### Short Form
Return of Organization Exempt From Income Tax

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

- Sponsoring organizations, and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than $100,000 and total assets less than $250,000 at the end of the year may use this form.
- The organization may have to use a copy of this return to satisfy state reporting requirements.

#### Part I
Revenue, Expenses, and Changes in Net Assets or Fund Balances

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Contributions, gifts, grants, and similar amounts received</td>
<td>$8,982.54</td>
</tr>
<tr>
<td>2. Program service revenue including government fees and contracts</td>
<td>0</td>
</tr>
<tr>
<td>3. Membership dues and assessments</td>
<td>0</td>
</tr>
<tr>
<td>4. Investment income</td>
<td>0</td>
</tr>
<tr>
<td>5a. Gross amount from sale of assets other than inventory</td>
<td>0</td>
</tr>
<tr>
<td>5b. Less: cost or other basis and sales expenses</td>
<td>0</td>
</tr>
<tr>
<td>5c. Gain or (loss) from sale of assets other than inventory (line 5a less line 5b)</td>
<td>0</td>
</tr>
<tr>
<td>6. Special events and activities (attach schedule). If any amount is from gaming, check here</td>
<td>0</td>
</tr>
<tr>
<td>6a. Gross revenue (not including $ of contributions reported on line 1)</td>
<td>0</td>
</tr>
<tr>
<td>6b. Less: direct expenses other than fundraising expenses</td>
<td>0</td>
</tr>
<tr>
<td>6c. Net income or (loss) from special events and activities (line 6a less line 6b)</td>
<td>0</td>
</tr>
<tr>
<td>7a. Gross sales of inventory, less returns and allowances</td>
<td>0</td>
</tr>
<tr>
<td>7b. Less: cost of goods sold</td>
<td>0</td>
</tr>
<tr>
<td>7c. Gross profit or (loss) from sales of inventory (line 7a less line 7b)</td>
<td>0</td>
</tr>
<tr>
<td>8. Other revenue (describe)</td>
<td>0</td>
</tr>
<tr>
<td>9. Total revenue (add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8)</td>
<td>$8,982.54</td>
</tr>
<tr>
<td>10. Grants and similar amounts paid (attach schedule)</td>
<td>0</td>
</tr>
<tr>
<td>11. Benefits paid to or for members</td>
<td>0</td>
</tr>
<tr>
<td>12. Salaries, other compensation, and employee benefits</td>
<td>0</td>
</tr>
<tr>
<td>13. Professional fees and other payments to independent contractors</td>
<td>0</td>
</tr>
<tr>
<td>14. Occupancy, rent, utilities, and maintenance</td>
<td>$400.00</td>
</tr>
<tr>
<td>15. Printing, publication, advertising, and publicity</td>
<td>0</td>
</tr>
<tr>
<td>16. Other expenses (describe: PayPal transaction fees, checkbook bank fees, archive expenses)</td>
<td>0</td>
</tr>
<tr>
<td>17. Total expenses (add lines 10 through 16)</td>
<td>$2,481.89</td>
</tr>
<tr>
<td>18. Excess or (deficit) for the year (line 9 less line 17)</td>
<td>$6,500.65</td>
</tr>
<tr>
<td>19. Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on organization's most recent return)</td>
<td>0</td>
</tr>
<tr>
<td>20. Other changes in net assets or fund balances (attach explanation)</td>
<td>0</td>
</tr>
<tr>
<td>21. Net assets or fund balances at end of year (combine lines 18 through 20)</td>
<td>$6,500.65</td>
</tr>
</tbody>
</table>

### Part II
Balance Sheets—If total assets on line 25, column (B) are $250,000 or more, file Form 990 instead of Form 990-EZ.

#### (A) Beginning of Year

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>22. Cash, savings, and investments</td>
<td>0</td>
</tr>
<tr>
<td>23. Land and buildings</td>
<td>0</td>
</tr>
<tr>
<td>24. Other assets (describe)</td>
<td>0</td>
</tr>
<tr>
<td>25. Total assets</td>
<td>0</td>
</tr>
<tr>
<td>26. Total liabilities (describe)</td>
<td>0</td>
</tr>
</tbody>
</table>

#### (B) End of Year

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>22. Cash, savings, and investments</td>
<td>$5,378.11</td>
</tr>
<tr>
<td>23. Land and buildings</td>
<td>0</td>
</tr>
<tr>
<td>24. Other assets (describe)</td>
<td>$1,122.54</td>
</tr>
<tr>
<td>25. Total assets</td>
<td>0</td>
</tr>
<tr>
<td>26. Total liabilities (describe)</td>
<td>$6,500.65</td>
</tr>
<tr>
<td>27. Net assets or fund balances (line 27 of column (B) must agree with line 21)</td>
<td>$6,500.65</td>
</tr>
</tbody>
</table>

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.
Part III  Statement of Program Service Accomplishments (See page 51 of the instructions.)

What is the organization's primary exempt purpose?  To promote classical orchestral music with young musicians.

Describe what was achieved in carrying out the organization’s exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title.

28 Organizational set-up, preparation and initial fundraising for Debut Concert scheduled for October 2007

(Grants $ 0 ) If this amount includes foreign grants, check here □ 28a $2,481.89

29

(Grants $ ) If this amount includes foreign grants, check here □

30

(Grants $ ) If this amount includes foreign grants, check here □ 30a

31 Other program services (attach schedule)

(Grants $ ) If this amount includes foreign grants, check here □ 31a

32 Total program service expenses (add lines 28a through 31a) □ 32 $2,481.89

Part IV  List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated. See page 52 of the instructions.)

<table>
<thead>
<tr>
<th>(A) Name and address</th>
<th>(B) Title and average hours per week devoted to position</th>
<th>(C) Compensation (If not paid, enter 0)</th>
<th>(D) Contributions to employees benefit plans &amp; deferred compensation</th>
<th>(E) Expense account and other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>Salvatore Di Vittorio</td>
<td>Founder/Music Director 21 hours/week</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>305 E, 63 Street, 4K, New York, NY 10065</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>Evan N. Wilson</td>
<td>Acting President 2 hours/week</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>104 N. Orange Ave., Los Angeles, CA 90036</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>Santa Maria Pecoraro</td>
<td>Secretary-Treasurer 12 hours/week</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>3514 Bancroft St., San Diego, CA 92104</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
</tr>
</tbody>
</table>

Part V  Other Information (Note the statement requirement in General Instruction V.)

Yes No

33 Did the organization engage in any activity not previously reported to the IRS? If “Yes,” attach a detailed description of each activity □ 33 ✓

34 Were any changes made to the organizing or governing documents but not reported to the IRS? If “Yes,” attach a conformed copy of the changes □ 34 ✓

35 If the organization had income from business activities, such as those reported on lines 2, 6, and 7 (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T.

a Did the organization have unrelated business gross income of $1,000 or more or 6033(e) notice, reporting, and proxy tax requirements? □ 35a ✓

b If “Yes,” has it filed a tax return on Form 990-T for this year? □ 35b ✓

36 Was there a liquidation, dissolution, termination, or substantial contraction during the year? (If “Yes,” attach a statement.) □ 36 ✓

37a Enter amount of political expenditures, direct or indirect, as described in the instructions. □ 37a 0

b Did the organization file Form 1120-POL for this year? □ 37b ✓

38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return? □ 38a ✓

b If “Yes,” attach the schedule specified in the line 38 instructions and enter the amount involved □ 38b

39 501(c)(7) organizations. Enter

a Initiation fees and capital contributions included on line 9 □ 39a

b Gross receipts, included on line 9, for public use of club facilities □ 39b

Form 990-EZ (2006)
Part V  Other Information (Note the statement requirement in General Instruction V.) (Continued)  

40a 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under:
section 4911 ▶ 0; section 4912 ▶ 0; section 4955 ▶ 0

b 501(c)(3) and (4) organizations. 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 an explanation

40b Yes □ No □

0

0

40e □

41 List the states with which a copy of this return is filed: ▶ New York

42a The books are in care of ▶ Salvatore Di Vittorio

Telephone no. ▶ (646) 642-8441

Located at ▶ 305 E. 63 Street, Suite 4K

ZIP + 4 ▶ 10065

42b □

42c □

b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?

If "Yes," enter the name of the foreign country:

See the instructions for exceptions and filing requirements for Form TD F 90-22.1.

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year.

43 □

Please Sign Here

Signature of officer ▶

Date ▶ 29-08

Salvatore Di Vittorio, Founder/Music Director

Type or print name and title

Paid Preparer’s Use Only

Preparer’s signature ▶

Date ▶

Check if self-employed ▶

Preparer’s SSN or PTIN (See General Instructions)

Firm’s name (or yours if self-employed), address, and ZIP + 4 ▶

EIN ▶

Phone no. ▶

Form 990-EZ (2006)
Chamber Orchestra of New York
In honor of Ottorino Respighi

Salvatore Di Vittorio, Music Director and Founder

Constitution, Board, and By-Laws

CONSTITUTION

About the Orchestra

Drafted: January 27, 2006
Date of Incorporation: March 27, 2006
Last Amended: October 2, 2007

The Chamber Orchestra of New York, a not-for-profit organization, was founded by composer/conductor Salvatore Di Vittorio in New York, NY in the year 2006 on the 250th anniversary of the birth of W. A. Mozart. It is the first professional orchestra in the history of the city of New York to be entirely devoted to young professionals and all five boroughs of New York City.

Mission Statement

The Chamber Orchestra of New York, established in honor of Ottorino Respighi, is dedicated to presenting the great orchestral repertoire alongside undiscovered or rarely performed gems which complement and extend the classical tradition, from early Italian legends to contemporary American masters. Serving the global community from the international city of New York, the Chamber Orchestra consists of young professionals and provides a venue for artistic and cultural exchange.

The Orchestra and Ottorino Respighi

The renowned Italian composer Ottorino Respighi (1879-1936) is perhaps most well known for his Roman Trilogy (Fountains of Rome, Pines of Rome, and Festivals of Rome). His orchestral works are considered without a doubt the culmination of the Italian symphonic repertoire. Equally important, Respighi embraced the continuity of tradition with a love of the ancient world, and thereby promoted a renaissance of musical ideas within the context of late 19th and 20th century elements. The Chamber Orchestra of New York has been established to foster the continuity of tradition, the exchange of culture, and the respect for antiquity.

The Orchestra’s purpose is detailed in the By-Laws, Article II: Object.
Chamber Orchestra of New York
In honor of Ottorino Respighi

Salvatore Di Vittorio, Music Director and Founder

Constitution, Board, and By-Laws

ARTISTIC DIRECTION
Salvatore Di Vittorio, Music Director and Founder

ADMINISTRATION
Evan N. Wilson, Artistic Coordinator
Salvatore Di Vittorio, Acting Executive Director
Santa Maria Pecoraro, Finance Manager
Jeffrey James, Public Relations Manager

BOARD OF DIRECTORS

EXECUTIVE BOARD
Evan N. Wilson, Acting President
Santa Maria Pecoraro, Secretary-Treasurer
Salvatore Di Vittorio, Music Director

HONORARY BOARD
Marcello Abbado, Conservatory of Milan “G. Verdi”
Piero Bellugi, Teatro Massimo Opera of Palermo
Giampaolo Bracali, Manhattan School of Music
Ada Gentile, Conservatory of Rome “S. Cecilia”
Ennio Morricone, Film Composer
Charles M. Rice, Rockefeller University
Cia Toscanini, ASCAP
Ludmila Ulehla, Manhattan School of Music
Peter Vallone Jr., New York City Council

BOARD OF GOVERNORS
Salvatore Di Vittorio, Chamber Orchestra of New York
Victoria Eisen, Marlboro Music Festival
Shanan Estreicher, Composer/Educator
John Farrer, Royal College of Music; Bakersfield Symphony
Michael Harrison, Composer/Pianist; Faust Harrison Pianos-New York
Kim J. Hartwick, Ph.D., City University of New York
Jeffrey James, Jeffrey James Arts Consulting (Ex Officio)
Thomas Murry, Ph.D., Columbia University
Santa Maria Pecoraro, Violist; Rockefeller University
Jonathan A. Sebastiani, Sebastiani Winery
Jeffrey Ingram Stone, Pratt Institute of Art
Chamber Orchestra of New York
In honor of Ottorino Respighi

Salvatore Di Vittorio, Music Director and Founder

Constitution, Board, and By-Laws

Evan N. Wilson, Los Angeles Philharmonic
Alicia Zizzo, Pianist/Musicologist

ADVISORY BOARD
Barbara Betti De Simonis, Florence Symphonietta
Kyler Brown, Church of St. Jean Baptiste
Francesco Carotenuto, Conservatory of Rome “S. Cecilia”
Carmelo Caruso, Conservatory of Palermo “V. Bellini”
Christian Catena Francesconi, IUMA Management
Gaetano Colajanni, Accademia Musicale Siciliana of Palermo
Francesco Di Mauro, Orchestra Sinfonica Siciliana
Giuseppe Di Vittorio, Retired Clarinetist
Amelio D’Onofrio, Ph.D., Fordham University
Jerry Epstein, Los Angeles Philharmonic
Marco Fornaciari, I Filarmonici
Rosemary V. Gent, BBC Proms
Alan Gilbert, Royal Stockholm Philharmonic
Tarla Grau, Deutsches Symphonie Orchester Berlin
Felipe Hall, Concert Pianist
Lynne Harrell, Concert Cellist
Calvin Kerr, Steinway Pianos
Giuseppe Lanzetta, Orchestra da Camera Fiorentina
Melinda Levine, United Nations
Cho-Liang Lin, Concert Violinist
Andrew Litton, Dallas Symphony
Christopher Lyndon-Gee, Polish National Radio Symphony
Anat Malkin-Almani, Concert Violinist; Malkin Duo
Rainer Mehne, Berlin Philharmonic
Salvatore Moltisanti, IBLA Foundation
Francesco Panasci, Edizioni Panastudio/Carisch of Warner Bros.
Cristiana Pegoraro, Concert Pianist
Jesse Rosenberg, Northwestern University
Stephen L. Rosenthal, Composer; New York University; E.F. Kalmus
Nadja Salerno-Sonnenberg, Concert Violinist
Alessandra Visconti, Orvieto Musica Festival
Giuseppe Unetti, Cultural Historian
David Winkler, Chamber Players International-New York
Chamber Orchestra of New York
In honor of Ottorino Respighi
Salvatore Di Vittorio, Music Director and Founder
Constitution, Board, and By-Laws

Tax ID # 13-4318954

BY-LAWS

ARTICLE I: NAME AND WEBSITE

The name of the organization shall be the Chamber Orchestra of New York "Ottorino Respighi", hereinafter referred to as the Orchestra. Upon declaration of the full name in the first concert program, the Orchestra will be referred to by practice as the Chamber Orchestra of New York. Founder and Music Director, Salvatore Di Vittorio has established the Orchestra’s website at www.ChamberOrchestraofNewYork.org.

ARTICLE II: OBJECT (Project Description)

The Orchestra is a not-for-profit organization. The Orchestra’s purpose is as follows:

Mission Statement: The Chamber Orchestra of New York, established in honor of Ottorino Respighi, is dedicated to presenting great orchestral repertoire alongside undiscovered or rarely performed gems which complement and extend the classical tradition, from early Italian legends to contemporary American masters. Serving the global community from the international city of New York, the Orchestra will act as a venue for artistic and cultural exchange.

1. To promote the development of young, professional, orchestral musicians through membership in a highly competitive and elite chamber orchestra, with concerts in all five boroughs of New York City.

2. To promote the development of international artists through solo concerto opportunities and competitions, podium exchanges, and new music commissions. As part of this initiative, the Music Director (acting as Composer for the Orchestra) shall occasionally present his original compositions as well as those by other composers to the Orchestra for world or New York premieres.

3. To promote the development of repertoire outside of New York City, in one or more cities in Italy or the US either through the establishment of, or collaboration with, other music festivals, tours, or master class workshops.

4. To promote the development of new orchestral music by emerging young composers of any nationality through a composition competition.

5. To promote the development of young artists who are selected through an orchestral performance competition, thereby augmenting the orchestra from chamber to large in one concert per season.

Page 4 of 10
Chamber Orchestra of New York
In honor of Ottorino Respighi
Salvatore Di Vittorio, Music Director and Founder

Constitution, Board, and By-Laws

ARTICLE III: OFFICES AND VENUES

1. Offices. The principal office of the Orchestra shall be determined by the Music Director and Founder, hereafter referred to as Music Director. Until further notice, the principal office shall be 305 East 63rd Street, Apartment 4K, New York, New York, 10021, USA.

2. Venues. The principal venue of the Orchestra shall be Carnegie Hall (Zankel Hall, with Weill Recital Hall for string orchestra performances) and the Church of St. Jean Baptiste. Stern Auditorium of Carnegie Hall may be used periodically, as deemed appropriate by the Music Director in agreement with the Executive Board. If feasible, on a yearly basis, the Orchestra will perform at least one run-out concert in each of the five boroughs of New York City. On occasion, the Orchestra will also perform at either Alice Tully or Avery Fisher Hall, Lincoln Center for the Performing Arts. The Orchestra shall rehearse at the Church of St. Jean Baptiste.

ARTICLE IV: MEMBERS

Classifications. There shall be five classifications of membership.

1. Artistic Direction. The artistic direction shall consist of one full time paid position, the Music Director and Founder, Salvatore Di Vittorio. The Music Director shall act as Executive Director of the Orchestra until such position is filled, if needed and when budget allows. If/when appropriate, a Principle Guest Conductor will be commissioned to serve and act as the Europe liaison for the Orchestra, for a designated period of time as approved by the Music Director. If/when appropriate, a second Principle Guest Conductor may be commissioned as the North America/USA liaison for the Orchestra. The Music Director will invite other Guest Conductors (non-principle) at his discretion to perform with the Orchestra.

2. Administration. The Administration shall consist of several paid consulting positions: Executive Director (TBD), Artistic Coordinator, Finance and Grants Manager, Public Relations Manager, and Development Manager (TBD). At a later time, these positions may be developed into salaried positions.

3. Board of Directors. The Board of Directors shall be divided into four groups: The Executive Board, the Honorary Board, the Board of Governors, and the Advisory Board. The only voting members shall be the Executive Board and the Board of Governors which includes: the Music Director, the Public Relations Manager, and Finance and Grants Manager. The Executive Board shall preside over the Board of Directors and shall consist of five members: The President, Vice President, Secretary-Treasurer, Music Director (ex officio), and Executive Director (ex officio).

4. Orchestral Musicians. The performing members shall be those musicians auditioned and then selected by the Music Director in agreement with the Audition Committee to play as regular members in the Orchestra. The Audition Committee will be selected by the Music Director.
Chamber Orchestra of New York
In honor of Ottorino Respighi

Salvatore Di Vittorio, Music Director and Founder

Constitution, Board, and By-Laws

Ideally, the Chamber Orchestra will consist of between thirty-five (35) and fifty (50) musicians, with the option of string orchestra of fifteen (15) to eighteen (18) or more for special concerts in smaller halls. The Music Director reserves the right to re-audition and/or dismiss from membership any member of the Orchestra who does not maintain the required level of performance. If, at any time, any member of the Orchestra becomes negligent with regard to his/her professionalism and duties, he/she may be released from their membership with the Orchestra at the discretion of the Music Director.

5. Contributing Donors: Contributing Members are those annual financial contributors in category amounts (from low to high), listed below using either names of works by Ottorino Respighi or important sites of New York City:
   - Airs and Dances Donor: Gifts under $250
   - Central Park Donor: Gifts of $250 or more
   - The Birds Patron: Gifts of $500 or more
   - Empire State Patron: Gifts of $1,000 or more
   - Botticelli Pictures Sponsor: Gifts of $3,000 or more
   - Statue of Liberty Sponsor: Gifts of $5,000 or more
   - Fountains of Rome Benefactor: Gifts of $10,000 or more
   - Pines of Rome Benefactor: Gifts of $15,000 or more
   - Roman Festivals Benefactor: Gifts of $25,000 or more
   - Respighi Circle – Bronze: Gifts of $50,000 or more
   - Respighi Circle – Silver: Gifts of $75,000 or more
   - Respighi Circle – Gold: Gifts of $100,000 or more

Checks should be made payable to: Chamber Orchestra of New York. Endowments and Planned Giving should be discussed and considered at a later time.

ARTICLE V: MUSIC DIRECTOR AND FOUNDER

1. Term. The Music Director, Salvatore Di Vittorio, shall reside as Music Director For Life, or until he voluntarily resigns said post and thereby becomes designated as Music Director Emeritus of the Orchestra. The Music Director in agreement with the Executive Board shall appoint the new successor. The Music Director shall be a voting member of the Executive Board and Board of Governors.

2. Authority. The Music Director determines the personnel of the Orchestra, the musicians and administrators. Authority on concert programming and all other artistic decisions rests solely with the Music Director. Administrative matters such as public relations, marketing, and education outreach rests with the Board of Directors in agreement with the Music Director.

3. Corporate Seal and Music Library Archive. The Music Director shall have custody of the corporate seal, and affix it to all instruments required to be executed under seal in agreement
Chamber Orchestra of New York
In honor of Ottorino Respighi

Salvatore Di Vittorio, Music Director and Founder

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with the Executive Board. The Music Director may delegate the responsibility of the corporate seal to the Secretary-Treasurer. The Music Director and Founder will also have custody of the Music Library Archive, which includes all music scores and parts, with the responsibility to develop the Archive in conjunction with the Orchestra’s Mission and Objectives.

4. Monies and Securities. The Music Director, as does the Secretary-Treasurer on behalf of the Music Director, shall have charge of depositing all monies and securities belonging to the Orchestra with such banks as the Music Director and Executive Board shall designate in the name of the Orchestra.

ARTICLE VI: BOARD OF DIRECTORS

1. Number, Term and Qualifications. The number of Board of Governors shall not exceed twenty-five (25). Board of Directors (including Honorary and Advisory Board) shall be appointed by the Music Director in consultation with the Executive Board at any time and hold office until resignation, retirement, removal, disqualification, death or until such successor is appointed and qualified by the Music Director in consultation with the Executive Board. Board of Governors are encouraged (but not required) to make an annual contribution of no less than $1,000 to the Orchestra.

2. Removal. Any Board member or Agent elected or appointed by the Music Director in agreement with the Executive Board may be removed by the Music Director in agreement with the Executive Board with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VII: MEETING OF DIRECTORS

1. Meetings. The Board of Directors shall meet once each quarter or every half year in person or, in special circumstances, communicate via telephone or email. The Directors shall also meet or communicate at the call of the Executive Board and Music Director as needed. The Honorary and Advisory Board members are not required to attend the Board meetings.

2. Notice of Meetings and Agenda. Written notice of meetings of the Directors stating the time, place, and Agenda or subject matter (if known) of the meeting shall be given via email and/or telephone notification not less than fourteen (14) days before the date of the meeting.

3. Quorum. The quorum for all meetings of the Directors shall be seven (7) from the Board of Governors. The Music Director must be present at all Board meetings. The quorum must be established five (5) days before the date of the meeting.

4. Executive Board Sessions. The Executive Board sessions shall include the members of the Executive Board and the Music Director.
Chamber Orchestra of New York
In honor of Ottorino Respighi

Salvatore Di Vittorio, Music Director and Founder

Constitution, Board, and By-Laws

5. Motions and Voting. Any Board member may make a motion to discuss new business, not already included in the Agenda. Each motion must be seconded by another member of the voting Board. Members of the Board who are present shall vote on all business matters. Absent members have the option of voting via email, regular mail, or proxy not less than one (1) day before the meeting. Absentee votes shall be kept confidential by the Secretary-Treasurer until the vote count on the day of the meeting.

6. Minutes. The Secretary-Treasurer shall prepare and deliver to each Director the minutes of each meeting within thirty (30) days following such meeting.

ARTICLE VIII: SECRETARY-TREASURER

1. The Secretary-Treasurer shall keep a correct record of all the proceedings of the meetings of Directors. He/She shall be responsible for the notices of meetings. Along with the Music Director, he/she shall have charge of depositing all monies and securities belonging to the Orchestra with such banks as the Music Director and Executive Board shall designate in the name of the Orchestra. He/She shall control the record of all receipts and disbursements, and have charge of all records of the Orchestra relating to its finances, and show such records and all related financial documents to the Music Director quarterly and to the Board of Governors at each board meeting.

ARTICLE IX: AGENTS

The Orchestra may have such agents and employees as shall be determined and appointed from time to time by the Music Director in agreement with the Executive Board. Duties and responsibilities of such employees shall be assigned and defined by the Music Director in agreement with the Executive Board.

ARTICLE X: CONTRACTS, CHECKS, AND DEPOSITS

1. Contracts. The Music Director in agreement with the Executive Board may authorize any Board member, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Orchestra and such authority may be general or confined to specific instances.

2. Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the Orchestra must be signed by the Music Director or Secretary-Treasurer.

3. Deposits. All funds of the Orchestra not otherwise employed shall be deposited on a regular basis to the credit of the Orchestra in such depositories as the Music Director in agreement with the Executive Board shall direct.
Chamber Orchestra of New York
In honor of Ottorino Respighi
Salvatore Di Vittorio, Music Director and Founder

Constitution, Board, and By-Laws

ARTICLE XI: ENDOWMENT FUNDS

1. Authority. The Music Director in agreement with the Executive Board may authorize, establish and maintain Endowment Funds by receiving said funds from donors and patrons and by reserving a portion of Orchestra’s funds for placement into said funds. The Music Director and Secretary-Treasurer shall receive, reserve, and maintain said funds in accordance with the Endowment Policy establishing methods for investment and expenditures of the Orchestra Endowment Funds.

2. Funds. The Endowment Funds may consist of Unrestricted and Restricted funds as determined by the Endowment Policy.

ARTICLE XII: COMPENSATION

See Compensation Policy for all salaried and non-salaried compensation information.

ARTICLE XIII: INDEMNIFICATION OF DIRECTORS AND ARTISTIC DIRECTION

1. Indemnification. In accordance with New York State Not-for-Profit Corporation Law, the Orchestra indemnifies its Directors, Board of Directors and Artistic Direction, against liabilities and reasonable litigation expenses including attorney’s fees, incurred by a Director in connection with any action, suit or proceeding in which he/she is made or threatened to be made a party by reason of being or having been such Director except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been unable or guilty by reason of willful misconduct in the performance of duty.

2. Insurance. The Orchestra shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, employee, or agent, or is or was serving at the request of the Orchestra as a Director, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in such capacity, or arising out of his/her status as such, whether or not the Orchestra would have the power to indemnify him against any such liability. The Orchestra shall have the power to purchase and maintain general liability insurance, insurance on its property, or such other insurance coverage as may be needed.

3. Defense of Action Expenses: Expenses incurred by a Director, employee, or agent in defending a civil or criminal action, suit or proceeding may be paid by the Orchestra in advance of the final disposition of such action, suit or proceeding as authorized by the Executive Board in agreement with the Music Director in the specific case upon receipt of an undertaking by or on behalf of the Director, employee, or agent to repay such amount, unless it shall be ultimately determined that he is entitled to be indemnified by the Orchestra in accordance with New York State Law.
Chamber Orchestra of New York
In honor of Ottorino Respighi

Salvatore Di Vittorio, Music Director and Founder

Constitution, Board, and By-Laws

ARTICLE XIV: GENERAL PROVISIONS

1. Fiscal Year. The fiscal year of the Orchestra shall be a year ending June 30.

2. Amendments to Constitution and By-Laws. The Constitution and By-Laws may be amended by e-mail communication or at any meeting of the Board of Directors (provided that the amendment has been submitted in writing in a previous e-mail communication or meeting). Further, they can be amended without notice, via e-mail or at a meeting, if there is no dissent on the vote of a proposed change. All amendments must be approved by the Music Director in agreement with the Executive Board.

3. Article V (Music Director and Founder) and Article XIV (General Provisions) may only be changed by the Music Director.

4. Dissolution. The Orchestra may be dissolved without action by the Music Director and Founder in agreement with the Executive Board.