

AMENDED AND RESTATED BYLAWS
OF
DETROIT SYMPHONY ORCHESTRA, INC.

ARTICLE I.
MEMBERSHIP

A. Classes of Membership

Membership in Detroit Symphony Orchestra, Inc. (the "Corporation") shall be of the following classes:

- (1) Active membership, to which all voting rights shall pertain.
- (2) Such other classes of membership as the Board of Directors of the Corporation shall from time to time determine.

B. Qualifications for Membership

The qualifications for each class of membership shall be as follows:

- (1) Each person who contributes to the Annual Fund of the Corporation (or to other fundraising programs as designated by the Board of Directors) not less than the amount set from time to time by the Board of Directors, shall become an active member of the Corporation thirty (30) days following the date of such contribution and shall remain an active member for the remainder of the Corporation's fiscal year; provided that for the initial year after adoption of these Amended and Restated Bylaws they shall, in any event, remain an active member for twelve (12) consecutive months. Contributions shall not include any amount paid for the purchase of tickets.
- (2) The qualifications for and rights of all other classes of membership shall be determined by the Board of Directors; provided that voting rights shall not be conferred on any class of membership other than active membership; provided further that no membership shall be transferable unless otherwise determined by the Board of Directors, and shall be terminated upon death, resignation, expulsion or expiration of the applicable term of membership.

C. Vote

Only active members shall be entitled to vote at any meeting of the members of the Corporation. In the case of contributions by organizations, the vote may be exercised by any duly authorized representative; and in the case of joint contributions by husband and wife, either of them shall be entitled to vote.

ARTICLE II.
MEETINGS OF THE MEMBERS

A. Annual Meeting

The annual meeting of members shall be held within twelve (12) months following the close of the Corporation's fiscal year, at a date, time and place fixed by the Board of Directors.

B. Delayed Annual Meeting

If the annual meeting of members for any reason is not held on the day fixed, such meeting may be called by the Board of Directors and held as a special meeting as hereinafter provided, and the same proceedings had as at an annual meeting.

C. Special Meeting

A special meeting of members may be called at any time by the Chairman, or by the Board of Directors, and shall be called by the Chairman upon the written request of not less than ten percent (10%) of all active members.

D. Place of Meetings

All meetings of members shall be held within Wayne, Oakland or Macomb County, Michigan.

E. Notice of Meetings

Notice of meetings (annual or special) of members shall be given to each active member by first class mail addressed to each active member's last known post office address as shown by the membership records of the Corporation, stating the time, place and purpose of the meeting, which notice shall be deposited in the United States mail at least ten (10) and not more than sixty (60) days prior to the meeting, postage fully prepaid.

F. Proxies

Members entitled to vote at any meeting of the members may do so by proxy in writing signed by the members designating the meetings at which such proxy may be used. No proxy shall be valid after the fiscal year in which such proxy is given or for any meeting other than as designated in the proxy. All proxies shall be revocable at the pleasure of the members executing them. A written notice of adjudication of non-competence or death received by the corporate officer responsible for maintaining the list of members before the proxy is exercised at any designated meeting shall be deemed to revoke the proxy.

G. Quorum

Presence in person or by proxy of one-fifth (1/5) of the active members shall constitute a quorum at any meeting of active members.

H. Order of Business

The order of business at any meeting of members shall be determined by the person acting as Chairman of the meeting.

ARTICLE III.
BOARD OF DIRECTORS

A. In General

The property and affairs of the Corporation shall be managed by a Board of Directors.

B. Directors

Directors shall be elected by the membership at the annual meeting and shall hold office in the manner hereinafter provided:

(1) Qualifications

Except as otherwise herein provided, to qualify for election as a director, one must be an active member of the Corporation, and have consented to serve. The Nominating and Governance Committee shall have the right to nominate and, by nomination, qualify for election persons not meeting the qualifications set forth in the preceding sentence, provided that the number of such nominees shall not exceed the number which, if all such nominees were elected as Directors, would cause the total number of nonqualifying

Directors to exceed ten (10) persons.

(2) Nomination and Election

Prior to the annual meeting, the Nominating and Governance Committee shall meet and nominate persons for election as Directors, and its report shall be sent to all active members with the notice of the annual meeting. Any active member may, at the annual meeting, nominate one or more other persons meeting the qualifications set forth in the first sentence of Article III B(1) above for election as Directors, provided written notice of the intent to make such nomination has been delivered to the Nominating and Governance Committee not less than seven (7) days before the annual meeting, which notice must be signed by at least twenty (20) active members and ten (10) then incumbent Directors. Each active member may vote at the annual meeting for the election of any person nominated in accordance with this Article III B(2), casting not more than one vote for any one nominee, and voting for not more nominees than there are Directors to be elected.

(3) Term; Classes of Directors

The Directors shall be divided into three (3) classes, each to be as nearly equal in number as possible. The term of office of each director shall be three (3) years, and thereafter until such director's successor is elected, provided that whenever the number of Directors to be elected at the annual meeting will exceed one-third (1/3) of the number of all the Directors, Directors then being elected in number equal to the excess shall be allotted one, two and three-year terms in such manner as to accomplish, as near as may be, equal division in terms of office among all Directors. The selection of those Directors subject to allotment and the term allotted shall be determined by the Nominating and Governance Committee, except that persons being re-elected shall, to the extent possible, be allotted three (3) year terms.

(4) Number of Directors

The number of Directors shall be determined from time to time by the Board of Directors, but the number shall not, in any event, be less than forty (40) nor more than one hundred (100).

(5) Vacancies

Any vacancy on the Board of Directors may be filled by the Board of Directors for a term of office continuing only until the next election of

Directors by the members.

C. Ex Officio Directors

The Board of Directors shall have authority from time to time to designate persons who in its opinion should, by virtue of any office or position, be Ex Officio members of the Board of Directors. Ex Officio members of the Board shall have all the privileges of Directors. Unless sooner terminated by the Board of Directors, the term of each director serving by virtue of any office or position held shall coincide with the term of such office or position. Ex Officio members of the Board shall not be counted in the number of Directors as set forth in Article III B (4) of these Bylaws.

D. Quorum

One-third (1/3) of the Board of Directors then in office shall constitute a quorum.

E. Meetings

Meetings of the Board of Directors shall be held at such times and places as the Board of Directors by resolution shall provide or as the Chairperson or any Vice Chairperson shall call.

F. Participation by Electronic Equipment

A Director or member of a committee designated as provided in these Bylaws may participate in a meeting of the Board of Directors or of a committee by means of conference telephone, video conferencing or similar communication equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting for all purposes.

G. Action Without a Meeting

Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or of a committee designated as provided in these Bylaws may be taken without a meeting, if before or after the action all Directors of the Board of Directors or of the committee consent thereto in writing. The written consents shall be filed with the minutes of any such proceedings. Such consents shall have the same effect as a vote for all purposes.

ARTICLE IV.
TRUSTEES

Trustees shall be individuals considered deserving of the honor based on their contribution or potential contribution to the Corporation in service, financial support or otherwise. Trustees shall serve in an advisory capacity to the Board of Directors, shall have no legal authority to bind the Corporation in any way, shall have no rights to vote on any matters affecting the Corporation and shall not have any management responsibilities or fiduciary duties. Trustees shall be appointed by the Board of Directors. Trustees shall serve for a three-year term and may be reappointed for an additional term or terms.

ARTICLE V.
COMMITTEES

A. Executive Committee

The Executive Committee shall consist of the Chairperson or Vice-Chairpersons of the Board of Directors and such other persons as may be appointed by the Board of Directors. Except as limited by law, the Executive Committee may exercise all powers and authority of the Board of Directors between meetings of the Board of Directors, including all authority and rights granted to the Board of Directors in the Articles of Incorporation or these Bylaws, and further including the power to appoint the chairpersons and vice chairpersons of standing committees following the annual meeting of members in the absence of a quorum necessary to permit a meeting of the Board. One-third (1/3) of the Executive Committee then in office shall constitute a quorum.

B. Other Standing Committees

The additional standing committees of the Board of Directors and their responsibilities and authority shall be as follows:

(1) Nominating and Governance Committee.

The Nominating and Governance Committee shall nominate candidates for election as Directors and as officers of the Corporation and as members of the Executive Committee. It shall also advise and make recommendations to the Board of Directors concerning the Articles of Incorporation and these Bylaws as and when requested by the Chairperson of the Board of Directors.

(2) Finance Committee

The Finance Committee shall recommend financial policies, review and report on financial activities, review the budget, and oversee determination of the financial implications of the long-range plan. To facilitate the execution of these duties, the Finance Committee Chairperson, in consultation with the Chairperson of the Board of Directors, may appoint an audit subcommittee.

(3) Investment Committee

The Investment Committee shall review and oversee the investments of the Corporation and the assets acquired in any such investments, and make recommendations with respect thereto, and review and report on the plans or projections of the Corporation with respect thereto.

(4) Facilities Committee

The Facilities Committee shall oversee the development, improvement, addition to and maintenance of facilities utilized by the Corporation and make recommendations on facilities issues, including acoustics.

(5) Education Committee

The Education Committee shall oversee, review and make recommendations with respect to programs designed to foster education and appreciation in the community of musical and other cultural arts, and to promote and encourage the development of the talents of aspiring musicians from the community.

(6) Development Committee

The Development Committee shall review and make recommendations on the methods for fundraising in behalf of the Corporation and to further its purposes.

C. Other Committees

Other committees may be established by the Board of Directors from time to time. The responsibility and authority of such committees shall be set forth in resolutions creating such committees. The Chairperson and the President of the Corporation shall appoint the chairperson and members of each such committee with or without consultation with the committee chairperson and/or vice

chairperson.

D. Qualifications of Committee Members.

All members of the Executive Committee shall be members of the Board of Directors. All other standing Committees or other Committees shall consist of one or more Directors, or members of the Corporation or other persons deemed appropriate by the Chairperson of the Board of Directors and the President of the Corporation.

E. Committee Members and Meetings.

(1) Selection and Term.

The Chairperson of the Board of Directors and the President of the Corporation shall appoint the members of each standing or other Committee and the chairpersons or vice chairpersons thereof. The members of the Committees shall have the qualifications set forth in Article V D. Such members, chairpersons and vice chairpersons shall serve until their successors shall be appointed or until their resignation or removal. They may be removed at any time by the Chairperson and the President, for any reason they deem appropriate.

(2) Notice.

Notices of meetings of all Committees shall be given to all members thereof by first class mail, postage fully prepaid, addressed to their last known post office addresses as shown on the records of the Corporation and deposited in the United States Mail for delivery to them, or by email or other generally accepted electronic method, such notices to be given at least ten (10) days prior to such meetings. Notice may be waived by all of the members of any Committee and, if so, no notice shall be required for the holding of such meetings. Attendance at such meetings shall constitute waiver of notice thereof, except where a Committee member attends a meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully called or convened.

(3) Quorum.

Except with respect to the Executive Committee meetings at which one-third (1/3) of the Executive Committee then in office shall constitute a quorum as provided in Article V A., a majority of the members of a Committee shall constitute a quorum thereof.

(4) Powers.

The Committees shall have all of the powers delegated to them in accordance with, and shall be subject to the limitations set forth in the Michigan Non-Profit Corporation Act, MCLA 450.2101 et. seq., and these Bylaws.

(5) Actions.

The actions of a majority of the members of a Committee at a meeting at which a quorum is present (either physically or as provided by Article III F.) shall, in addition to action taken pursuant to Article III G., constitute the action of the Committee.

ARTICLE VI.
OFFICERS

A. Officers

The officers of the Corporation shall be elected by the Board of Directors at its regular meeting held after the annual meeting of the members (or in the absence thereof (i) at any subsequent meeting of the Board of Directors, (ii) by the Executive Committee at any subsequent meeting thereof, or (iii) by any subsequent confirmation or ratification by the Board of Directors or Executive Committee.

The officers of the Corporation shall be a Chairperson, one or more Vice Chairpersons, a President (who may also be known as the Executive Director as provided below), a Secretary and a Treasurer, all of whom shall be members of the Board of Directors, and such additional officers as may be determined by the Board of Directors. Each officer shall have such authority and perform such duties in the management of the Corporation as provided in these Bylaws or as the Board of Directors may from time to time confer or impose upon such officer or, absent any applicable Bylaws provision or action by the Board of Directors, such authority as is customarily exercised by and such duties as are customarily imposed upon holders of that office.

(1) Chairperson

The Chairperson shall be the chief executive officer of the Corporation. The Chairperson or one of the Vice Chairpersons shall preside at all meetings of the Board of Directors and meetings of members. The Chairperson or Vice Chairpersons shall be ex officio a member or members of all standing committees of the Board of Directors.

(2) Vice Chairperson

The Vice-Chairperson designated by the Chairperson or, in the absence of such a designation, the Vice Chairperson designated by the Directors shall, during the absence or disability or at the request of the Chairperson, perform the duties and have all of the powers and authority of the Chairperson.

(3) President

The President, who may also be known as the Executive Director, shall be the chief operating officer of the Corporation and shall be ex officio a member of the Board of Directors and of all standing committees of the Board of Directors.

(4) Additional Officers

One or more Assistant Secretaries, Assistant Treasurers and such other officers as may be determined by the Board of Directors may be elected or appointed by the Board, each of whom shall have such powers and duties as the Board of Directors may from time to time confer or impose.

B. Election of Officers

The officers of the Corporation may be elected or appointed by the Board of Directors at any meeting of the Board of Directors.

C. Term of Office

The Board of Directors may fix the term of office of any officer whom it shall elect or appoint, by resolution adopted by it at the time of such election or appointment. If the Board of Directors does not fix such term of office, such officer shall hold office until the next regular meeting of Directors held after the next annual meeting of members, or until such officer's successor shall be elected or appointed and qualify, or until such officer's resignation or removal. Any officer may be removed at any time by the Board of Directors.

ARTICLE VII.
EXECUTION OF INSTRUMENTS

The Board of Directors may designate any one or more officers or agents to execute instruments in the name of the Corporation. If the execution of any instrument is

authorized by the Board of Directors without specification of the executing officer(s), it may be executed and the corporate seal affixed, if appropriate, by (1) the Chairperson, any Vice Chairperson, or the President, and (2) the Secretary, any Assistant Secretary, the Treasurer, or any Assistant Treasurer.

ARTICLE VIII.
POWER TO BORROW MONEY AND MORTGAGE PROPERTY

The Board of Directors shall have full power and authority to borrow money whenever in its discretion the exercise of this power is in the interest of the Corporation, and in such case may authorize one or more officers of the Corporation to make, execute and deliver, on behalf of the Corporation, such promissory notes, bonds and other evidence of indebtedness for the repayment thereof with interest as the Board of Directors shall deem proper, and the Board of Directors shall have full power to mortgage or to give a security interest in the property of the Corporation, or any part thereof, as security for repayment of any indebtedness.

ARTICLE IX.
INDEMNIFICATION

A. Indemnification

To the extent permissible under the Michigan Nonprofit Corporation Act or other applicable law, the Corporation shall indemnify or agree to indemnify any director or officer or any former director or officer of the Corporation (and their heirs and personal representatives) against expenses (including attorneys' fees), judgments, decrees, fines, penalties or amounts paid in settlement actually and reasonably incurred by him or her in connection with any pending, threatened or completed action, suit or proceeding, criminal, civil, administrative or investigative, to which he or she was, is or may be made a party by reason of being or having been such director or officer of the Corporation.

B. Advancement of Expenses

Expense incurred in defending a civil or criminal action, suit or proceeding described in Paragraph A of this Article shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

C. Other Indemnification

Persons not covered by the foregoing may be indemnified to the extent permitted by the Michigan Nonprofit Corporation Act or other applicable law but only to the extent authorized at any time or from time to time by the Board of Directors.

D. Insurance

The Corporation may purchase and maintain indemnification insurance in behalf of any person in accordance with the Michigan Nonprofit Corporation Act.

ARTICLE X.
FISCAL YEAR

The fiscal year of the Corporation shall end on the 31st day of August of each year.

ARTICLE XI.
AMENDMENT OF BYLAWS

These Bylaws may be amended in whole or in part by majority vote of the active members present in person or by proxy at a meeting of members, or by a majority vote of the members of the Board of Directors then in office.

(Note: These Bylaws contain all amendments through and including June 30, 2004)