

Return of Organization Exempt From Income Tax

2003

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2003 calendar year, or tax year beginning July 1, 2003, and ending June 30, 2004

- B** Check if applicable:
 Address change
 Name change
 Initial return
 Final return
 Amended return
 Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
Tulsa Opera, Inc
 Number and street (or P O box if mail is not delivered to street address) Room/suite
1610 S Boulder Ave
 City or town, state or country, and ZIP + 4
Tulsa, OK 74119

D Employer identification number
73 : 0643311
E Telephone number
(918) 582-4035
F Accounting method: Cash Accrual
 Other (specify) ▶

G Website: ▶ **www.tulsaopera.com**

J Organization type (check only one) ▶ 501(c) (3) ◀ (insert no.) 4947(a)(1) or 527

K Check here ▶ if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. **Some states require a complete return.**

H and I are not applicable to section 527 organizations
H(a) Is this a group return for affiliates? Yes No
H(b) If "Yes," enter number of affiliates ▶
H(c) Are all affiliates included? Yes No (If "No," attach a list. See instructions.)
H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No
I Group Exemption Number ▶

L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **2,813,382**

M Check ▶ if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)

P. Revenue, Expenses, and Changes in Net Assets or Fund Balances (See page 18 of the instructions)

1 Contributions, gifts, grants, and similar amounts received					
a	Direct public support	1a	1,275,154		
b	Indirect public support	1b	142,653		
c	Government contributions (grants)	1c	92,000		
d	Total (add lines 1a through 1c) (cash \$ 1,329,676 noncash \$ 180,131)	1d			1,509,807
2	Program service revenue including government fees and contracts (from Part VII, line 93)	2			775,140
3	Membership dues and assessments	3			
4	Interest on savings and temporary cash investments	4			1,386
5	Dividends and interest from securities	5			
6a	Gross rents	6a			
6b	Less: rental expenses	6b			
6c	Net rental income or (loss) (subtract line 6b from line 6a)	6c			
7	Other investment income (describe ▶)	7			
8a	Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	
		62,815	8a		
		63,611	8b		
		(796)	8c		
8d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8d			(796)
9	Special events and activities (attach schedule) If any amount is from gaming, check here ▶ <input type="checkbox"/>				
a	Gross revenue (not including \$ _____ of contributions reported on line 1a)	9a	385,920		
b	Less: direct expenses other than fundraising expenses	9b	189,182		
9c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c			196,738
10a	Gross sales of inventory, less returns and allowances	10a	5,902		
10b	Less: cost of goods sold	10b	5,903		
10c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c			(1)
11	Other revenue (from Part VII, line 103)	11			72,142
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12			2,554,686
Expenses	13	Program services (from line 44, column (B))	13		1,593,640
	14	Management and general (from line 44, column (C))	14		421,945
	15	Fundraising (from line 44, column (D))	15		635,742
	16	Payments to affiliates (attach schedule)	16		
	17	Total expenses (add lines 16 and 44, column (A))	17		
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18		(96,641)
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19		541,945
	20	Other changes in net assets or fund balances (attach explanation)	20		
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21		

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Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See page 22 of the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____)	22			
23	Specific assistance to individuals (attach schedule)	23			
24	Benefits paid to or for members (attach schedule)	24			
25	Compensation of officers, directors, etc	25			
26	Other salaries and wages	26			
27	Pension plan contributions	27			
28	Other employee benefits	28			
29	Payroll taxes	29			
30	Professional fundraising fees	30			
31	Accounting fees	31			
32	Legal fees	32			
33	Supplies	33			
34	Telephone	34			
35	Postage and shipping	35			
36	Occupancy	36			
37	Equipment rental and maintenance	37			
38	Printing and publications	38			
39	Travel	39			
40	Conferences, conventions, and meetings	40			
41	Interest	41			
42	Depreciation, depletion, etc (attach schedule)	42	38,899	38,899	
43	Other expenses not covered above (itemize) a Stmt 4	43a	2,612,428	1,554,741	421,945
	b Stmt 4	43b			
	c	43c			
	d	43d			
	e	43e			
44	Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D), carry these totals to lines 13-15	44	2,651,327	1,593,640	421,945

Joint Costs. Check if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No

If "Yes," enter (i) the aggregate amount of these joint costs \$ _____; (ii) the amount allocated to Program services \$ _____; (iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

Statement of Program Service Accomplishments (See page 25 of the instructions.)

What is the organization's primary exempt purpose? Stmt 5

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

Program Service Expenses
(Required for 501(c)(3) and (4) orgs. and 4947(a)(1) trusts, but optional for others.)

a	Operas included La Traviata, Barber of Seville and Tales of Hoffmann. Three performances of each for a total attendance of 16,309. One performance each of two concerts with an attendance of 3,760 as well as a student matinee of Barber of Seville with an attendance of 2,367	(Grants and allocations \$ _____)	1,593,640
b		(Grants and allocations \$ _____)	
c		(Grants and allocations \$ _____)	
d		(Grants and allocations \$ _____)	
e	Other program services (attach schedule)	(Grants and allocations \$ _____)	
f	Total of Program Service Expenses (should equal line 44, column (B), Program services) <input type="checkbox"/>		

Balance Sheets (See page 25 of the instructions.)

		(A) Beginning of year		(B) End of year
Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only				
Assets	45 Cash—non-interest-bearing	313,160	45	182,746
	46 Savings and temporary cash investments	1,602	46	0
	47a Accounts receivable	47a		
	b Less allowance for doubtful accounts	47b	47c	
	48a Pledges receivable	48a		
	b Less allowance for doubtful accounts	48b	48c	
	49 Grants receivable	232,177	49	244,244
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50	
	51a Other notes and loans receivable (attach schedule)	51a		
	b Less allowance for doubtful accounts	51b	51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges	114,045	53	118,147
	54 Investments—securities (attach schedule)	▶ <input type="checkbox"/> Cost <input type="checkbox"/> FMV	54	
	55a Investments—land, buildings, and equipment basis	55a		
	b Less accumulated depreciation (attach schedule)	55b	55c	
56 Investments—other (attach schedule)		56		
57a Land, buildings, and equipment, basis	57a 395,353			
b Less accumulated depreciation (attach schedule) <i>Strmt b.</i>	57b 360,135	367,165	57c 335,218	
58 Other assets (describe ▶ _____)		58		
59 Total assets (add lines 45 through 58) (must equal line 74)	1,028,154	59	880,355	
Liabilities	60 Accounts payable and accrued expenses	82,792	60	64,326
	61 Grants payable		61	
	62 Deferred revenue	405,166	62	372,475
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a Tax-exempt bond liabilities (attach schedule)		64a	
	b Mortgages and other notes payable (attach schedule)		64b	
	65 Other liabilities (describe ▶ _____)		65	
66 Total liabilities (add lines 60 through 65)	487,958	66	436,801	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74			
	67 Unrestricted	369,188	67	317,125
	68 Temporarily restricted	171,008	68	126,429
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19, column (B) must equal line 21)	541,945	73	443,554	
74 Total liabilities and net assets / fund balances (add lines 66 and 73)	1,029,903	74	880,335	

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Other Information (See page 28 of the instructions.)		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		✓
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	✓	
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		✓
78b	If "Yes," has it filed a tax return on Form 990-T for this year?		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement		✓
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	✓	
81a	If "Yes," enter the name of the organization <u>Am110</u> and check whether it is <input checked="" type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
81b	Enter direct and indirect political expenditures See line 81 instructions		✓
82a	Did the organization file Form 1120-POL for this year?	✓	
82b	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value? If "Yes," you may indicate the value of these items here Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III)		
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	✓	
83b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	✓	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		✓
84b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
85a	501(c)(4), (5), or (6) organizations. Were substantially all dues nondeductible by members?		
85b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
85c	Dues, assessments, and similar amounts from members		
85d	Section 162(e) lobbying and political expenditures		
85e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		
85f	Taxable amount of lobbying and political expenditures (line 85d less 85e)		
85g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		
85h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		
86a	501(c)(7) orgs Enter a Initiation fees and capital contributions included on line 12		
86b	Gross receipts, included on line 12, for public use of club facilities		
87a	501(c)(12) orgs Enter a Gross income from members or shareholders		
87b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)		
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		✓
89a	501(c)(3) organizations Enter Amount of tax imposed on the organization during the year under section 4911 <u>0</u> , section 4912 <u>0</u> , section 4955 <u>0</u>		
89b	501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		✓
	c Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0
	d Enter Amount of tax on line 89c, above, reimbursed by the organization		0
90a	List the states with which a copy of this return is filed <u>Oklahoma</u>		
90b	Number of employees employed in the pay period that includes March 12, 2003 (See instructions)	15	
91	The books are in care of <u>Tulsa Opera, Inc</u> Telephone no <u>(918) 582-4035</u> Located at <u>1610 S Boulder Ave, Tulsa, OK</u> ZIP + 4 <u>74119</u>		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041—Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year <u>92</u>		

Part VII Analysis of Income-Producing Activities (See page 33 of the instructions.)

Note: Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a Ticket Sales					775,410
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	1,386	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	(796)	
101 Net income or (loss) from special events					196,738
102 Gross profit or (loss) from sales of inventory			03	(1)	
103 Other revenue a			03	72,141	
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				72,730	972,148
105 Total (add line 104, columns (B), (D), and (E))					1,044,878

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 34 of the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
93a	Ticket sales to opera performances
101	Special events conducted specifically to support the cost of producing operas, using substantially volunteer labor

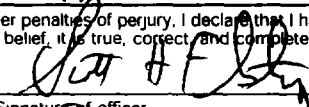
Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 34 of the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
 (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Please Sign:  Date: 2-15-2005

AIRMAN-BOARD OF DIRECTORS

Date: _____
 Preparer's SSN or PTIN (See Gen Inst W): _____
 Check if self-employed:

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information—(See separate instructions.)

OMB No 1545-0047

2003

Department of the Treasury
Internal Revenue Service

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization
Tulsa Opera, Inc

Employer identification number
73 0643311

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Carrie F Vesely 1610 S Boulder Ave, Tulsa, OK 74119	Director of Development	54,974	7,810	
Total number of other employees paid over \$50,000				

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services		

Part III Statements About Activities (See page 2 of the instructions.)		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities		✓
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions)		
a	Sale, exchange, or leasing of property?		✓
b	Lending of money or other extension of credit?		✓
c	Furnishing of goods, services, or facilities?	✓	
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	✓	
e	Transfer of any part of its income or assets?		✓
3a	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments)		✓
b	Do you have a section 403(b) annuity plan for your employees?	✓	
4	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		✓

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is (Please check only **ONE** applicable box)

- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i).
- 6 A school Section 170(b)(1)(A)(ii) (Also complete Part V.)
- 7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii).
- 8 A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
- 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶ _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A.)
- 11b A community trust Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See page 5 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

Support Schedule (Complete only if you checked a box on line 10, 11, or 12) *Use cash method of accounting.*

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28)	882,302	1,355,848	1,289,475	1,600,885	5,128,510
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	766,711	730,382	845,984	681,518	3,024,595
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	2,741	5,071	8,360	6,044	22,216
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	249,547	274,370	167,575	199,588	891,080
23 Total of lines 15 through 22	1,901,301	2,365,671	2,311,394	2,488,035	9,066,401
24 Line 23 minus line 17	1,134,590	1,615,289	1,465,410	1,806,517	6,041,806
25 Enter 1% of line 23	19,013	23,457	23,114	24,880	
26 Organizations described on lines 10 or 11:					
a Enter 2% of amount in column (e), line 24					26a 120,836
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1999 through 2002 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 620,066
c Total support for section 509(a)(1) test. Enter line 24, column (e)					26c 6,041,806
d Add Amounts from column (e) for lines	18 22,216	19 0			
22 890,080	26b 620,066				26d 253,362
e Public support (line 26c minus line 26d total)					26e 4,508,444
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 74.62%
27 Organizations described on line 12:					
a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year					
(2002) _____ (2001) _____ (2000) _____ (1999) _____					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000 (include in the list organizations described in lines 5 through 11, as well as individuals). Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year					
(2002) _____ (2001) _____ (2000) _____ (1999) _____					
c Add Amounts from column (e) for lines	15 _____	16 _____			
17 _____	20 _____	21 _____			27c
d Add Line 27a total _____ and line 27b total _____					27d
e Public support (line 27c total minus line 27d total)					27e
f Total support for section 509(a)(2) test. Enter amount from line 23, column (e)					27f
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 1999 through 2002, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part IV Private School Questionnaire (See page 7 of the instructions.)
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement)		
32	Does the organization maintain the following		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d	Copies of all material used by the organization or on its behalf to solicit contributions?		
	If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)		
33	Does the organization discriminate by race in any way with respect to		
a	Students' rights or privileges?		
b	Admissions policies?		
c	Employment of faculty or administrative staff?		
d	Scholarships or other financial assistance?		
e	Educational policies?		
f	Use of facilities?		
g	Athletic programs?		
h	Other extracurricular activities?		
	If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement.)		
34a	Does the organization receive any financial aid or assistance from a governmental agency?		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement		
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev. Proc. 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation		

Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group Check **b** if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term "expenditures" means amounts paid or incurred)			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount Enter the amount from the following table—		
	If the amount on line 40 is—		
	The lobbying nontaxable amount is—		
	Not over \$500,000 20% of the amount on line 40		
	Over \$500,000 but not over \$1,000,000 \$100,000 plus 15% of the excess over \$500,000		
	Over \$1,000,000 but not over \$1,500,000 \$175,000 plus 10% of the excess over \$1,000,000	41	
	Over \$1,500,000 but not over \$17,000,000 \$225,000 plus 5% of the excess over \$1,500,000		
	Over \$17,000,000 \$1,000,000		
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below
 See the instructions for lines 45 through 50 on page 11 of the instructions)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 12 of the instructions)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h.)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

FORM 990, PART I - GAIN(LOSS) ON SALE OF ASSETS OTHER THAN INVENTORY

DESCRIPTION OF SECURITY	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	VALUE AT DONATION	GAIN	LOSS
Helmerich & Payne	10/15/2003	10/15/2003	2623	2718		(95)
Heska	11/10/2003	11/10/2003	2384	2384		
American Express	1/9/2004	1/16/2004	265	300		(35)
First Energy	12/23/2003	12/24/2003	1753	1748	5	
Wal-Mart	12/8/2003	12/19/2003	1420	1492		(73)
Glenayre	12/4/2003	12/19/2003	1115	1510		(395)
Illinois Tool	8/26/2004	8/26/2004	1579	1579		
Wal-Mart	4/27/2004	4/27/2007	1055	1055		
Merck	5/11/2004	5/12/2004	1606	1623		(16)
Wal-Mart	4/27/2004	4/28/2004	1050	1050		
Medco	4/28/2004	4/28/2004	36006	36085		(79)
Helmerich & Payne	6/2/2004	6/29/2004	2520	2500	20	
MDU	6/28/2004	6/29/2004	9441	9568		(127)
					25	(821)

FORM 990, PART I - SPECIAL FUNDRAISING EVENTS AND ACTIVITIES

DESCRIPTION	GROSS REVENUE	DIRECT EXPENSE	NET INCOME
OPERA BALL	365,320	175,919	189,401
WINTERMEZZO/OPERA AL FRESCO	325	-	325
OTHER	20,275	13,263	7,012
	<u>385,920</u>	<u>189,182</u>	<u>196,738</u>

FORM 990, PART I - GROSS PROFIT (LOSS) FROM SALES OF INVENTORY

DESCRIPTION	GROSS PROFIT (LOSS)
OPERA RELATED GOODS INCOME	5,902
COST OF GOODS SOLD	<u>(5,903)</u>
	<u><u>(1)</u></u>

FORM 990, PART II - Statement of Functional Expenses

Description	Total	PS	M&G	FR
Program Services				
Direct Expenses				
Artist Expense	\$ 513,038	\$ 513,038	\$ -	\$ -
Orchestra	\$ 236,671	\$ 236,671	\$ -	\$ -
Technical, Stage Management and Backstage Personnel	\$ 279,583	\$ 279,583	\$ -	\$ -
Costumes, Scenery and Other	\$ 234,702	\$ 234,702	\$ -	\$ -
Management and General				
Personnel Expenses	\$ 711,614	\$ 270,101	\$ 199,166	\$ 242,347
Administrative Expenses	\$ 180,659		\$ 180,659	
Plant Expenses	\$ 46,466	\$ 20,646	\$ 25,820	
Transfer to permanently restricted	\$ 16,300		\$ 16,300	
Fund Raising				
Marketing Expenses	\$ 355,362			\$ 355,362
Fund Development	\$ 38,033			\$ 38,033
TOTALS	\$ 2,612,428	\$ 1,554,741	\$ 421,945	\$ 635,742

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

TULSA OPERA, INC. OPERATES IN THE STATE OF OKLAHOMA FOR THE PRIMARY PURPOSE OF FURTHERING THE APPRECIATION OF MUSIC, PARTICULARLY OPERA, FOR THE GENERAL PUBLIC. TULSA OPERA, INC. PERFORMS SELECT OPERAS THROUGHOUT THE YEAR FOR THE PUBLIC. IN ADDITION TO THESE PRODUCTIONS, TULSA OPERA CONDUCTS VARIOUS EDUCATIONAL PROGRAMS

7/1/1998	CIC cabinets	261.73	5			261.73	-		
8/1/1998	Scanner	86.32	3			86.32	-		
8/6/1998	new computers	2468.13	3			2468.13	-		
8/28/1998	upright piano	7316.34	7	87.10	1045.20	6096.96	1,219.38		
8/31/1998	phone	332.13	7	3.95	47.40	276.69	55.44		
8/31/1998	printer	419.77	3			419.77	-		
8/31/1998	printer	419.77	3			419.77	-		
9/30/1998	Quark Software	318	3			318.00	-		
9/30/1998	color injet - Mark	500.55	3			500.55	-		
9/30/1998	Cabinets - RK office	431.65	5	7.19	21.63	431.65	-		
3/19/1999	printer - George	153.75	3			153.75	-		
3/31/1999	archival VCR	183.44	3			183.44	-		
4/30/1999	Carpet Cleaner	183.45	3			183.45	-		
	SUBTOTAL	13075.03		98.25	1114.23	11800.21	1,274.82		
10/29/1999	DAT tape machines	2435	3			2435.00	-		
1/14/2000	electric piano	2471.3	3			2471.30	-		
2/4/2000	server and backup	4996.56	3			4996.56	-		
	SUBTOTAL	9902.86		0.00	0.00	9902.86	0.00		
8/24/2000	Mac Computers and software	11288.81	3	313.58	627.13	11288.81	-		
10/20/2000	Keyboard case	128.43	2			128.43	-		
3/31/2001	Surtitle Machine	11025	7	131.25	1575.00	5118.75	5,906.25		
6/1/2001	"Brent" printer	10293	3	285.92	3145.04	10293.00	-		
	SUBTOTAL	32,735.24		730.74	5,347.17	26,828.99	5,906.25		
10/1/2001	Don Giovanni set	75000	7	892.86	10714.32	29464.35	45,535.65		
11/1/2001	Imac - Lang	3175.99	3	88.22	1058.64	2823.06	352.93		
11/16/2001	2 Dell - Finance	3582.05	3	99.50	1194.00	3084.51	497.54		
12/19/2001	Voice mail buy-out	2740.89	3	76.14	913.68	2284.18	456.71		
2/1/2002	Vixen set	65000	7	773.81	9285.72	22440.49	42,559.51		
6/30/2002	BMW	2125	4	44.27	531.24	1656.24	468.76		
	SUBTOTAL	151,623.93		1,974.80	23,697.60	61,752.83	89,871.10		
7/31/2002	2 small Dell - Devo	2108.71	3	58.58	702.96	1347.34	761.37		
7/31/2002	1 lg Dell - Devo	1151.49	3	31.99	383.88	735.77	415.72		
	SUBTOTAL	3,260.20		90.56	1,086.84	2,083.11	1,177.09		

7/10/2003 Dells - CAB, CC, BDM 3723 24 103 42 1241 04 1241 04 2,482 20
 4/9/2004 Dells - MF, MA 3228 38 89 68 269 04 269 04 2,959 34

SUBTOTAL 6,951.62 103.42 1,510.08 1,510.08 5,441.54

FF&E TOTAL 262,796.91 3,016.77 32,946.92 159,088.10 103,708.80

Date	Asset	= Donat	Book Cost	No. of Yrs.	Monthly	YTD	LTD	Net Book Value
1/1/1983	Building Improvement		25,097.74	12	0.00	0.00	25,097.74	-
8/7/1992	Carpet		2,322.00	10	19.00	0.00	2,322.00	-
4/8/1993	Handicap Accessible		9,500.00	31	25.00	300.00	3,384.00	6,116.00
5/10/1993	Handicap Accessible		1,787.00	31	5.00	60.00	657.00	1,130.00
7/9/1993	Handicap Accessible		451.00	31	1.00	12.00	140.00	311.00
10/31/1994	Air Conditioner		5,949.00	7	0.00	0.00	5,949.00	-
SUBTOTAL			45,106.74		50.00	372.00	37,549.74	7,557.00
10/1/1996	Carpet	D	1,200.00	10	10.00	120.00	920.00	280.00
10/1/1996	Blinds	D	360.00	10	3.00	36.00	276.00	84.00
SUBTOTAL			1,560.00		13.00	156.00	1,196.00	384.00

BUILDING IMPROVEMENTS TOTAL 46,666.74 63.00 528.00 38,745.74 7,921.00

BUILDING 279,052.42 452.00 5424.00 162,301.00 116,751.42

LAND 106,836.50 106,836.50

GRAND TOTAL 695,352.57 # 360,134.84 335,217.72

FORM 990, PART IV-A - RECONCILIATION OF REVENUE PER AUDIT

Form 990, Part IV-A - Reconciliation of Revenue Per Audit
Financial Statements with Revenue Per Return

Expenses related to President's Council	(35,366)
Change In Temporarily Restricted Assets	(44,579)
Cost of Goods Sold	(5,903)
Direct Expenses Related to Line 9b	<u>(189,182)</u>
	<u>(275,030)</u>

FORM 990, PART IV-A - RECONCILIATION OF EXPENSES PER AUDIT

Expenses related to President's Council	(35,366)
Cost of Goods Sold to Line 10b	(5,903)
Direct Expenses to Line 9b	<u>(189,182)</u>
	<u>(230,451)</u>

FORM 990, PART V - LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

						TITLE	COMPENSATION	CONTRIBUTIONS TO BENEFIT PLANS	EXPENSE ACCOUNT
Ms	Caroline	Abbott	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0 00	\$0 00
Ms	Carole	Ashcraft	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0 00	\$0 00
Mrs	Mary	Athens	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mr	Rolf	Blom	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Ms	Dana	Burch	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mr	Casey	Cooper	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mrs	Gina	Covington	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Dr	Carol	Crawford	1610 S Boulder Ave	Tulsa	OK 74119	General Director	\$128,507.44	\$13,809.03	\$0.00
Mr	David	Crisp	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mr	John	Day	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mr	Scott	Filstrup	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mr	John	Fischer	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mr	Jon Petter	Fjeld-Hansen	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mr	John	Fowler	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mrs	Vaughn	Fuller	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0 00	\$0.00	\$0 00
Ms	Elizabeth	Geer	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mrs	LouAnn	Gibson	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Dr	Andrew	Gottehrer	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0 00	\$0.00	\$0 00
Mr	Stephen	Greubel	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0 00	\$0.00	\$0 00
Mr	Eric	Grimshaw	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0 00	\$0.00	\$0 00
Mr	Donald	Hamilton	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mrs	Alvina	Hart	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mr	Jono	Helmerich	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0 00	\$0.00	\$0 00
Mrs	Peggy	Helmerich	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0 00	\$0.00	\$0 00
Mr	Arno	Kahn	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Dr	Joseph	Kestner	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mr	John	Keveney	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Dr	Frank	Letcher	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mr	Mike	Lodes	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mr	William	Lunn	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mr	Todd	Maxwell	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mrs	Marlene	McAllister	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mr	Berry	Miller	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mrs	Cathy	Moore	1611 S Boulder Ave	Tulsa	OK 74120	Director	\$0.00	\$0.00	\$0.00
Ms	Eunna	Park	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0 00
Mr	Stephen	Peters	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Ms	Valerie	Randolph	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Ms	Kelley	Rash	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0 00	\$0.00	\$0 00
Mrs	Lucy	Rooney	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0 00	\$0.00	\$0.00
Ms	Katherine	Saunders	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mrs	Mary	Shaw	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0 00	\$0.00	\$0 00
Mr	Robert	Skib	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mr	Bruce	Stoesser	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0 00	\$0.00	\$0 00
Mr	David	Sylvan	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0 00	\$0.00
Mr	Tom	Warburton	1611 S Boulder Ave	Tulsa	OK 74120	Director	\$0 00	\$0 00	\$0.00
Mr	Burl	Watson	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0.00	\$0.00
Mr	Jim	Weger	1611 S Boulder Ave	Tulsa	OK 74120	Director	\$0 00	\$0.00	\$0.00
Ms	Randi	Wightman	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0 00	\$0.00
Mr	Henry	Will	1610 S Boulder Ave	Tulsa	OK 74119	Director	\$0.00	\$0 00	\$0 00

TULSA OPERA, INC

73-0643311

FORM 990, PART VI - OTHER INFORMATION

	<u>ID NUMBER</u>
Tulsa Opera Endowment Trust #2	73-6212218
The Tulsa Opera Endowment Trust #1	73-1214668

FORM 990, SCH. A. PART III- STATEMENTS ABOUT ACTIVITIES

- 2c **Many members of the Tulsa Opera board are contributors to the organization and volunteer their services to assist the organization.**
- 2d **The organization compensates its employees. To the extent that any board member is a member of the Tulsa Opera Chorus, he or she receives the same nominal compensation as other chorus members for performances in the operas.**

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**BYLAWS OF
TULSA OPERA, INC.**

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34 **BYLAWS OF**
35 **TULSA OPERA, INC.**

36
37
38 **(A Not-For-Profit Corporation)**
39

40
41 *Adopted: June 22, 1988*

42
43 *Amended and Restated May 22, 1997*
44 *Amended and Restated June 22, 2000*
45 *Revised May 24, 2004*
46

47
48 **ARTICLE I**
49 **TITLE AND OFFICES**
50

51
52 Section 1. The name of the Corporation is Tulsa Opera, Inc. (the "Corporation").
53

54 Section 2. The principal office shall be in the City of Tulsa, Oklahoma.
55

56 Section 3. The Corporation may also have offices at such other places within or without the State of
57 Oklahoma as the Board of Directors may from time to time determine or the business of the Corporation
58 may require.
59

60 Section 4. The Corporation shall be governed by the provisions of the Oklahoma General Corporation
61 Act, as amended (the "Act").
62

63
64 **ARTICLE II**
65 **OBJECTS AND PURPOSES**
66

67 The Corporation is formed as a not-for-profit corporation under the Act exclusively for educational and
68 charitable purposes. Specifically, the Corporation is formed to present opera/musical theater of the
69 highest quality and of diverse appeal for an audience drawn principally from the four-state region
70 comprising Oklahoma, Kansas, Arkansas and Missouri; to foster and encourage musical and related
71 talents of area performers, technicians, composers and librettists, of superior ability and promise; to
72 develop an awareness of and appreciation for opera/musical theater through an extensive educational
73 program; to provide equal opportunities for accessibility and participation by the handicapped; to
74 develop a greater audience and an increased base of support for its programs and activities, to encourage
75 the enhancement of educational values in the field of music; and to generate and administer the financial
76 and human resources necessary to responsibly implement the foregoing. The Corporation shall have all
77 powers granted under the Act which are necessary, useful or appropriate to implement the foregoing
78 purposes.
79

82 **ARTICLE III**
83 **MEMBERS OF THE CORPORATION**
84

85 Section 1. The Members of the Corporation shall consist of the persons who have qualified by
86 contributing financially to the Corporation at least thirty (30) days prior to the Annual Meeting of
87 Membership of the Corporation. Membership shall expire twelve (12) months following the date of such
88 contribution.

89
90 Section 2. No certificate evidencing Membership in the Corporation shall be issued.

91
92 Section 3. The Board of Directors shall from time to time determine classes of Membership and
93 qualifications for such classes of Membership.

94
95 Section 4. The Members shall have the right to vote at the Annual Meeting and such other voting rights
96 as the Directors shall determine.

97
98 Section 5. The right of a Member to vote and all of the right, title, and interest of a Member in or to the
99 Corporation shall cease on the termination of Membership.

100
101 Section 6. Any Member may resign from the Corporation by delivering a written resignation to the
102 President or Secretary of the Corporation.

103
104
105 **ARTICLE IV**
106 **MEETINGS OF THE MEMBERS OF THE CORPORATION**
107

108 Section 1. All meetings of the Members shall be held at the principal office of the Corporation in
109 Tulsa, Oklahoma, unless another place, within or without the State of Oklahoma, is designated by
110 resolution of the Board of Directors.

111
112 Section 2. An Annual Meeting of Members shall be held in the last month of the fiscal year. At the
113 Annual Meeting the Members shall elect by a plurality vote a Board of Directors, and transact such other
114 business as may properly be brought before the meeting.

115
116 Section 3. Unless otherwise prescribed by statute or by the Certificate of Incorporation, special
117 meetings of the Members, for any purpose or purposes, may be called by the President or Board of
118 Directors, and shall be called by the President, Executive Vice President or Secretary at the request in
119 writing of a majority of the Board of Directors, or at the request in writing of Members having one-fourth
120 (1/4) of the voting rights of all Members. Such request shall state the purpose or purposes of the
121 proposed meeting.

122
123 Section 4. The Members present in person shall constitute a quorum at all meetings of the Members for
124 the transaction of business except as otherwise provided by statute, by the Certificate of Incorporation or
125 by these Bylaws

126
127 Section 5. When a quorum is present at any meeting, the vote of a majority of the Members present in
128 person shall decide any question brought before such meeting, unless the question is one upon which by

129 express provision of statute or of the Certificate of Incorporation or of these Bylaws, a different vote is
130 required, in which case such express provision shall govern and control the decision of such question.

131
132 Section 6. At any meeting of the Members, only Members present shall be entitled to vote. Voting by
133 proxy or e-mail shall not be permitted.

134
135
136 **ARTICLE V**
137 **DIRECTORS**
138

139 Section 1. The property and business of the Corporation shall be governed by its Board of Directors,
140 (the "Board") which may exercise all such powers of the Corporation and do all such lawful acts and
141 things as are not by statute or by the Certificate of Incorporation or by these Bylaws directed or required
142 to be exercised or done by the Members.

143
144 Section 2. The number of Directors which shall constitute the whole Board shall be not less than three
145 (3) and not more than seventy-seven (77) comprised of Elected Directors, Appointed Directors and Ex-
146 officio Directors as follows:

147
148 (a) ELECTED DIRECTORS. There shall be not more than forty-five (45) Elected Directors who are
149 elected to their position, about one-third (1/3) of whom shall be elected at each Annual Meeting for a
150 three year term (except as provided in Section 5 of this Article V). At each Annual Meeting the Elected
151 Directors whose terms expire that year shall be either re-elected or new directors elected to hold their
152 offices for a term of three (3) years so that the term of office of about one-third (1/3) of the Elected
153 Directors may be re-elected to serve new terms as Elected Directors after expiration of their terms, but
154 after three (3) consecutive terms an Elected Director shall not be eligible for re-election as an Elected
155 Director until he or she has left the Board for at least a year..

156
157 (b) APPOINTED DIRECTORS. The President of the Corporation shall have the power to make one (1)
158 year appointments to the Board so long as the total number of Directors does not exceed seventy-seven
159 (77). No person shall be appointed by the President to serve on the Board for more than three (3)
160 consecutive years. An Elected Director may be appointed by the President to serve on the Board during
161 the time when such Elected Director is required to leave the Board after his or her third consecutive term,
162 but such Director shall not thereafter be eligible for reappointment or reelection to the Board until at least
163 one (1) year after the conclusion of his or her term of service as an Appointed Director.

164
165 (c) EX-OFFICIO DIRECTORS. The incumbent Presidents or Chairpersons of the following
166 organizations or committees affiliated with the Corporation shall be Ex-officio Directors: The Guild of
167 Tulsa Opera, Tulsa Opera Chorus, and the Opera Ball Committee. All Ex-officio Directors shall be
168 entitled to attend and participate in discussions and vote at all meetings of the Board.

169
170 Section 3. The service on the Board of an Elected Director or an Appointed Director shall continue
171 without interruption if he or she becomes an Ex-officio Director. No Director shall serve on the Board
172 for a total period of consecutive service in all capacities of more than fifteen (15) consecutive years, after
173 which time any such Director shall not be eligible for election or appointment as a Director for at least
174 one year .

176 Section 4. Any Director may resign from the Board by delivering a written resignation to the President
177 or Secretary of the Corporation
178

179 Section 5. If any vacancies occur in the Elected Directors by reason of death, resignation, retirement,
180 disqualification or removal from office or otherwise, or any new directorship is created by any increase
181 in the authorized number of Elected Directors, the Board, upon recommendation from the Board
182 Development Committee, may choose a successor or successors, or fill the newly created directorship,
183 and the Directors so chosen shall hold office until the term of their class of Directors expires and until
184 their successors shall be duly elected and qualified, unless sooner displaced.
185

186 COMPENSATION OF DIRECTORS

187
188 Section 6. Directors, as such, shall not receive any compensation for their services; provided that
189 nothing herein contained shall be construed to preclude any Director from serving the Corporation in any
190 other capacity and receiving compensation therefor.
191

192 EMERITUS DIRECTORS

193
194 Section 7. There may also be Emeritus Directors, who shall be those persons elected by the Board who
195 have rendered such meritorious service to the Corporation and who have served the Corporation in such a
196 manner as the Board shall determine warrants their being named Emeritus Directors. Any past President
197 of the Corporation, after passage of his or her maximum term on the Board, shall become an Emeritus
198 Director. Emeritus Directors shall serve for one-year terms and may be re-elected indefinitely. Emeritus
199 Directors shall not meet or act as a body but shall be entitled to attend meetings of the Board and
200 participate in discussions thereat but they shall not be entitled to vote at such meetings. References in
201 these Bylaws to Directors shall not include Emeritus Directors.
202

203 204 ARTICLE VI 205 MEETINGS OF THE BOARD 206

207 Section 1. The Initial Meeting of each newly elected Board shall be held immediately following the
208 Annual Meeting and no notice of such meeting shall be necessary to the newly elected Directors in order
209 legally to constitute the meeting if a majority of Directors shall then be present, or it shall be held at such
210 place and time as shall be fixed by the consent in writing of all the Directors.
211

212 Section 2. Regular meetings of the Board shall be held monthly except for July, August and December,
213 at such time and place as shall be determined by the Board, pursuant to Notice as defined in Article XII.
214

215 Section 3. Special meetings of the Board may be called by the President, Executive Vice President, or
216 Secretary as provided by statute, or by ten (10) Directors, on twenty-four (24) hours' Notice to each
217 Director, either personally, by mail, e-mail, facsimile, or by telephone.
218

219 Section 4. At all meetings of the Board, the Directors present in person shall be sufficient to constitute
220 a quorum provided that no fewer than eleven (11) are present for the transaction of business and, except
221 as may be otherwise specifically provided by statute or by the Certificate of Incorporation or by these
222 Bylaws, the action of a majority of the Directors present at any meeting shall be the act of the Board.
223

224 Section 5. At any meeting of the Board, only Directors present shall be entitled to vote. Voting by
225 proxy or e-mail shall not be permitted.
226

227
228 **ARTICLE VII**
229 **RESPONSIBILITIES OF THE BOARD OF DIRECTORS**
230

231 Section 1. The Board has full responsibility for the affairs of Tulsa Opera, Inc. It shall establish
232 policies and procedures and conduct the business of the Corporation in accordance with statutory
233 fiduciary duties and in strict compliance with these Bylaws.
234

235 Section 2. The Board shall employ Key Personnel, as defined in Section 2 of Article XIV, and shall
236 establish the employment terms of such Key Personnel who shall report to the President.
237

238 Section 3. The Board shall elect Officers, as defined in Article XIII, approve budgets and monitor
239 compliance with same.
240

241 Section 4. The Board shall cause to be presented at each Annual Meeting a full and clear financial
242 statement of the business and condition of the Corporation.
243

244 Section 5. The Board shall cause to be engaged an independent accountant to perform an annual audit
245 of the financial statements of the Corporation.
246

247
248 **ARTICLE VIII**
249 **EXECUTIVE COMMITTEE**
250

251 Section 1. There shall be an Executive Committee of the Corporation which shall consist of the
252 Elected Officers as defined in Section 1 of Article XIII and up to four additional members of the Board
253 as may be appointed by the President.
254

255 Section 2. When unanticipated matters arise and the board is unable to meet the Executive Committee
256 shall have and may exercise the powers of the Board in the governance of the business and affairs of the
257 Corporation: provided, however, that any action taken by the Executive Committee shall be subject to
258 ratification and approval by the Board of Directors not later than its next regular meeting.
259

260 Section 3. The President shall act as Chairman of the Executive Committee, and shall cause minutes to
261 be kept of its meetings. which minutes shall be made available to the Board prior to its next meeting.
262

263 Section 4. At all meetings of the Executive Committee the members present in person shall be
264 sufficient to constitute a quorum provided that no fewer than seven (7) are present for the transaction of
265 business and, except as may be otherwise specifically provided by statute or by the Certificate of
266 Incorporation or by these Bylaws, the action of a majority of the members present shall be the act of
267 Executive Committee.
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ARTICLE IX
NOMINATING COMMITTEE

275 Section 1. There shall be a Nominating Committee consisting of the Chairman of the Board, the Vice
276 President of Board Development, and three other members elected by a plurality vote from among the
277 Board. The Chairman of the Board shall serve as chairman of the Nominating Committee. In the event
278 the position of Chairman of the Board is vacant the members of the Nominating Committee shall choose
279 the Committee chair from among its members. The election of the members of the Nominating
280 Committee shall take place at the Initial Meeting of the Board.

281
282 Section 2. The Nominating Committee shall meet no less than two times during the fiscal year to
283 consider the qualifications of candidates for office, and shall propose a slate of Officers to be elected at
284 the Initial Meeting of the Board. This Committee shall also propose persons for election as Emeritus
285 Directors.

286
287 Section 3. If any Office or Nominating Committee position becomes vacant during the fiscal year, the
288 Nominating Committee shall propose a nominee to fill the unexpired term who shall be elected by the
289 Board at its next regular meeting.

290
291 Section 4. Not less than thirty (30) days before the Annual Meeting the Nominating Committee shall
292 inform the Board of the proposed slate of Officers to be elected at the Initial Meeting.

293
294 Section 5. Nominations for any Officer to be elected at the Initial Meeting may be made from the floor;
295 provided, however, that any member of the Board whose name is placed in nomination shall have given
296 prior consent to nomination for said office.

297
298 Section 6. Election to any Office shall be by majority vote of the members of the Board present and
299 voting.

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ARTICLE X
STANDING COMMITTEES

305 Section 1. The following Committees shall constitute Standing Committees, whose rights and duties
306 shall be determined by the Board. The Standing committees shall recommend policies for their area of
307 responsibility to the Board, and shall implement the policies and procedures consistent with the matters
308 delegated by the Board:

- 309
310 (a) Board Development. This Committee shall nominate persons for Directors, orient new Directors,
311 and monitor compliance with the Director's terms as outlined Section 3 of Article V.
312
313 (b) Education This Committee shall assist the education staff in promoting an appreciation of fine
314 music in general and opera in particular, and in advocating musical education amongst the general
315 population with particular emphasis on school age children.
316
317 (c) Endowment This Committee shall engage investment managers, and may engage independent
318 investment consultants, for the endowment funds, oversee their work, and recommend to the Board
319 appropriate withdrawals from endowment funds.

- 320
321 (d) Finance. This Committee shall be responsible for the preparation of an annual budget and shall
322 monitor compliance with the expense budget and progress with income items. The Finance
323 Committee shall monitor the overall financial affairs and cash position of the Corporation.
324
- 325 (e) Fund Development. This Committee shall coordinate the Board activities in raising the necessary
326 funds to meet the excess of expenses over ticket sales. Fund Development shall also strive to build
327 the endowment. This Committee may divide into sub-Committees such as Corporate Development,
328 Individual Contributions and Foundations. The activities and promotion of the President's Council
329 will be the responsibility of this Committee.
330
- 331 (f) Marketing This Committee shall be responsible for promoting the image of Tulsa Opera,
332 maximizing ticket sales, and building income through in-kind partnerships. In consultation with the
333 marketing staff, it shall recommend to the Board ticket prices designed to maximize income. It shall
334 consult with Finance on the expected result of pricing. Marketing shall also consult with Production
335 regarding the marketability of proposed productions.
336
- 337 (g) Personnel. This Committee shall review staffing needs and salary ranges in consultation with the
338 General Director and Key Employees. The Committee shall review the organizational structure and
339 recommend changes as necessary to implement Board policies. The Personnel Committee shall
340 assist the General Director in all Human Resources contract negotiations.
341
- 342 (h) Production. This Committee shall propose multi-year repertoire in consultation with the General
343 Director and the appropriate staff, consider the balance of repertoire versus cost and coordinate other
344 necessary planning initiatives.
345
- 346 (i) Regional Development. This Committee shall promote and expand interest in and financial support
347 for Tulsa Opera in the regions of Oklahoma, Kansas, Arkansas, and Missouri.
348
- 349 (j) Special Events. This Committee shall seek to develop income and promote interest in Tulsa Opera.
350 It shall oversee the activities of the Opera Ball Committee.
351
- 352 (k) Strategic Planning. This committee shall be responsible for coordination of long range planning,
353 and recommendation of the overall direction of the Corporation.
354

355 Section 2. The Chairman of each Standing Committee shall be elected by the Board and shall be a Vice
356 President as designated in Section 1 of Article XIII.
357

358 Section 3. Regular meetings of each Standing Committee shall be held at such time and at such place
359 as shall, from time to time, be determined by the Chairman of the Committee; provided, however, that
360 each Standing Committee shall meet no less than two times during a fiscal year.
361

362 Section 4. The Chairman of each Standing Committee shall cause minutes to be kept of its meetings
363 and shall report to the Board at the next Board meeting following each Committee meeting.
364

365 Section 5. Except for the Personnel Committee, the Chairman of each Standing Committee shall select
366 the committee members giving consideration to the Directors' interests and abilities. Committee

367 members may also include persons who are not Board members but who provide a significant expertise
368 for the committee.

369
370 Section 6. The Personnel Committee shall include the Vice President of Personnel, the Chairman, the
371 President, the Vice President of Finance and one additional member selected by the Board.

372
373
374 **ARTICLE XI**
375 **COMMITTEES IN GENERAL**
376

377 Section 1. Subject to the consent of the Board, the President may designate one or more Special
378 Committees and designate from among the Board the Chairman of each such Committee.

379
380 Section 2. Whenever such Special Committees shall meet, the Chairman shall cause minutes to be kept
381 of its meetings and shall report to the Board.

382
383 Section 3. At meetings of each Committee of the Corporation, the Committee members present shall
384 constitute a quorum for the transaction of business and the act of a majority of the members present at
385 any meeting shall be the act of the Committee, except as may be otherwise specifically provided by
386 statute or by the Certificate of Incorporation.

387
388 Section 4. The members of each Committee of the Corporation shall act only as a Committee and the
389 individual members shall have no power in their individual capacities by virtue of such membership.

390
391
392 **ARTICLE XII**
393 **NOTICES**
394

395 Section 1. Whenever under the provisions of the Act, the Certificate of Incorporation, or these Bylaws,
396 Notice is required to be given to any Director or Member, it shall not be construed to mean personal
397 Notice, but such Notice may be given in writing, by regular United States mail, e-mail or facsimile,
398 ("Notice") addressed to such Director or Member at such address as appears on the books of the
399 Corporation, and such Notice shall be deemed to be given at the time when the same shall be thus mailed
400 or sent.

401
402 Section 2. Whenever any Notice is required to be given under the provisions of the Act, the Certificate
403 of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to
404 said Notice, whether before or after the time stated therein, shall be deemed equivalent thereof.

405
406 Section 3. Notice of the Annual Meeting of Members shall be served upon the Members at least seven
407 (7) days prior to the Meeting.

408
409 Section 4. Notice of Board meetings and minutes of the most recent Board and Executive Committee
410 meetings shall be given to Directors no less than seven (7) days prior to the next Board meeting, and,
411 whenever any matter is proposed for Board action, written Notice of said matter shall be mailed to each
412 Director at such address as appears on the books of the Corporation at least seven (7) days prior to the
413 meeting.

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**ARTICLE XIII
OFFICERS**

Section 1. The Officers of the Corporation shall be elected by the Directors, from among their number, and shall be Chairman of the Board, President, Executive Vice President, Secretary, Treasurer, a Legal Counsel and the Chairman of each of the Standing Committees designated in Section 1 of Article X, each of whom shall be a Vice President. The Board may also elect additional Vice Presidents, and one or more Assistant Secretaries and Assistant Treasurers. Two or more offices may be held by the same person, except those of Chairman of the Board, President, Executive Vice President, and Secretary.

Section 2. The Officers of the Corporation shall be elected and shall hold office for a term of one (1) year commencing with their election until their successors are chosen, qualify and take office in their stead. Any Officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the Board. If any Office becomes vacant for any reason, the vacancy for the unexpired term shall be filled by election by the Board.

THE CHAIRMAN OF THE BOARD

Section 3. The Chairman of the Board shall be the immediate past president of the Corporation. In the event the immediate past president shall be unable or unwilling to serve as Chairman, upon recommendation of the Nominating Committee, a Chairman shall be elected by the Board. The Chairman of the Board shall serve as chairman of the Nominating Committee. Because of his or her intimate familiarity with the objects and purposes of the Corporation and knowledge of the operations and past history of the Corporation, the Chairman shall consult with and advise the Directors and shall perform such additional duties as the Board shall determine. The Chairman shall also preside at such meetings as he or she may be requested to do so by the President.

THE PRESIDENT

Section 4. The President shall be the Chief Executive Officer of the Corporation; the President shall preside at all meetings of Members and Directors, shall be an ex-officio member of all Standing Committees, shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions and policies of the Board are carried into effect. The President shall have responsibility for the general oversight of all Key Employees, as defined in Section 2 of Article XIV. The President shall conduct an annual review of the Key Employees, in accordance with Section 6 of Article XIV, and shall report to the Board.

Section 5. Except as otherwise delegated to another Officer of the Corporation by the Board, the President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other Officer or agent of the Corporation.

EXECUTIVE VICE PRESIDENT

461 Section 6. The Executive Vice President shall be President-elect of the Corporation and shall, in the
462 absence or disability of the President, perform the duties and exercise the powers of the President, and
463 shall perform such other duties as the Board shall prescribe.

464 465 VICE PRESIDENTS

466
467 Section 7. The Board shall elect from among its members those Vice Presidents who shall serve as
468 Chairmen of the Standing Committees as described in Article VIII. Additional Vice Presidents may be
469 elected by the Board as from time to time are necessary to implement Board policies.

470 471 THE SECRETARY AND ASSISTANT SECRETARIES

472
473 Section 8. The Secretary shall attend all meetings of the Board and all meetings of the Members and
474 record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary
475 shall give, or cause to be given, Notice of all meetings of the Members and special meetings of the
476 Board, and shall perform such other duties as may be prescribed by the Board or President, under whose
477 supervision the Secretary shall serve. The Secretary shall keep in safe custody the seal of the
478 Corporation and, when authorized by the Board, affix the same to any instrument requiring it and, when
479 so affixed, it shall be attested by his/her signature or by the signature of the Treasurer or an Assistant
480 Secretary.

481
482 Section 9. The Assistant Secretaries shall, in the absence or disability of the Secretary, perform the
483 duties and exercise the powers of the Secretary and shall perform such other duties as the Board shall
484 prescribe.

485 486 THE TREASURER AND ASSISTANT TREASURERS

487
488 Section 10. The Treasurer, who may also serve as the Vice President of Finance, shall be responsible for
489 the cash management of the Corporation including all monies received and expended by the Corporation,
490 except those monies designated as endowment funds which shall be the responsibility of the Vice
491 President of Endowment and managed by the Endowment Committee.

492
493 Section 11. The Treasurer shall ensure that the Corporation complies with all applicable IRS regulations.

494
495 Section 12. The Treasurer will keep the Board fully informed about the financial affairs of Tulsa Opera
496 and may, from time to time, make recommendations to the Board for deviations from the budget.

497
498 Section 13. The Assistant Treasurers shall, in the absence or disability of the Treasurer, perform the
499 duties and exercise the powers of the Treasurer and shall perform such other duties as the Board shall
500 prescribe

501 502 LEGAL COUNSEL

503
504 Section 14. The Legal Counsel shall be an attorney-at-law licensed in the State of Oklahoma who shall
505 advise the Corporation as to the legal aspects and consequences of its acts and whenever appropriate
506 shall report on legal matters to the Board. The Legal Counsel or his or her representative shall review
507 and approve all proposed contracts and other legal documents requested for such review and approval by
508 the President or some other Officer prior to their execution by the Corporation.

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**ARTICLE XIV
STAFF ADMINISTRATION**

Section 1. The Board, upon recommendation of a search committee, shall employ a General Director who shall be the Chief Operating Officer of Tulsa Opera, Inc. and who shall report directly to the President.

Section 2. The Key Employees of the Corporation shall be the General Director, and any other employees hired by a vote of the Board when necessary to implement missions, policies and strategies of the Board.

Section 3. All Key Employees shall report to the President.

Section 4. The General Director and other Key Employees shall employ and supervise such other staff as may be needed to implement Board policies and carry into effect these bylaws, assure adherence to the budget, manage the day to day affairs of the Corporation and keep the Board fully informed of their activities.

Section 5. The range of salaries of all persons employed by the Corporation shall be fixed by the Board, upon recommendation by the Personnel Committee

Section 6. The President, with the assistance of the Chairman, and the Vice President of Personnel, shall conduct an annual review of the General Director, and other Key Employees, and shall report to the Board.

Section 7. The Board may appoint such other agents as it shall deem necessary to carry out board policies, and shall establish their compensation.

**ARTICLE XV
INDEMNIFICATION**

To the extent and in the manner permitted by the laws of the State of Oklahoma and specifically as is permitted under Section 1031 of Title 18 of the Oklahoma Statutes, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fee, judgments, fines and amounts paid in settlements, provided however there shall be no indemnification for acts of malfeasance.

**ARTICLE XVI
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

557
558 No Member, Director, Officer, employee, Committee member or other person connected with the
559 Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary
560 profit from the operations of the Corporation, provided that this prohibition shall not prevent the payment
561 to any such person of such reasonable compensation for services rendered to or for the Corporation in
562 effecting any of its purposes as shall be fixed by the Board.

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564
565 **ARTICLE XVII**
566 **INVESTMENTS**
567

568 The Corporation shall have the right to retain all or any part of any securities or property acquired by it in
569 whatever manner, and to invest and reinvest any funds held by it, according to the judgement of the
570 Board, without being restricted to the class of investments which a trustee is or may hereafter be
571 permitted by law to make or any similar restriction: provided, however, that no action shall be taken by
572 or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of
573 the tax exemption under Code Section 503 or 507 and related Treasury Regulations as they now exist or
574 as they may hereafter be amended.

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576
577 **ARTICLE XVIII**
578 **GENERAL PROVISIONS**
579

580 **CONTRACTS**
581

582 Section 1. No member of the Board of the Corporation, nor any Officer thereof, nor any member of the
583 Corporation or its affiliates, nor any chairman or member of any Committee affiliated therewith, nor any
584 employee of the Corporation shall have the right or power to contract on behalf of or otherwise bind the
585 Corporation or to impose upon it any duty, obligation or liability whatsoever, except when expressly
586 authorized to do so as agent or representative thereof, and in accordance with these Bylaws.

587
588 **BONDING**
589

590 Section 2. If required by the Board, any Officer, Key Employee, or staff, shall give the Corporation a
591 bond (which shall be kept current) in such sum and with such surety or sureties as shall be satisfactory to
592 the Board for the faithful performances of the duties of their position or office and for the restoration to
593 the Corporation. in the case of their death, resignation, retirement or removal from office, all books,
594 papers, vouchers, money and other property of whatever kind in their possession or under their control
595 belonging to the Corporation. The cost of the Bond shall be paid by the Corporation.

596
597 **CHECKS**
598

599 Section 3. All checks or demands for money and notes of the Corporation shall be signed by such
600 Officer or Officers or such other person or persons as the Board may from time to time designate.

601
602 **FISCAL YEAR**
603

604 Section 4. The fiscal year of the Corporation shall be determined by the Board of Directors.

605
606 SEAL
607

608 Section 5. The Corporate Seal shall have inscribed thereon the name of the Corporation and the words
609 "Corporate Seal, Oklahoma." Said Seal may be used by causing it or a facsimile thereof to be impressed,
610 or affixed, or reproduced or otherwise.
611

612
613 **ARTICLE XIX**
614 **BYLAWS AMENDMENTS**
615

616 These Bylaws may be altered or repealed at any regular or special meeting of the Members at which a
617 quorum is present by the affirmative vote of a majority of Members present, provided Notice of the
618 proposed alteration or repeal is contained in the Notice of such meeting, or by the affirmative vote of a
619 majority of the Directors present at any regular or special meeting of the Board of the Directors, provided
620 Notice of the proposed alteration or repeal is contained in the Notice of such meeting; provided,
621 however, that the Board shall not adopt or alter any Bylaw fixing its number, qualifications,
622 classifications or term of office.
623

624
625 **ARTICLE XX**
626 **PARLIAMENTARY AUTHORITY**
627

628 The rules for parliamentary procedures contained in the current edition of Robert's Rules of Order Newly
629 Revised shall be used when conducting the business of the Corporation in all meetings of the Members,
630 Board and Committees, and shall govern in all cases to which they are applicable and in which they are
631 not inconsistent with these Bylaws of Tulsa Opera, Inc.
632

633
634 **ARTICLE XXI**
635 **DISSOLUTION**
636

637 Tulsa Opera, Inc. funds shall be used only to accomplish the purposes specified in these Bylaws. No
638 Member, Director, Officer, employee or other person connected with the Corporation, or any other
639 private individual shall be entitled to share in the distribution of any of the assets of the Corporation upon
640 the dissolution of the Corporation. All Members of the Corporation shall be deemed to have expressly
641 consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, after all
642 debts have been satisfied, any assets then remaining in the hands of the Board shall be distributed,
643 transferred, conveyed, delivered, and paid over as provided in the Certificate of Incorporation of the
644 Corporation, exclusively to charitable, religious, scientific, testing for public safety, literary, or
645 educational organizations which would then qualify under the provisions of Section 501(c)(3) of the
646 Internal Revenue Code of 1986, as amended (the "Code") and its Treasury Regulations as they now exist
647 or as they may hereafter be amended.
648

649
650 **ARTICLE XXII**
651 **EXEMPT ACTIVITIES**
652

653 Notwithstanding any other provision of these Bylaws, no Member, Director, officer, employee, or
654 representative of this Corporation shall take any action or carry on any activity by or on behalf of the
655 Corporation not permitted to be taken or carried on by an organization exempt under Code Section
656 501(c)(3) and applicable Regulations as they now exist or as they may hereafter be amended, or by an
657 organization contributions to which are deductible under Code Section 170(c)(2) and applicable
658 Regulations as they now exist or as they may hereafter be amended.

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661
662 *Approved by the Executive Committee of Tulsa Opera, Inc. and recommended to the Members of Tulsa Opera, Inc. on May 15,*
663 *1997*

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665 *Approved by the Members of Tulsa Opera, Inc. on May 22, 1997.*

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668 *2000*

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