

**FIFTH AMENDED AND RESTATED**

**BYLAWS**

**OF**

**UTAH SYMPHONY & OPERA**

**A Utah Nonprofit Corporation**

**Organized Under the**

**Utah Revised Nonprofit Corporation Act**

**Adopted as of February 9, 2026**

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**OF**  
**UTAH SYMPHONY & OPERA**

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### **UTAH SYMPHONY & OPERA**

**Approved by UTAH SYMPHONY & OPERA**

**Dated Effective as of February 9, 2026**

## **ARTICLE I OFFICES**

Section 1.1 Business Offices. Utah Symphony & Opera, a Utah nonprofit corporation, (the “Corporation”) may have such offices as the Board of Trustees (the “Board” or “Trustees”) may from time to time determine or as the business of the Corporation may from time to time require.

Section 1.2 Principal Office. The initial principal office of the Corporation shall be located at 336 North 400 West, Salt Lake City, Utah 84103, or at any other place as may be designated in the most recent document on file with the Utah Department of Commerce, Division of Corporations and Commercial Code (the “Division”), providing information regarding the principal office of the Corporation. The Corporation shall maintain at its principal office a copy of such corporate records as may be required by Section 16-6a-1601 of the Utah Revised Nonprofit Corporation Act (the “Act”).

Section 1.3 Registered Office. The registered office of the Corporation shall be the registered office as originally so designated in the Corporation’s Amended and Restated Articles of Incorporation or subsequently designated as the Corporation’s registered office in the most recent document on file with the Division providing such information. The Corporation shall maintain a registered agent at the registered office. The registered office and registered agent may be changed from time to time by the Board.

## **ARTICLE II MEMBERS, STOCKHOLDERS, DONORS**

Section 2.1 Members; Stockholders. The Corporation shall have neither members nor stockholders and shall not issue any shares of stock which evidence or claim to evidence that the holder thereof has a membership or ownership interest in the Corporation or interests in or other rights to its property, whether real or personal.

Section 2.2 Donors. The Corporation may recognize donors to the Corporation in its various publications and other communications with the public, and the Corporation may classify those persons, corporations and other entities according to the value of their respective donations in accordance with the system of classification adopted by the Board from time to time. No donor shall have any voting rights merely by virtue of said donor’s status as a donor.

## ARTICLE III BOARD OF TRUSTEES

Section 3.1 General Powers. As provided in Section 16-6a-801 of the Act, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board, consistent with the provisions of the Act, subject to any limitation set forth in the Corporation's Amended and Restated Articles of Incorporation.

Section 3.2 Number, Tenure and Qualifications. The number of Trustees of the Corporation shall be as fixed from time to time by resolution of the Board or by an amendment to this Section 3.2, but in no instance shall there be fewer Trustees than the minimum number required by Section 16-6a-803 of the Act. The Board may consist of the following classifications of Trustees: (i) Elected Trustees as described in Section 3.3; (ii) Musician Trustees as described in Section 3.4; (iii) Lifetime Trustees as described in Section 3.6; (iv) Ex officio Trustees as described in Section 3.7; (v) Honorary Trustees and Trustees Emeriti as described in Section 3.8; and (vi) the President & Chief Executive Officer of the Corporation (the "President & CEO") as described in Section 3.5. No decrease in the authorized number of Trustees shall have the effect of shortening the term of any incumbent Trustees. Trustees need not be residents of the State of Utah and shall be selected based on their ability and willingness to contribute to the accomplishment of the Corporation's purposes.

### Section 3.3 Elected Trustees.

(a) *Number and Term.* Until changed by a resolution duly adopted by the Board amending this Section 3.3, subject to the limitations set forth in Section 3.2, the number of Elected Trustees shall be forty (40). The term of office of each Elected Trustee shall, unless otherwise determined by the Board, be three years or until the Trustee's removal, death or resignation in accordance with the provisions of these Amended and Restated Bylaws. The Board may provide for staggered terms of Elected Trustees, the mechanics of which shall be determined by the Board, from time to time.

(b) *Election of Trustees.* Individuals eligible to be elected to the Board as an Elected Trustee shall be nominated to the Board prior to such election pursuant to the nominating procedures set forth in these Amended and Restated Bylaws. A Trustee whose term expires shall be eligible to be re-elected in accordance with this Section 3.3(b).

(c) *Vacancies.* A vacancy on the Board shall exist: (i) upon the death of an Elected Trustee; (ii) resignation or removal of any Elected Trustee; (iii) the expiration of the term of office of an Elected Trustee; and (iv) whenever the authorized number of Elected Trustees is increased by the Board. Individuals duly nominated to the Board in accordance with these Amended and Restated Bylaws to fill vacancies on the Board may be elected by an affirmative vote of a majority of the Trustees present at a meeting of the Board at which a quorum is present or, if the number of Trustees then in office is less than a quorum, then by the affirmative vote of a majority of the Trustees then in office at a meeting held pursuant to these Amended and Restated Bylaws.

Section 3.4     Musician Trustees. Two “Musicians,” as provided in the Collective Bargaining Agreement between the Corporation and American Federation of Musicians, Local 104, dated September 1, 2023 through August 31, 2027, as amended, supplemented or superseded (the “Collective Bargaining Agreement”) shall be voting Trustees of the Board.

Section 3.5     President & CEO. The President & CEO of the Corporation shall be a voting Trustee of the Board.

Section 3.6     Lifetime Trustees. An individual whose term as Chair of the Board (“Chair,” as defined below) has expired is eligible to be nominated for appointment as a Lifetime Trustee with voting privileges pursuant to the nominating procedures set forth in these Amended and Restated Bylaws. Lifetime Trustees shall not be counted in determining a quorum.

Section 3.7     Ex officio Trustees. The Corporation may appoint two or more Ex officio Trustees as voting Trustees of the Board. These positions shall be comprised of the following: (i) one representative from Onstage Ogden; (ii) one representative from the USUO Associate Board; and (iii) such representatives of auxiliary and advisory organizations and guilds as elected by their respective organizations and guilds, as set forth in Section 7.1 below. Ex officio Trustees shall be counted in determining a quorum.

Section 3.8     Honorary Trustees and Trustees Emeriti. The Corporation may appoint non-voting Honorary Trustees and non-voting Trustees Emeriti in numbers as the Board deems appropriate. Trustees Emeriti shall be individuals who have previously served as voting Trustees of the Board and are recognized for their distinguished Board service. Honorary Trustees shall be individuals who have not served as voting Trustees, but who have made significant contributions to the Corporation or the arts community. Honorary Trustees and Trustees Emeriti shall be appointed by the Board upon the affirmative vote of a majority of the Trustees present at a meeting of the Board at which a quorum is present in accordance with these Amended and Restated Bylaws. Honorary Trustees and Trustees Emeriti appointed by the Board shall serve a lifetime term until any such Trustee’s death or until such Trustee’s removal or resignation in accordance with these Amended and Restated Bylaws. Honorary Trustees and Trustees Emeriti shall attend Board meetings only by invitation of the Board. Honorary Trustees and Trustees Emeriti shall not be counted in determining a quorum.

Section 3.9     Removal of Trustees. A Trustee of any classification, except Musicians and Ex officio Trustees, may be removed from office, whether or not for cause or other reason, if decided by an affirmative vote of two-thirds of the voting Trustees of the Board then in office at any meeting of the Board called for that purpose at which a quorum is present. If a Musician Trustee is subject to a proposed removal, the Corporation shall conduct the removal process in collaboration with the musicians’ Orchestra Committee.

Section 3.10    Resignation of Trustees. A Trustee may resign at any time upon written notice to the Chair or the President & CEO of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the designated officer, and the acceptance of the resignation by the Board shall not be necessary to make it effective.

## Section 3.11 Board Meetings.

(a) *Place of Meetings.* The Board may hold its meetings at such place or places within or without the State of Utah, in person, by remote video communication, or in a hybrid format of both, as the Board may from time to time by resolution designate or as shall be designated by the person or persons calling the meeting or as designated in a notice of any such meeting. Meetings conducted partially or entirely by videoconference shall be permitted, provided that all attending Trustees can communicate with each other during the meeting, and in accordance with the provisions of Section 3.11(h) below.

(b) *Annual Meeting of the Board.* The Board, in its discretion, shall designate a place, date and hour for the annual meeting of the Board. Notice of the annual meeting shall be given pursuant to the notice requirements provided in Section 3.11(c) below relating to regular meetings of the Board.

(c) *Regular Meetings.* The Board shall hold a regular meeting no less than once each calendar quarter. The Trustees may provide by resolution for the time of the meeting and may provide for the holding of any other regular meetings deemed by the Board to be appropriate. Except as otherwise provided by law, notice of the date, time and place (or means of remote communication) of each regular meeting of the Board shall be emailed to each Trustee at such Trustee's email address as it appears on the books and records of the Corporation immediately before such notice is to be sent in a fair and reasonable manner prior to the meeting. Except where otherwise required by law or these Amended and Restated Bylaws, notice of the purpose of a meeting need not be given.

(d) *Special Meetings.* Special meetings of the Board may be called by the Chair, the President & CEO or at least 25% of the total Trustees then in office and eligible to vote upon prior written notice thereof. Reasonable notice of special meetings shall be sent on behalf of the Chair, the President & CEO or the Secretary of the Corporation and shall be emailed as soon as reasonably practicable to the last known email address of each Trustee as such email address appears on the records of the Corporation. Such notice shall state the date, time, and place (or means of remote participation) of the meeting and the purpose or purposes for which the meeting is called. Only business disclosed in the notice shall be transacted at a special meeting unless all Trustees present at such special meeting agree to the transaction of additional business.

### (e) *Waiver of Notice.*

(i) The attendance of a Trustee at a regular or special meeting of the Board shall constitute a waiver of notice of such meeting except when a Trustee attends such meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

(ii) Whenever any notice is required to be given by any law, the Amended and Restated Articles of Incorporation or these Amended and Restated Bylaws, a written waiver of notice, signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be the equivalent of the giving of such notice in a timely fashion.

(f) *Trustee Participation.* Trustees may participate in any meeting of the Board by means of physical presence, videoconference, telephone or similar communications equipment, provided that all Trustees participating in the meeting are able to simultaneously talk to and hear all other parties in accordance with the provisions of Section 3.11(h) below. Such participation shall constitute presence in person at such meeting.

(g) *Public Meetings; Executive Sessions.* Meetings of the Board shall be open to the public, with the exception of executive sessions or closed meetings held by the Board.

(h) *Digital Standards.* Only the Corporation may record or transcribe meetings, either in whole or in part. To maintain security and confidentiality, the use of AI bots, digital assistants or proxies, or comparable technologies to attend or participate in meetings in place of a Trustee is prohibited.

### Section 3.12 Quorum and Voting.

(a) *Quorum Requirements.* One-third of the Trustees eligible to vote (including the President & CEO and not including Lifetime Trustees), present in person, or otherwise deemed present as permitted under Section 3.11(f), shall constitute a quorum for the transaction of business. If a lesser number of Trustees is present at a meeting, a majority of the Trustees present may adjourn the meeting from time to time without notice other than an announcement at the meeting, until a quorum shall attend. The affirmative vote of a simple majority of the Trustees eligible to vote (including the President & CEO) who are present at any meeting of the Board at which a quorum is present shall be the act of the Board, unless a greater number is required by law, the Amended and Restated Articles of Incorporation, or these Amended and Restated Bylaws in connection with the specified actions.

#### (b) *Voting.*

(i) Trustees may vote on any resolution of the Board via any verifiable method of voting including (A) voting in person at a duly called meeting of the Board; (B) voting via videoconference or telephone in accordance with Section 3.11(f); (C) voting by proxy by granting a signed written proxy or proxy verified electronically to the Chair or the President & CEO authorizing the Chair or the President & CEO to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy, unless it is specified that it be a general proxy; (D) electronic voting; or (E) any other verifiable voting method. Whether a particular method of voting is deemed “verifiable” shall be in the sole discretion of the Board. Electronic voting methods must include secure authentication and recordkeeping, and any voting via email must be sent from the Trustee’s registered address.

(ii) Trustees who shall be entitled to vote on a resolution of the Board shall be: (A) Elected Trustees; (B) Lifetime Trustees; (C) Ex officio Trustees; (D) Musician Trustees; and (E) the President & CEO.

(c) *Presumption of Assent.* A Trustee who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless the Trustee’s dissent shall be entered in the minutes of the meeting or unless the Trustee shall file

written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or unless the Trustee shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not be afforded to a Trustee who cast an affirmative vote for such action.

**Section 3.13 Action by Written Consent.** Any action required or permitted to be taken at a meeting of the Trustees or any committee thereof, including the election of Trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by Trustees entitled to vote or committee members having not less than the minimum voting power that would be necessary to authorize or take the action at a meeting at which Elected and Ex officio Trustees entitled to vote or committee members were present and voted. Such consent (which may be signed in counterparts) shall have the same force and effect as though it had been authorized at a regular meeting of the Board or committee, shall be effective when the last writing necessary to effect the action is received by the Corporation, unless the writings describing the action taken set forth a different effective date, and may be stated as such in any articles or documents filed with the office of the Secretary of the State of Utah or other governmental agency under the Act or other applicable law.

**Section 3.14 Board Committees.**

**(a) *General.***

(i) The Board may designate by resolution from among their Trustees an Executive Committee, a Nominating Committee, a Finance Committee, an Investment Committee, an Audit Committee and such other committees and subcommittees as the Board deems appropriate, from time to time. Each committee shall exercise those powers granted to it by an enabling resolution of the Board; provided, however, that no committee shall exercise any power which is excluded from the delegation of power of the Board by the laws of the State of Utah, the Amended and Restated Articles of Incorporation or these Amended and Restated Bylaws.

(ii) The Chair, one or more Vice Chairs of the Board (“Vice Chairs,” as defined below) and the President & CEO shall recommend and nominate to the Board certain Trustees to serve as chairs of each committee and subcommittee. The Board shall appoint nominated Trustees to serve as the chairs of each Board committee and subcommittee upon the affirmative vote of a majority of Trustees present at a meeting of the Board at which a quorum is present. The membership of each Board committee and subcommittee shall be determined by the Chair, one or more Vice Chairs and the President & CEO. Each Board committee and subcommittee shall consist of at least two Trustees. A Trustee may simultaneously serve on more than one committee. Any Musician Trustees appointed to a committee shall be elected by the Musicians.

(iii) One-third of a Board committee or subcommittee’s members, present in person, or otherwise deemed present in accordance with Section 3.11(f), shall constitute a quorum for the transaction of business by a Board committee or subcommittee; provided, however, that a Board committee or subcommittee quorum shall not consist of fewer than two (2) Board committee or subcommittee members. If a lesser number of Board committee or subcommittee members are present at a Board committee or subcommittee meeting, a majority of

the Board committee or subcommittee members present may adjourn the meeting from time to time without notice other than an announcement at the meeting, until a quorum shall attend. The affirmative vote of a simple majority of the Board committee or subcommittee members eligible to vote who are present at any meeting of a Board committee or subcommittee at which a quorum is present shall be the act of the Board committee or subcommittee, unless a greater number is required by law, the Amended and Restated Articles of Incorporation, or these Amended and Restated Bylaws in connection with the specified actions. Voting by the Board committee or subcommittee members at any meeting of a Board committee or subcommittee shall be done in accordance with Sections 3.12(b)(i), 3.12(c) and 3.13.

(iv) Committees and subcommittees may include members who are not Trustees of the Corporation in an advisory capacity, provided that voting Trustees shall constitute a majority of the membership of each committee or subcommittee. Only Trustees serving on a committee shall have the right to vote on committee matters. Non-Trustee committee members may participate in discussions and provide input, but are not entitled to vote on any committee actions or recommendations. The presence of non-Trustee members shall not be counted in determining whether a quorum exists for any committee meeting.

(v) Committee meetings may be held in person, entirely by remote videoconference, or by a combination thereof, provided all committee members participating can simultaneously communicate with each other during the meeting. The provisions of Sections 3.11(f), 3.11(h) and 3.12(b) regarding participation and voting shall apply equally to committee meetings.

(b) *Executive Committee.*

(i) The Executive Committee shall be comprised of the Chair, the President & CEO, one or more Vice Chairs, the Musician Trustees described in Section 3.4, the immediate past Chair, up to two at-large members, and the chairs of each Board committee (except Board subcommittees). The Board may, by resolution, alter the composition of the Executive Committee; provided, however, that Musician Trustee positions on the Executive Committee shall be governed solely by the Collective Bargaining Agreement and may not be modified by the Board.

(ii) The Executive Committee shall review and consider nominations for the Chair, one or more Vice Chairs and Trustees of the Board as such nominations are received from the Nominating Committee in accordance with subsection (c). The Executive Committee shall vote upon each nomination. Each nomination approved by the Executive Committee shall be forwarded to the Board for action. In addition, the Executive Committee shall formulate and recommend policies to the Board. In the absence of Board action or in the event that the Board is unable to take action on a particular matter, the Executive Committee shall have all of the powers and may exercise all of the duties of the Board in managing the business of the Corporation; provided, however, that the Executive Committee shall not exercise any power which is excluded from the delegation of power of the Board by the laws of the State of Utah. Any such action taken by the Executive Committee in the absence or inability of the Board to take action shall be considered for ratification by the Board at the next regular meeting or special meeting of the Board.

(c) *Nominating Committee.*

(i) At such times as appropriate, and in accordance with the requirements of Section 3.15, the Nominating Committee shall nominate Trustees of the Board to serve as Chair and as one or more Vice Chairs. Each nomination shall be sent to the Executive Committee and, upon approval, shall be sent to the Board for action.

(ii) At such times as appropriate, the Nominating Committee shall nominate individuals to serve as either Elected Trustees, Lifetime Trustees, Trustees Emeriti or Honorary Trustees of the Board, as applicable. Each nomination shall be sent to the Executive Committee and, upon approval, shall be sent to the Board for action.

(d) *Finance Committee.* The Finance Committee shall (i) review the budget and plans of the Corporation; (ii) in cooperation with the President & CEO and the Chief Financial Officer (“CFO,” as defined below), establish the financial policies of the Corporation, subject to review and approval by the Board; (iii) assist the Audit Committee in monitoring and reviewing the financial accounting and controls of the Corporation; and (iv) perform any additional duties assigned to it by the Board.

(e) *Investment Committee.* The Investment Committee shall formulate and supervise the investment policies of the Corporation (the “Investment Policy Statement”). The Investment Committee is authorized to, in cooperation with the President & CEO and the CFO, take any and all actions, including the giving of such directions as may be required, necessary or appropriate to cause the purchase, sale or exchange, on the Corporation’s behalf, of shares of stock, bonds, debentures, mortgages, trust deeds, notes, certificates or other securities, or real estate, at such price or prices and upon such terms as it shall deem advisable, or to exercise any other rights on behalf of the Corporation with reference thereto as governed by the Investment Policy Statement. The Investment Committee may retain investment counsel to advise it with respect to the investment objectives and policies of the Corporation as shall be determined by the Board from time to time.

(f) *Audit Committee.* The Audit Committee shall have oversight of the Corporation’s audit and compliance functions and shall monitor and review the financial accounting and controls of the Corporation. The Audit Committee shall consist of at least three (3) Trustees, including at least one (1) Trustee with substantial prior experience in finance or accounting. The Audit Committee may not include any Trustee who has been an employee of, or received compensation from, the Corporation within the past three (3) years or any Trustee having a material financial interest in any entity doing business with the Corporation. The Audit Committee shall be directly and solely responsible for the appointment, compensation, retention and oversight of the work of any and all independent auditors engaged by the Corporation, and any and all such independent auditors shall have a reporting relationship directly with the Audit Committee. The Audit Committee shall cause to be made an annual audit of the Corporation, through the independent auditors, and shall receive, review and report on such independent reports to the Executive Committee and the Board. The Audit Committee shall have authority to accept the audited financial statements on behalf of the Corporation, and such acceptance shall not require separate approval by the full Board. The report shall state, among other things, whether the Corporation is in a sound condition, whether adequate internal controls and procedures are being

maintained, and shall make recommendations, if applicable, of changes to the manner of conducting the affairs of the Corporation that the Audit Committee deems advisable. The Audit Committee shall also be charged with oversight and review of the annual audit plan, the policies and procedures of the independent auditors, the financial statements of the Corporation, the overall accounting and financial controls of the Corporation, and any related party transactions and situations which present potential conflicts of interest.

Section 3.15 Governance of the Board.

(a) *Chair of the Board.*

(i) The Chair of the Board shall serve a three-year term, which may be renewable for additional three-year terms as determined by a majority vote of the Trustees present at a meeting of the Board at which a quorum is present. The Chair shall be nominated and chosen from the membership of the Vice Chairs of the Board. Upon vacancy or anticipated vacancy in the office of Chair, the Nominating Committee shall nominate a Vice Chair who has served for at least three (3) years for election by the Board to be the Chair of the Board.

(ii) If no Vice Chair meets the qualifications set forth in Section 3.15(a)(i), the Chair of the Board shall be elected from the membership of the Board. In accordance with the nominating procedures described herein, the Nominating Committee shall determine and submit nominations for Chair to the Executive Committee for action. The Executive Committee shall submit final nominations for Chair to the Board for action. The Board shall, at its first scheduled regular meeting, or at a special meeting called for such purpose (among others, as the case may be), review the nominations and shall elect a Chair of the Board upon a majority vote of the Trustees present at a meeting of the Board at which a quorum is present.

(iii) The Chair shall be the individual principally responsible for the general supervision and control of the business and affairs of the Board. When present, the Chair shall preside at all meetings of the Board. The Chair shall perform all duties customarily vested in the office of Chair and such other duties as may be prescribed by the Board, from time to time.

(b) *Vice Chairs of the Board.*

(i) One or more Vice Chairs shall be elected from the membership of the Board. In accordance with the nominating procedures described herein, the Nominating Committee shall determine and submit nominations for one or more Vice Chairs to the Executive Committee for action. The Executive Committee shall submit final nominations for Vice Chairs to the Board for action. The Board shall, at its first scheduled regular meeting, or at a special meeting called for such purpose (among others, as the case may be), review the nominations and shall elect Vice Chairs upon a majority vote of the Trustees present at a meeting of the Board at which a quorum is present.

(ii) Vice Chairs shall assist the Chair and shall perform all duties as may be assigned to them by the Chair or by the Board. The Vice Chairs shall at the request of the Chair, or in the absence or refusal to act of the Chair, perform the duties of the Chair and when so acting, shall have all of the powers of the Chair and be subject to all of the restrictions upon the Chair. The Vice Chairs shall perform all duties incident to the position of Vice Chair.

(c) *Secretary.* A Secretary shall be elected from the membership of the Board following nomination by the Nominating Committee in accordance with the nominating procedures described herein and approval by the Executive Committee. The Secretary shall report to the Chair of the Board and shall: (i) have responsibility for the preparation and maintenance of the records and information required to be kept by the Corporation under Section 16-6a-1601 of the Act; (ii) see that all notices are duly given in accordance with the provisions of these Amended and Restated Bylaws or as required by the Act or other applicable law; (iii) be custodian of the corporate records and of any seal of the Corporation; (iv) when requested or required, authenticate any records of the Corporation; (v) keep a register of the post office address and email addresses of each Trustee; and (vi) perform all other duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Chair.

Section 3.16 Power of Board to Borrow Money. The Board shall have full power and authority to authorize the Corporation to borrow money whenever the Board, by resolution, determines that borrowing is in the general interests of the Corporation. The Board may authorize the proper officers of the Corporation to make, execute and deliver in the name and on behalf of the Corporation such notes, bonds and other evidences of indebtedness as the Board deems proper.

Section 3.17 Compensation. No compensation shall be paid to Trustees for their services as Trustees.

Section 3.18 Inspection of Books and Records. Any Trustee shall have the right, at any reasonable time and for a purpose reasonably related to the Trustee's duties to the Corporation, to inspect the books and records of the Corporation.

Section 3.19 Conflict of Interest and Whistleblower Policies. The Board shall adopt and regularly review a Conflict-of-Interest Policy consistent with IRS Form 990 standards. The Corporation shall also maintain a Whistleblower Policy protecting individuals who report suspected misconduct to the Corporation.

## ARTICLE IV OFFICERS

Section 4.1 Numbers and Qualifications. The officers of the Corporation may include one or more of: a President & CEO, a Senior Vice President and Chief Operating Officer ("Senior VP & COO"), a Chief Financial Officer ("CFO") and a Secretary. The Corporation may also have such other officers and assistant officers as the President & CEO may determine to be appropriate. Individuals may hold more than one office of the Corporation.

Section 4.2 Employment of Officers and Term of Office. The Chair, one or more Vice Chairs and the Executive Committee shall determine and submit nominations for the President & CEO to the Board for action. The President & CEO shall be primarily responsible for the employment of all officers of the Corporation except the offices of President & CEO and Secretary elected pursuant to Section 3.15(c). The Board may remove the President & CEO only upon the affirmative vote of two-thirds of the Trustees present at a meeting of the Board at which a quorum is present. All other officers may be removed by the President & CEO at any time.

Section 4.3 Authority and Duties. The officers of the Corporation shall have the authority and perform the duties specified below and any such additional duties as may be specified by the President & CEO, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) *President & CEO.* The President & CEO is the principal executive officer of the Corporation and shall report to the Board. The President & CEO shall: (i) ensure full and timely execution of all Board policies, strategies, plans, orders and resolutions and provide executive support to the Board; (ii) provide leadership and artistic direction toward the achievement of the Corporation's mission, strategy, and its annual goals and objectives; (iii) sign deeds, mortgages, bonds, contracts or other instruments; (iv) carry on and have general supervision and control over business of the Corporation including fundraising, marketing, public relations, policy development and finances; (v) manage the Corporation's relationships with the community; (vi) have general supervision and control over the Corporation's officers, agents and employees, all of whom shall report and be responsible to the President & CEO; and (vii) perform all other duties incident to the office of President & CEO as may be assigned to the President & CEO by the Board, from time to time. In the event of the temporary absence, incapacity, or unavailability of the President & CEO, the Senior Vice President & COO may serve as Acting President & CEO until such time as the Executive Committee may, in consultation with the Senior Vice President & COO, designate an Interim President & CEO. Any such interim designation shall be subject to approval or ratification by a majority vote of the Board. In the event of a vacancy in the office of President & CEO, the Board shall appoint a successor upon the recommendation of the Executive Committee.

(b) *Senior Vice President & COO.* The Senior Vice President & COO shall report to the President & CEO and shall perform the customary duties of the office, as well as other duties as may be assigned from time to time by the President & CEO. The Senior Vice President & COO may also serve as Acting President & CEO in accordance with Section 4.3(a).

(c) *CFO.* The CFO shall be the principal financial and accounting officer of the Corporation. The CFO shall: (i) keep complete books and records of account, assist with and supervise the annual audit of the Corporation and prepare and furnish an annual financial report to the President & CEO and the Board showing the financial position of the Corporation and the results of its operations for the fiscal year; (ii) generate monthly financial reports for the Finance Committee, Executive Committee and the Board; and (iii) perform all other duties incident to the office of CFO and such other duties as may be assigned from time to time by the Corporation.

## ARTICLE V ARTISTIC DIRECTORS

### Section 5.1 Opera Artistic Director.

(a) The Opera Artistic Director shall work in partnership with the Symphony Music Director and shall be primarily responsible for the artistic vision of the Opera and cooperate in artistic decisions of the Symphony, subject to the control and direction of the President & CEO. The Opera Artistic Director shall report to the President & CEO and shall work in partnership with the President & CEO and the Symphony Music Director to develop, refine and sustain the overall vision of the Corporation and generally perform all duties incident to the position of the Opera

Artistic Director and such other duties as may be prescribed by the President & CEO, from time to time.

(b) The Opera Artistic Director shall be selected by the President & CEO, with the input of the Executive Committee and a search committee, which shall be comprised of certain Trustees and other individuals selected by the Chair and the President & CEO. The search committee shall conduct a search for qualified individuals, from which the search committee, with input from the Chair, shall determine and submit nominations to the President & CEO for final selection.

(c) The Opera Artistic Director may be removed by the President & CEO with the recommendation of the Executive Committee and the consent of the Board.

#### Section 5.2 Symphony Music Director.

(a) The Symphony Music Director shall work in partnership with the Opera Artistic Director and shall be primarily responsible for the artistic vision of the Symphony and cooperate in artistic decisions involving the Opera, subject to the control and direction of the President & CEO. The Symphony Music Director shall report to the President & CEO and shall perform all duties incident to the position of Symphony Music Director and such other duties as may be prescribed by the President & CEO, from time to time.

(b) The Symphony Music Director shall be selected by the President & CEO with the consent of the Executive Committee and the Board. Input shall be provided by the orchestra musicians at large and a search committee, which shall be comprised of certain Trustees and other individuals selected by the Chair and the President & CEO. The search committee shall conduct a search for qualified individuals, who shall then be invited to participate in an audition process, as shall be determined by the search committee, the Chair and the President & CEO. The search committee, with input from the orchestra musicians at large, shall determine and submit nominations to the President & CEO, the Executive Committee and the Board for final selection.

(c) The Symphony Music Director may be removed by the President & CEO with the recommendation of the Executive Committee and the consent of the Board, in accordance with Section 3.12.

### **ARTICLE VI INDEMNIFICATION**

Section 6.1 Indemnification of Trustees and Officers. To the maximum extent permitted by the Act or any other applicable law, the Corporation shall indemnify its Trustees and officers in all cases in which a Corporation may indemnify a Trustee or an officer. Without limiting the foregoing, the Corporation shall indemnify its Trustees and officers in all cases in which it may do so under Section 16-6a-902 of the Act. This provision constitutes authorization of indemnification as contemplated in Section 16-6a-906 of the Act, so that the Corporation can indemnify Trustees once a determination has been made in the specific case that indemnification is permissible in the circumstances because the Trustees have met the applicable standard of conduct set forth in Section 16-6a-902 of the Act. The Corporation shall consider and act as expeditiously as possible on any and all requests by a Trustee or an officer for indemnification.

Section 6.2 Advances of Expenses. Pursuant to the provisions of Section 16-6a-904 and 16-6a-907 of the Act, if a determination is made, following the procedures of Section 16-6a-906 of the Act, that a Trustee or an officer has met the statutory requirements for advancement of expenses, and if an authorization of payment is made, following the procedures and standards set forth in Section 16-6a-906 of the Act, then the Corporation may pay for or reimburse the reasonable expenses incurred by a Trustee or an officer who is a party to a proceeding in advance of final disposition of the proceeding.

Section 6.3 Other Rights and Remedies. The rights to indemnification and advancement of expenses provided in this Article VI shall be in addition to any other rights which a party may have or hereafter acquire under any applicable law, contract, order, or otherwise.

Section 6.4 Insurance. The corporation shall maintain liability insurance coverage for the officers and Trustees of the Corporation in such amounts as deemed appropriate by the Board.

## **ARTICLE VII AUXILIARY AND ADVISORY ORGANIZATIONS**

Section 7.1 Recognition of Auxiliary and Advisory Organizations and Guilds.

(a) The Board may, from time to time, recognize certain auxiliary and advisory organizations and guilds, and may recognize as Ex officio Trustees (whether by contract, agreement or otherwise) certain members of such auxiliary and advisory organizations and guilds. Such organizations may or may not be affiliated with the Corporation.

(b) The Board may, upon the affirmative vote of a majority of the Trustees present at a Board meeting at which a quorum is present, determine that recognition of certain auxiliary and advisory organizations and guilds is not in the best interests of the Corporation. Pursuant to such resolution, the Board may terminate the right of such auxiliary and advisory organizations and guilds to have their elected representatives serve as Ex officio Trustees.

Section 7.2 Affiliated Auxiliary and Advisory Organizations. To aid and assist it in the accomplishment of the purposes of the Corporation, the Board may authorize the establishment of one or more unincorporated, auxiliary and advisory organizations and guilds within the Corporation. Any such organization shall not have separate legal identity, shall be and remain at all times a part of the Corporation and subject to the ultimate control and direction of the Board, but may otherwise enjoy such autonomy as the Board may grant. Such organizations may have separate names, but such names shall belong to and be registered by the Corporation as assumed business names of the Corporation. Each such organization may adopt bylaws to govern the conduct of its affairs, but no bylaws shall be in any way contradictory to or in conflict with the laws of the State of Utah, the Amended and Restated Articles of Incorporation or the Amended and Restated Bylaws of the Corporation. Organizational bylaws of such organizations shall be submitted to the Board for approval prior to their adoption. No such organization shall conduct any activity which could jeopardize the tax-exempt status of or the tax deductibility of contributions to the Corporation.

## **ARTICLE VIII AMENDMENTS TO AMENDED AND RESTATED BYLAWS**

Section 8.1        Authority to Amend. As provided in Section 16-6a-1010 of the Act, the Corporation's Board may amend these Amended and Restated Bylaws at any time by a majority vote of the Trustees present at a meeting of the Board at which a quorum is present.

## **ARTICLE IX MISCELLANEOUS**

Section 9.1        Corporate Seal. The Board may provide for a corporate seal, to be in such a form as the Board may determine to be appropriate, and any officer of the Corporation may, when and as required or as determined to be appropriate, affix or impress the seal, or a facsimile thereof, to or on any instrument or document of the Corporation.

Section 9.2        Fiscal Year. The fiscal year of the Corporation shall end on August 31 of each year, unless otherwise established by the Board.

**CERTIFICATE OF ADOPTION  
OF  
FIFTH AMENDED AND RESTATED BYLAWS  
OF  
UTAH SYMPHONY & OPERA**

The undersigned Secretary of Utah Symphony & Opera hereby certifies that the foregoing Fifth Amended and Restated Bylaws were approved and adopted by Utah Symphony & Opera Board of Trustees effective as of February 9, 2026.

Executed effective as of the 9<sup>th</sup> day of February 2026.

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Secretary