid conflicts of interest with respect to their fiduciary responsibilities by recusing themselves when:

a.) The board is to decide upon an issue about which a member has an unavoidable conflict of interest. The member must recuse herself/himself without comment from not only the vote but also from the deliberations;

b.) Members have a current or potential financial interest either directly or indirectly through business, investment, or family, with any entity with which the Symphony has a transaction or financial arrangement;

c.) If a member seeks employment with Sedona Symphony, he/she must first resign. (Note: This does not apply to orchestra personnel or soloists who are also serving as board members.)

3.8: Board members' interaction with the public, press, or other public entities will always reflect the consensus of the board and not their individual opinions.

Board Officers

The officers of the board are as follows:

5.1: The President

a.) The President ensures that the Board of Trustees conducts its affairs consistent with the charitable mission of Symphony by adhering to its own rules and those imposed upon it by the law.

b.) The President will preside at all meetings of the Board of Trustees and of the Executive Committee. All deliberations will be fair and open but also efficient, timely, and orderly.

c.) The President will perform all acts incident to the office of President and will have such additional powers and duties as may from time to time be assigned by the board. In this capacity, the President is authorized to use any reasonable interpretation of these policies except where the board specially delegates portions of authority to others consistent with the law.

d.) The President is authorized to sign all contracts or other obligations approved by the board in the name of Sedona Symphony.

e.) The President will appoint the chairs of each board committee.

f.) The President will be an ex-officio non-voting member of each standing committee, except that he/she will have a vote if serving as a regularly appointed member of the committee.

g.) The President may create and appoint members to *ad hoc* committees in order to accomplish certain objectives.

f.) The President has no authority to act independently of the Board of Trustees except when so authorized.

g.) Neither the President nor a board member acting individually will have direct authority over the Artistic Director or staff except in the case of the bookkeeper/box office manager, who will be overseen by the President and Treasurer.

h.) The President will inform donors on a regular and timely basis as to the use of their funds, especially if any such donations were designated for a specific purpose.

5.2: Vice- President

a.) In the absence of the President, the Vice President will exercise all of the powers and perform all of the duties of the President.

b.) The Vice President generally assists the President and has such other powers and performs such other duties as may from time to time be designated by the President or the Board of Trustees.

5.3: Treasurer

a.) The Treasurer is primarily responsible for the fiscal accountability and viability of the organization. In this capacity, the Treasurer will keep or cause to be kept, and will be responsible for the keeping and monthly reporting of accurate, timely, and adequate records of the assets, liabilities, and all financial transactions of the organization. The Treasurer will insure that documents are retained and filed in accordance with the law, including all filings with the Internal Revenue Service.

b.) The Treasurer will deposit or cause to be deposited all monies and valuable effects of the organization in the name of and to the credit of VVS in such banks, trust companies, or other depositories as may be designated by the Board.

c.) The Treasurer, will disburse, or cause to be disbursed, the funds of Symphony based upon proper voucher for such disbursements. Disbursements of over \$2500.00, other than Board-approved payroll checks, will require two signatures.

d.) In general, the Treasurer will perform the duties incident to the office of the Treasurer, and such other duties as may be assigned by the President or the board.

e.) The Treasurer also has the responsibility of ensuring the proper use of funds in accordance with donor designations.

f.) The Treasurer will chair the Finance Committee and manage Symphony investments according to the recommendations of the Finance Committee.

5.4: Secretary

a.) The Secretary will keep or cause to be kept the minutes of all meetings of the board and the Executive Committee. Minutes of the board and the Executive Committee will be distributed promptly to all members of the Board of Trustees with important documents retained in accordance with the law.

b.) The Secretary will see that all notices are duly given in accordance with the Bylaws and as required by Arizona Statute.

c.) The Secretary will attest to any and all documents the execution of which on behalf of Symphony will have been specifically or generally authorized by the board.

d.) The Secretary will maintain the books, records, and papers of Symphony required by law relating to its organization as a non-profit corporation.

Board Committees

The stated purpose of board committees is to bring to bear the time, talent, and experience of individual board members on behalf of the organization's strategic goals and objectives. The specific function of board committees is to study and prepare draft policy recommendations for board consideration and approval. No board committee may speak or act on behalf of the board except when granted such authority for specific and time-limited purposes. In the spirit of these revised Governance Policies, board committees will work collaboratively with appropriate staff within established boundaries of their respective authority. No board committee will directly supervise the Music Director and/or staff unless board authorized.

Standing committees of the board will be the **Executive Committee**, the **Finance Committee**, the **Nominating Committee**, and the **Fund Development Committee**.

6.1: Executive Committee

a.) The Executive Committee is chaired by the President. Its voting members consist of the elected officers of the board.

b.) A quorum of the Executive Committee will be at least a majority of the voting Executive Committee members.

c.) The Executive Committee may take action on essential matters relating to the business affairs of Symphony. However, the Executive Committee may not adopt, amend, or repeal the Bylaws and/or Governance Policies.

- d.) When a meeting of the full board is unnecessary or inconvenient, the Executive Committee may meet and report actions taken at the next regular meeting of the board.
- e.) The Executive Committee may formulate and/or recommend policies and procedures for adoption by the other board committees and/or suggest objectives or areas for inquiry by the committees.
- f.) Activities of the Executive Committee will not operate to relieve the board or any individual trustee of any responsibility imposed upon him/her by law, Symphony's Articles of Incorporation, Bylaws and/or Governance Policies.
- g.) The Executive Committee performs the personnel functions of Symphony specific to finding and recommending for hire the Artistic Director and staff. These functions include contract negotiations and recommendations for dismissal. The Committee also serves as a sounding board for the Artistic Director.
- h.) The Executive Committee will review and recommend governance policies to the board on an as-needed basis.
- i.) The Executive Committee deals with the rare emergency situation when a quorum of the full board is not available and an action must be taken.

6.2: Finance Committee

- a.) The Finance Committee will consist of three members. Those members are the Treasurer, who will serve as chair, and two other members appointed by the President.
- b.) The committee is charged with overseeing the financial accountability and transparency of the organization. In this capacity, the committee creates the proposed annual operating budget for the coming fiscal year in collaboration with staff for board approval every June.
- c.) Once approved, the budget will be monitored by the Finance Committee on a monthly basis in collaboration with appropriate staff to ensure financial accountability and cost control, including extraordinary expenditures.
- d.) The Finance Committee also recommends policy for the investment of reserve or endowment funds.

6.3 Nominating Committee

- a.) The Nominating Committee will consist of three board members. The President will appoint all three and designate one as the committee chair.
- b.) The committee ensures the relevance, viability, and high quality of contribution by the board through an active recruitment program of individuals with a diversity of relevant skills. Desired qualities are a collaborative work ethic,

an active sense of community involvement, and a passion for live classical music.

c.) The committee will seek and consider input from all other board members in the selection and interview process of potential candidates.

Nominating Committee Procedures *revised July, 2011*

In accordance with the By Laws of the Sedona Symphony, adopted 10/18/2005 and amended 9/15/08:

a. **Responsibilities:** The Nominating Committee (1) shall present a slate of officers and trustees annually to the Board of Trustees at the meeting which precedes the Annual Meeting and (2) shall recommend replacements to the Board of Trustees for officers or trustees who leave office for any reason.

Nominating Committee members will prepare to identify and recruit candidates most suitable for the Board of Trustees by first reviewing the following information:

I. Expectations for Members of the Board of Trustees

1. Sedona Symphony Trustees are expected to: be committed to the musical arts in Sedona, and to the goals of the Sedona Symphony.
2. be committed to achieving and overseeing quality growth and stability of the Symphony.
3. discuss and vote on matters that determine the direction and operation of the Symphony.
4. participate in setting and achieving the Symphony's fundraising goals and objectives.
5. support Sedona Symphony at a leadership giving level that is personally significant.
6. serve as a link to the community, using one's network of personal and business contacts to support the organization.
7. attend concerts of the Symphony and to support and attend fundraising events, whenever possible.
8. become knowledgeable about the history, mission, events and programs of the Sedona Symphony.
9. become familiar with the Symphony's governance policies and by-laws.
10. attend all meetings of the Board of Trustees, first reading and considering thoughtfully the printed materials sent with agendas.
11. serve on and actively participate in at least one committee of the Board.
12. in case of impending absence from a board meeting, notify the Board secretary; notify the committee chair for absence from a committee meeting.
13. participate in scheduled Board retreats.
14. respect, and keep confidential, issues of a sensitive nature and/or privileged information.
15. demonstrate respect and civility toward Board members and staff in all dealings.
16. support the final decisions of the Board of Trustees on all matters, without regard to one's personal position on an issue.
17. declare and avoid voting on matters that represent a conflict of interest.
18. demonstrate loyalty to, and advocacy for, the interests of the Sedona Symphony, even if serving on other boards.

19. Orchestra trustees are expected to represent the interests of the orchestra as a whole, polling the orchestra for information when it is needed by the board and relating information from the Board to the orchestra when appropriate.

II. Criteria for Consideration of Potential Board Candidates

In addition to the expectations listed above, it is also desirable that candidates are:

- advocates for the arts locally, statewide, and nationally
- committed to excellence in the arts
- experienced and interested in governance issues of nonprofits
- experienced and interested in volunteering as “unpaid staff” for a nonprofit organization
- experienced and comfortable with participation as part of a team
- representative of the ethnic and cultural diversity of the community
- well placed in the community, so as to engender community support for the organization

III. Procedures for Identifying, Interviewing and Assessing Candidates

The Nominating Committee will develop a slate of potential candidates who will enhance current board strengths and/or fulfill needs for specific knowledge, skills, or abilities within the Board of Trustees.

1. The Nominating Committee will survey the community and solicit input from current Board members, to identify individuals who may meet the “Expectations” and “Criteria” listed above. These individuals will comprise a listing of *potential candidates that will be presented to the Board of Trustees for first-pass review and discussion, before the individuals are approached.*

2. When board members do not identify obvious constraints (e.g., extensive travel schedules), a member of the Nominating Committee, or an appropriate board member, will initiate discussion with the individuals to assess their interest in being involved with Symphony in any of several ways: volunteer, Advisory Board membership, Committee membership, or Board of Trustee membership. If the individual’s response is positive toward prospective trusteeship, the trustee making the inquiry should request that the prospective candidate send his/her resume to the trustee.

3. Once the trustee receives and reviews the resume with other members of the Nominating Committee, the trustee will schedule an interview with the candidate and members of the Nominating Committee (preferably over lunch, paid for by the Board members). ***Important Note:*** *Avoid hard feelings from potential candidates, by taking care to avoid implication that there are currently Board openings, or that an actual invitation to board membership may be extended, until the result of the interview is reported to the Board of Trustees and the candidate is approved for nomination.*

4. During the interview the trustees will give the list of “Expectations for Members of the Board of Trustees” (in the Governance Policies under Nominating Committee) to the candidate and review each expectation with the candidate.

5. At the next Board Meeting, the Nominating Committee chair will present the resume(s); the results of the interview(s); and the Nominating Committee’s recommendations to the Board. If the recommendation is for election, then the Board must approve by majority vote. If the election is approved, then the Nominating Committee chair or Board President issues the

invitation to the candidate to join the Board, schedules an orientation meeting and initial board meeting for the new trustee.

6.4: Fund Development Committee

- a.) The Fund Development Committee will consist of three board members. The President will appoint all three and designate one as the committee chair.
- b.) The committee is charged with designing and implementing a board-approved annual fund development plan in collaboration with the grant-writing team. Special events will be included in the annual plan.
- c.) In addition, the Fund Development Committee will work in concert with the Artistic Director and staff to cultivate key donors and community resources to achieve the approved annual plan.

Oversight of Organizational Structure, Operations, and Strategic Direction

The Symphony board strives for consensus problem solving, decision-making, and planning. In so doing, it recognizes the key role played by the Artistic Director and staff in the implementation of strategic priorities that align with the mission of Symphony. The board does not intend to micromanage the organization as it acknowledges how such actions inhibit the creativity and flexibility required of a well-trained staff. Instead, the board seeks to work collaboratively with the Artistic Director and staff, utilizing the full range of skills and talent present throughout the organization, including that of the Board.

Executive Limitations Policies

Executive Limitations refer to the limitations imposed on executive employees (including the Artistic Director) and to trustee volunteers when they are serving as unpaid staff.

Global executive restraint

An executive employee shall not cause or allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

1. An executive employee shall not endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of mission.

Compensation and benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, an executive employee shall not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, he/she may not:

1. In dealing with orchestra personnel, promise or imply permanent or guaranteed employment.
2. Create compensation obligations over a longer term than revenues can be safely projected, in no event longer than one year, and in all events subject to losses in revenue.
 3. Fail to comply with board policy on hiring of orchestra personnel or reimbursement of personnel for travel costs.

Ends focus of programming and scheduling

The Artistic Director may not enter into any commitments for programming or scheduling of concerts or other Symphony events, without prior acceptance of the Board.

Accordingly, the Artistic Director must not fail to:

1. Determine concert scheduling of other music organizations in order to avoid scheduling conflicts.
2. Follow programming guidelines detailed below:

Programming Guidelines

The Artistic Director shall not schedule:

1. More than one concert per year that is devoted to the works of one composer, and then only if there is a convincing reason for it (e.g., a birthday year of a famous composer)
2. More than one work without wind instruments on a program
3. More than one work without strings on a program
4. Programs without a range of stylistic periods represented, unless a special theme precludes this, as in a holiday program
5. Programming that is not influenced by budgetary concerns – i.e. number of personnel required for the works chosen. (Current policy is an average maximum of 36 players per concert each season.) (*amended FY15*)

Example: Generally it would not be cost-effective to choose one short work on a program that requires an instrumentalist who is not needed for anything else on the program. However, this could be handled with a judicious rehearsal schedule.

Soloists

The Artistic Director shall not fail to:

1. Choose an instrumentally balanced selection of soloists in a given season – e.g., not all winds, not all strings, not two of the same instrument.

2. Consult with an orchestra programming committee (a staff *advisory* committee, whose members are selected by the Artistic Director, and comprised of Symphony musicians who may or may not be board members)
 - a. If soloist's reputation is not widely known, the committee may request tapes and references.
3. Negotiate soloists' contracts within budget guidelines. Contracts must be signed/approved by the President.

Emerging Artists

The Artistic Director is responsible for recruitment and selection of guest artists for each year's Emerging Artist program.

Accordingly, he/she may not fail to:

1. See that candidates provide references, resumes and tapes/DVDs to the program committee, if requested
2. See that the highest national performing standard and accomplishment is considered
3. See that the Emerging Artist candidate is capable of appropriate social interaction (including fluency in English) with a children's audience as well as with Symphony supporters
4. See that Emerging Artist candidates are US citizens age 13 - 25 (*amended 8-19-2015*)
5. See that over a period of years artists should represent a selection of instruments and a balance of gender
6. Recognize that connections of artists to local residents are desirable if the artist meets all other Symphony criteria

Public relations

The administrative coordinator shall not fail to:

1. Submit timely press release materials for Symphony concerts and events to a designated staff or board member assigned to publicity.
2. Proofread publicity when asked by the Symphony publicist

Fundraising

All executive employees shall not fail to use legal, ethical and prudent means of raising funds for the organization.

Accordingly, they may not fail to:

1. Clearly separate Symphony solicitations from other musical groups' solicitations.
2. Gain prior acceptance and approval by the Board of Trustees for fundraising events, appeals, sponsorship levels and other types of fundraising efforts.
3. work with board on an annual fundraising strategy and plan for implementation

Communication and support to the Board

The Artistic Director shall not permit the board to be uninformed or unsupported in its work. Accordingly, he/she may not fail to:

1. Inform the board of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.
2. Report in a timely manner an actual or anticipated noncompliance with any policy of the board.
3. Marshal for the board as many external points of view, issues, and options as needed for fully informed board choices.

Treatment of orchestra members

With respect to treatment of orchestra members, the Artistic Director may not cause or allow conditions that are unfair or undignified.

Accordingly, he/she shall not fail to:

1. Establish and implement equitable selection procedures for orchestra personnel
2. Create a hospitable, respectful rehearsal atmosphere
3. Communicate concert and rehearsal scheduling in a timely manner
4. Utilize orchestra personnel efficiently during rehearsals
5. Keep to established rehearsal scheduling and give ample notice of any changes
6. Implement board policies concerning remuneration and travel reimbursement in an equitable way

Orchestra Handbook

The Artistic Director is responsible for being aware of and implementing many of the policies in the Musicians Handbook.

Executive Limitations for the Board Treasurer and President, when acting as volunteer staff

Global executive restraint

The President and Treasurer shall not cause or allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

Financial planning and budgeting

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the board's ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

Accordingly, the treasurer shall not:

1. Expend more funds than have been received in the fiscal year to date, unless the debt guideline (to follow) is met.

2. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within sixty days.
3. Conduct interfund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenue within 30 days.
 4. Fail to settle payroll and debts in a timely manner.
5. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
6. Make a single purchase or commitment of greater than \$500 without the approval of the president.

Asset Protection

The Artistic Director, Treasurer and President shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, they may not:

1. Allow unbonded personnel access to material amounts of funds.
2. Unnecessarily expose the organization, its board, or staff to claims of liability.
3. Make any purchase 1) wherein normally prudent protection has not been given against conflict of interest; 2) of over \$500 without having obtained comparative prices and quality; 3) of over \$500 without a stringent method of assuring the balance of long-term quality and cost.
4. Fail to protect intellectual property from loss or significant damage. Intellectual property includes but is not limited to sheet music, information and files.
5. Receive, process, or disburse funds under controls that are insufficient to meet IRS 501©3 regulations or generally accepted auditing standards.

Ends focus of grants or contracts

The President and/or the trustee assigned to grant writing may not enter into any grant or contract arrangements that fail to emphasize primarily the production of Ends and, secondarily, the avoidance of unacceptable means.

Accordingly, the grant writer and president must not fail to:

1. Prevent grant funds from being used in imprudent, unlawful, or unethical ways.
2. Assess and consider the Symphony's capability of producing appropriately targeted and efficient results from grant funding.
3. Bring before the board for approval any grant proposal that would impact the budget by 20% or more. This must be done prior to submission.

Financial Policies

Original approved 2-21-06, amendments approved 1-21-09

Following are significant financial policies to be followed by the Treasurer and other trustees of the Sedona Symphony (Symphony).

Bank Accounts. A checking account will be established by the board and maintained by the Treasurer. Signatories will include the President, the Vice President, the Treasurer and any other trustee if deemed desirable. A savings account will also be established if needed. Bank statements will be reviewed by the Treasurer and then passed on to the President.

Receipts. All receipts will be withdrawn from the post office box by the President, Vice President, or Treasurer. The post office key will be held and controlled only by the President, not by a staff member. Either two trustees or one trustee and a staff member will be present when envelopes containing checks or credit card payments are opened and logged in to a designated notebook. The Treasurer will see that a list of all checks received by the Symphony is maintained, and that checks are entered into the ledger and deposited into the bank. Likewise, box office receipts will be reported to the President or Treasurer and deposited.

Disbursements. The Treasurer, President or staff designee will be responsible for making all disbursements for the organization, including all taxes due. Disbursements over \$500 will require two signatures. Payroll checks do not require two signatures.

Financial statements. The Treasurer will see that all financial records of the organization are maintained. Monthly statements, to include an income statement, balance sheet, and cash flow statement will be made available monthly to the board.

Budgeting. A preliminary budget will be developed by the Treasurer, with the benefit of guidance and review from the finance committee and the board. After review, the budget must be officially approved by the board. The budget for the coming fiscal year should be formally approved before the beginning of the fiscal year on July 1.

Taxes. The Treasurer will see that all necessary tax forms are submitted in a timely manner.

Acknowledgement of contributions. Officers of the board will be responsible for sending letters of acknowledgement in a timely manner to all contributors.

Appendix A

In regard to the Reserve Fund, it is the policy of the Board of Trustees of the Sedona Symphony (Symphony) that the following guidelines shall be followed.

1. The goal shall be to maintain the Reserve Fund at all times at the level of at least \$25,000.
2. In regard to any surplus in the Reserve Fund in excess of \$25,000,
 - A. no more than \$1,000 can be spent in any six-month period without the approval of the Board of Trustees; and,

B. the board may designate that all of the surplus over \$25,000 shall go toward fulfilling a long-term funding goal. Until that goal is met, no part of the surplus may be used for operating expenses or bonuses.

3. Recognizing that circumstances may not allow the fulfillment of the goal in Guideline 1, any proposed expenditure from the Reserve Fund that would reduce (or further reduce) its balance below \$25,000 must be approved by the Board of Trustees.

4. Every effort will be made to maintain the Reserve Fund at the level of at least \$15,000.

5. Approval of any expenditure that reduces the Reserve Fund to at least \$15,000 but less than \$25,000 shall serve as a first-level alarm to the board of the urgency of the Symphony's financial circumstances.

6. Any reduction of the Reserve Fund to below \$15,000 shall serve as a second-level alarm to the board and shall trigger actions to dissolve the organization. In this circumstance, the full amount in the Reserve Fund can be spent to cover the costs of contractual obligations and other expenses associated with such dissolution per Article V of the Sedona Symphony Articles of Incorporation.

A. In the event that there is anticipated to be a significant balance left in the Reserve Fund after the all expenses associated with corporate dissolution of have been covered, these remaining monies shall be spent, with approval by the board, in one of the following ways:

- i. A farewell concert
- ii. A gift to the Sedona Community Foundation
- iii. A gift to another 501(c)(3) arts organization in Sedona

Appendix B

Policy for attribution of donations to the Sedona Symphony

1. All donors will be listed in the Symphony database with a history of all of their donations and special event attendance extending from the present back 5 years. The database will be kept current.

2. Donors will be listed in concert programs at the total dollar level category that their *combined donations* have reached *during the time period covered* and explained in the program listing. (For instance, "Donations listed were received between July 1, 2022 and June 30, 2023.")

3. Donations that qualify for program listing are:

- a) cash donations that have no strings attached.

- b) donations that are for a specific purpose, such as concert sponsorship or Kids Concert Club support or subsidy of a Symphony budget line item.
- c) donations as part of a collective. If the board or advisory board sponsors a concert collectively, each individual in the group receives \$ credit for his portion of the collective donation towards his/her personal donation total.
- d) the tax-deductible portion of a ticket to a fundraiser priced at \$75 or above (in accordance with IRS guidelines).
- e) donations at levels that qualify for perks of small market value (yet to be determined, but for example: receiving a free bumper sticker, complimentary ticket, newsletters, receiving invitations to a party, etc.)
- f) donations that may include perks of significant market value and for which the donor wishes to receive the perks, are diminished for program listing purposes by the market value of the perks. (This is also in accordance with IRS guidelines.)
- g) non-cash donations of food or wine for a fundraising party when verified by receipts. The verified amount is included in the cumulative total for program-listing purposes. It is considered "non-cash" as the organization did not actually receive cash or have control over the expenditure.
- h) donations of concert tickets back to Symphony for resale, that are actually resold. (A donation receipt is provided once the tickets are resold.)
- i) Raffle, or similar gambling types of tickets may be listed as donations to Symphony for purposes of program listing, but because they are not tax deductible, Symphony will not provide receipts for tax purposes. If a raffle ticket buyer wins a raffle prize of significant value, then Symphony must provide a letter stating the fair market value of the raffle prize for tax purposes.
- j) Purchases of ad time or day sponsorship from a radio station may be considered donations only if the sponsorship amount is sent to Symphony, which, in turn, purchases the ad/sponsorship. If the purchase involves offering free Symphony concert tickets for the radio station to distribute, the purchase price of the tickets from Symphony also may be considered a donation and may be credited to the purchaser/donor in their cumulative program listing. (This is different from purchasing tickets for *friends*, because the radio station determines who receives the tickets.)

4. Purchase of advertising in the concert program is not considered a cash donation and will not be listed as such. However, program advertisers may have a listing under "program advertisers" in addition to the display ad itself, if Symphony so desires.

5. In kind contributions for which verifiable receipts are not submitted may not be combined with cash contributions in determining the total contribution level, but in-kind donors may be listed under "in-kind donors."

6. Concert tickets purchased for friends are not considered donations for purposes of program listing. (It would be difficult for us to track and confirm that an individual who purchased tickets for a friend gained no benefit. The tickets are viewed as gifts and are purchased at fair market value. The bookkeeping for individuals buying ticket gifts and requesting program listing also would be too time-consuming.) Gift ticket purchasers should consult their tax advisors on the tax deductibility of such purchases.

7. Business donations by a business owner may not be combined with personal donations when determining totals. Each may be listed separately in their respective categories.

8. If deemed desirable by the Symphony board, the designation of "concert sponsor" in a concert program may be offered to a large contributor (at or above the concert sponsorship level) whose contribution is actually used for other purposes, such as fully funding a fundraising party or simply to help fund the Symphony budget.

9. Auctions -- donors of auction items or services will be listed only as in-kind donors in the Symphony program listing. Purchasers of auction items/services will not be listed in the program nor have the purchase or tax-deductible amount be added to their cumulative donation total. Both donors and purchasers may consult their tax advisors on tax deductibility. The bookkeeping for Symphony would be too onerous.

Approved January 19, 2015

Appendix C

Regarding the term of employment for an Artistic Director, any request for a multiyear contract must take into account the amount of money in the reserve fund. Unless the reserve fund can sustain the organization for the number of years of the proposed contract, it should not be considered.

Approved: April 19, 2017

Appendix D

Policy on Discrimination

The Sedona Symphony does not unlawfully discriminate against employees, volunteers, board members, or the members, clients, or students it serves on the basis of race, color, religion, gender, national origin, age, medical condition, veteran status, marital status, disability, ancestry, sexual orientation, or any other characteristic protected by law.

Approved April 22, 2015

Appendix E

Definition of Worker Category of Orchestra Members

It is the policy of the Sedona Symphony to consider all its orchestra musicians "employees" and not "independent contractors", in accordance with IRS guidelines and industry standards. This

applies to extras and short-term players as well as full-season musicians. Only non-orchestra-member guest soloists or guest conductors may be considered “independent contractors”.

Approved April 22, 2015

Appendix F

Sedona Symphony Complimentary Ticket Guidelines

Goals:

1. To reduce the number of complimentary or reduced price tickets at each concert in the ROA venue, in order to maximize the number of tickets sold at full price.
2. To fill the house when advanced ticket sales are indicative of too many open seats.

In a venue with large capacity (SPAC) it may be possible to stress goal #2, and increase the number of comp. tickets by raising the maximum.

1. Orchestra members: Up to two complimentary tickets per orchestra member. Must be requested by Friday evening prior to the concert by emailing [info@vvsinfonietta](mailto:info@vvsinfonietta.org) or calling the box office number. Tickets will be held at Will Call.
 2. Conductor and soloists including Emerging Artists: Two reserved-seat tickets for each concert conducted.
 3. Student players: One reserved-seat ticket for each family of any non-paid student who is playing in the concert. (2 tickets per student only if a grant pays for them.)
 4. Board members will be given up to two tickets per concert to give to friends/acquaintances who have not been to a Sedona Symphony concert before. Tickets can only be given once to the same person. Tickets must be requested at info@vvsinfonietta.org or by calling the box office.
 5. Founding sponsors, when requested by, and when available: Two reserved-seat tickets: Goldenstein Galleries, Edward Jones (Bill Welter), El Portal (Steve Segner), Pink Jeeps, Roy Grimm, Buyer-Broker.
 6. In-kind sponsors: Two reserved-seat tickets for each in-kind sponsor such as Salt River Materials Group, Channel 18. *Not for those who have received advertising space in exchange, such as Sedona Rouge.*
 7. Media: Two or more reserved seat tickets for Red Rock News, Sedona Monthly, Kudos or other media outlets, at the discretion of the President.
 8. Concert volunteers: Except for Board member or Advisory Board member volunteers, a complimentary ticket will be offered to concert volunteers.
 9. Complimentary tickets for any concert shall be limited to 10% of venue capacity.
- *All complimentary tickets are to be marked, coded and tabulated after each concert.***

Fundraising Events

1. Hosts: Free access to event.
2. Caterer: Two tickets if food is *pro bono* (*donating cost of food and/or prep.*). No tickets if *in-kind* (*donating food preparation and/or cost of food, in exchange for Symphony program recognition*).
3. Conductor: One ticket for conductor of the concert associated with the event, plus one for spouse or partner.
4. Soloist (if not Emerging Artist): One ticket for soloist at concert associated with the event and one ticket for spouse, partner, parent or child, if attending.
5. Emerging Artist: Two tickets (in addition to free personal access) if performing at the event.
6. Specially invited orchestra members, one ticket each, depending on the event and decision of the special event committee.
7. Musician performers at fundraising event: if donating their services, they are entitled to partake of food. If paid for their services, then food may be provided or not, at the discretion of the special event committee.

Approved 9/17/2014

Appendix G

Sedona Symphony does not display advertising materials for events produced by other organizations unless the Symphony Board of Trustees gives prior approval. The Board will not consider such advertising unless it is related to classical music and unless a reciprocal agreement has been made. If either of these conditions is met, it is imperative that the Board informs the house manager prior to the concert/event.

Approved May 29, 2015