**Form 990-EZ**

**Return of Organization Exempt From Income Tax**

Under section 501(c)(3), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation) must file Form 990. All other organizations with gross receipts less than $1,000,000 and total assets less than $5,000,000 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.

**For the 2008 calendar year, or tax year beginning July 1, 2008, and ending June 30, 2009**

| Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ). |

| Website: | www.chamberorchestraofnewyork.org |

**Organization type (check only one):**

- [ ] 501(c)(3) (3)
- [ ] 4947(a)(1) or 527

**Check [ ] if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than $25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.**

Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if $1,000,000 or more, file Form 990 instead of Form 990-EZ. $23,071

---

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

**Revenue**

- Contributions, gifts, grants, and similar amounts received: $20,436
- Program service revenue including government fees and contracts: $2,510
- Membership dues and assessments: $3
- Investment income: $25

**Expenses**

- Gross amount from sale of assets other than inventory: $5a
- Less: cost or other basis and sales expenses: $5b
  - Gain (or loss) from sale of assets other than inventory: $5c
- Special events and activities (complete applicable parts of Schedule G): $6
  - Gross revenue (not including $ _ of contributions reported on line 1): $6a
  - Less: direct expenses other than fundraising expenses: $6b
  - Net income or (loss) from special events and activities: $6c
- Gross sales of inventory, less returns and allowances: $7a
- Less: cost of goods sold: $7b
  - Gross profit or (loss) from sales of inventory: $7c
- Other revenue (describe): $8
  - NY State sales tax reimbursement: $339

**Total revenue. Add lines 1, 2, 3, 4, 5, 6, 7, and 8.** $23,410

**Expenses. Add lines 10 through 16.** $3,138

**Total expenses.** $3,138

**Excess or (deficit) for the year.** $313

**Net assets or fund balances at beginning of year.** $1,993

---

**Part II: Balance Sheets.** If total assets on line 25, column (B) are $2,500,000 or more, file Form 990 instead of Form 990-EZ.

**For Privacy Act and Paperwork Reduction Act Notice, see the Instruction for Form 990.**
**Part III** Statement of Program Service Accomplishments (See the instructions for Part III.)

What is the organization's primary exempt purpose? To promote classical orchestral music with young professional 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 An orchestra consisting of young, auditioned professional musicians, the Chamber Orchestra of New York performed concerts featuring great orchestra works for the general public at the Italian Cultural Institute (Audience: Approx. 225 people) and the Church of St. Jean Baptiste (Audience: Approx. 400 people).

(Grants $ 4,000) If this amount includes foreign grants, check here □ 28a 23,097

29

(Grants $ ) If this amount includes foreign grants, check here □ 29a

30

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

31 Other program services (attach schedule) □ 31a 23,097

(Grants $ ) If this amount includes foreign grants, check here □ 32 Total program service expenses (add lines 28a through 31a)

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

<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 employee 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>Kim J. Hartwick</td>
<td>Acting President, 3 hours/week</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Evan N. Wilson</td>
<td>Vice President (Artistic Affairs), as needed</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Santa Maria Pecoraro</td>
<td>Secretary-Treasurer, 5 hours/week</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Stephen D. Hans, Esq.</td>
<td>Legal Counsel, as needed</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Shanan Estreicher</td>
<td>Governing Board Member, as needed</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Michael Harrison</td>
<td>Governing Board Member, as needed</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Christopher Lyndon-Gee</td>
<td>Governing Board Member, as needed</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Thomas Murry</td>
<td>Governing Board Member, as needed</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Martin Riskin</td>
<td>Governing Board Member, as needed</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Alicia Zizzo</td>
<td>Governing Board Member, as needed</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

Form 990-EZ (2008)
Part V Other Information (Note the statement requirements in the instructions for Part VI.)

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

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

35 If the organization had any business activities, such as those reported on lines 2, 6a, and 7a (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 section 6033(e) notice, reporting, and proxy tax requirements? ........................................... 35a Yes

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

36 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If “Yes,” complete applicable parts of Schedule N .................................................. 36 Yes

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

b Did the organization file Form 1120-POL for this year? .................................................. 37b Yes

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 Yes

b If “Yes,” complete Schedule L, Part I and enter the total amount involved 38b

39 Section 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

40a Section 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 Section 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,” complete Schedule L, Part I. 40b Yes

c Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶

d Enter amount of tax on line 40c reimbursed by the organization ▶
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If “Yes,” complete Form 8866-T 40e Yes

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 ▶ 10065-7790

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, Report of Foreign Bank and Financial Accounts.

c At any time during the calendar year, did the organization maintain an office outside of the U.S.? If “Yes,” enter the name of the foreign country: ▶

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 ▶

44 Did the organization maintain any donor advised funds? If “Yes,” Form 990 must be completed instead of Form 990-EZ. 44 Yes

45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If “Yes,” Form 990 must be completed instead of Form 990-EZ 45 Yes
### Part VI  
**Section 501(c)(3) organizations only.** All section 501(c)(3) organizations must answer questions 46–49 and complete the tables for lines 50 and 51.

<table>
<thead>
<tr>
<th><strong>46</strong> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If “Yes,” complete Schedule C, Part I.</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>47 Did the organization engage in lobbying activities? If “Yes,” complete Schedule C, Part II.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>48 Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If “Yes,” complete Schedule E.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>49a Did the organization make any transfers to an exempt non-chatable related organization?</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td><strong>b</strong> If “Yes,” was the related organization(s) a section 527 organization?</td>
<td>Yes</td>
<td>No</td>
</tr>
</tbody>
</table>

50 Complete this table for the five highest compensated employees (other than officers, directors, trustees and key employees) each received more than $100,000 of compensation from the organization. If there is none, enter “None.”

<table>
<thead>
<tr>
<th>(a) Name and address of each employee paid more than $100,000</th>
<th>(b) Title and average hours per week devoted to position</th>
<th>(c) Compensation</th>
<th>(d) Contributions to employee benefit plans &amp; deferred compensation</th>
<th>(e) Expense account and other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>None.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total number of other employees paid over $100,000  

51 Complete this table for the five highest compensated independent contractors who each received more than $100,000 of compensation from the organization. If there is none, enter “None.”

<table>
<thead>
<tr>
<th>(a) Name and address of each independent contractor paid more than $100,000</th>
<th>(b) Type of service</th>
<th>(c) Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>None.</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total number of other independent contractors each receiving over $100,000  

**Sign Here**  
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.  

**Signature of officer**  
Santa Maria Pecoraro, Secretary-Treasurer  
Type or print name and title  

<table>
<thead>
<tr>
<th>Paid Preparer's signature</th>
<th>Date</th>
<th>Check if self-employed</th>
<th>Preparer's Identifying Number (See instructions)</th>
</tr>
</thead>
</table>

May the IRS discuss this return with the preparer shown above? See instructions  

Yes  
No
November 8, 2009

CHAMBER ORCHESTRA OF NEW YORK “OTTORINO RESPIGHI”
EIN: 13-4318954

CERTIFICATION – CONFORMED COPY OF GOVERNING DOCUMENTS

This is to certify that the attached Constitution, Board, and By-Laws document, last amended on May 4, 2009, is a complete and accurate copy of the original documents. A number of changes were made, therefore, we are including the entire revised document.

[Signature]
Santa Maria Pecoraro
Secretary-Treasurer
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: May 4, 2009
Last Reported to IRS: November 8, 2009 (with 2008 990-EZ)

The CHAMBER ORCHESTRA OF NEW YORK is a professional orchestra 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.

Following in the footsteps of other European-style young professionals orchestras, the Chamber Orchestra of New York is the first (auditioned) professional orchestra in the history of New York to be entirely devoted to leading young professionals and all five boroughs of New York City. With its mission to help advance the classical music tradition, the Chamber Orchestra provides a regular performance opportunity for young orchestral musicians exiting the music conservatories, and while in the early phases of their careers.

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 features 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
Salvatore Di Vittorio, Executive Director
Santa Maria Pecoraro, Finance Manager
Jeffrey James, Public Relations Manager
Shanan Estreicher, Operations Manager

BOARD OF DIRECTORS

EXECUTIVE BOARD
Kim Hartwick, Acting President
Evan N. Wilson, Vice President (Artistic Affairs)
Salvatore Di Vittorio, Music Director
Santa Maria Pecoraro, Secretary-Treasurer
Stephen D. Hans, Esq., Legal Counsel

HONORARY BOARD
Marcello Abbado, Conservatory of Milan “G. Verdi”
Piero Bellugi, Teatro Massimo Opera of Palermo
Ada Gentile, Conservatory of Rome “S. Cecilia”
Giovanni Morelli, Director of Respighi Foundation in Venice
Ennio Morricone, Film Composer
Potito Pedarra, Respighi Musicologist/Curator of Respighi Foundation Archive
Elsa and Gloria Pizzoli, Respighi Family
Emilio Respighi, Respighi Family
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
Shanan Estreicher, Composer/Educator
John Farrer, Royal College of Music; Bakersfield Symphony
Stephen D. Hans, Esq., Hans & Associates
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)
Christopher Lyndon-Gee, Polish National Radio Symphony
Thomas Murry, Ph.D., Columbia University
Santa Maria Pecoraro, Violist; Rockefeller University
Chamber Orchestra of New York
In honor of Ottorino Respighi

Salvatore Di Vittorio, Music Director and Founder

Constitution, Board, and By-Laws

Martin Riskin, Chairman Emeritus; American Symphony Orchestra
Jeffrey Ingram Stone, Pratt Institute of Art
Evan N. Wilson, Los Angeles Philharmonic
Alicia Zizzo, Pianist/Musicologist

ADVISORY BOARD
Ira Abrams, Esq.
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
Giuseppe Di Vittorio
Amelio D’Onofrio, Ph.D., Fordham University
Victoria Eisen, Marlboro Music Festival
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
Anat Malkin-Almani, Concert Violinist; Malkin Duo
Olivera Medenica, Esq.
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. Rosenhaus, Composer; New York University; E.F. Kalmus
Nadja Salerno-Sonnenberg, Concert Violinist
Giuseppe Unetti
Luigi Verdi, Accademia Filarmonica di Bologna
Alessandra Visconti, Orvieto Musica Festival
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 features young professionals and acts as a venue for artistic and cultural exchange.

1. To promote the development of young, professional, orchestral musicians exiting the music conservatories, while in the early stages of their careers, in a highly competitive and elite chamber orchestra, with concerts in all five boroughs of New York City.

2. To promote the music of Ottorino Respighi, and the Italian repertoire.

3. To promote the development of young soloists and composers through an international competition, as well as new music commissions and podium exchanges. As part of this initiative, the Music Director will also serve as Composer in Residence to inspire other composer presentations for World or New York premieres.

4. 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.

5. To promote the development of young artists who are selected through an Orchestral Performance Program Competition, thereby augmenting the orchestra from chamber/full to large in one concert per season.
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.

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 also serves as Executive Director of the Orchestra. 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), Finance Manager, Public Relations Manager, Operations 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 Board of Governors which includes the Executive Board. The Executive Board shall preside over the Board of Governors and shall include: The Music Director/Founder, the President, Vice President(s), Secretary-Treasurer/Finance Manager and Executive Director.

4. Orchestral Musicians. 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 performers shall be those musicians auditioned and then...
Chamber Orchestra of New York
In honor of Ottorino Respighi

Salvatore Di Vittorio, Music Director and Founder

Constitution, Board, and By-Laws

selected by the Music Director in agreement with the Audition Committee to play as regular musicians in the Orchestra. (The Audition Committee will be selected by the Music Director.) Half (or up to two thirds) of the Musicians (Section Players) should be enrolled in music conservatory programs. Each musician will be showcased with a photo and bio on the musicians page of the website. Principal positions should be filled by young professionals who have completed their education. Concertmaster(s) positions should be filled by musicians with longer term experience (5-7 years). All Musicians shall be invited on a concert to concert basis, and may continue with the Chamber Orchestra at the discretion of the Music Director. The Music Director reserves the right to re-audition and/or dismiss any musician who does not maintain the required level of performance and/or professionalism. If, at any time, any musician becomes negligent with regard to his/her professionalism and duties, he/she may be released at the discretion of the Music Director. The Orchestra is committed to establishing and maintaining a cultural environment that fosters harmonious, productive and artistic relationships and encourages mutual respect between and with all members. Accordingly, the Orchestra will not tolerate any form of harassment in accordance with state and federal law. Any member who is found to have engaged in such conduct by the Music Director will be subject to appropriate disciplinary action up to and including termination from the roster.

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 $20,000 or more
   Rockefeller Center Benefactor: Gifts of $25,000 or more
   Cathedral of St. Patrick Benefactor: Gifts of $30,000 or more
   Respighi Circle – Bronze: Gifts of $35,000 or more
   Respighi Circle – Silver: Gifts of $50,000 or more
   Respighi Circle – Gold: Gifts of $75,000 or more
   Respighi Circle – Platinum: 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.
Chamber Orchestra of New York
In honor of Ottorino Respighi

Salvatore Di Vittorio, Music Director and Founder

Constitution, Board, and By-Laws

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 Board of Directors, 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 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. Elections. Officers of the Board of Governors are first recommended by the Music Director and then voted into office by the Board of Governors.

3. 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
Chamber Orchestra of New York
In honor of Ottorino Respighi

Salvatore Di Vittorio, Music Director and Founder

Constitution, Board, and By-Laws

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. (See Article VII: 5. Motions and Voting.)

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 five (5) 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.

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.

Page 8 of 11
Chamber Orchestra of New York
In honor of Ottorino Respighi

Salvatore Di Vittorio, Music Director and Founder

Constitution, Board, and By-Laws

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.

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
Chamber Orchestra of New York
In honor of Ottorino Respighi

Salvatore Di Vittorio, Music Director and Founder

Constitution, Board, and By-Laws

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.

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. Affiliations. The Orchestra is fully committed to the pursuit of the goals, ideals and environment set forth in Article II. In accordance with achieving the objections therein, the Orchestra shall not seek, negotiate, affiliate or otherwise engage with any organization, individual or entity that would compromise, modify or otherwise cause any deviation from the provisions in Article II. The Board of Directors shall develop and implement appropriate policies and/or programs, as the need arises, in order to carry out the provisions of Article II.

Per its By-Laws, Certificate of Incorporation and Education Seal with the State of New York, the Chamber Orchestra of New York is not eligible for (nor will it entertain) any legal or contractual affiliation with, including but not limited to, foundations, unions, or corporations etc.
Chamber Orchestra of New York
In honor of Ottorino Respighi

Salvatore Di Vittorio, Music Director and Founder

Constitution, Board, and By-Laws

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

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