DETROIT SYMPHONY ORCHESTRA
LEONARD SLATKIN *Music Director*

A COMMUNITY-SUPPORTED ORCHESTRA

Meeting of the Board of Directors
Thursday, November 7, 2013 / 12:30 p.m. – 2:30 p.m.
Robert A. and Maggie Allesee Rehearsal Hall / Max M. Fisher Music Center

AGENDA

1.	**Welcome and Introductions**	Phillip Wm. Fisher
	a. Establishment of a Quorum	Glenda Price
	b. Our goals for today	Phillip Wm. Fisher
2.	**Consent Agenda (*action required*)**	Phillip Wm. Fisher
	a. Approval of August 1, 2013 Minutes	
	b. Financial Statements as of 8/31/2013	
3.	**A board that is, to a person, fully engaged in . . .**	
	a. Fiscal Oversight	Mark Davidoff
	i. Cash Forecast as of 11/4/2013	Linda Lutz
	b. Resource Generation	Chacona Johnson
	c. Strategic Thinking	Mike Keegan
	i. Programming Task Force Report Preview	Xavier Mosquet
	d. Cultural Stewardship	Bruce D. Peterson
	i. Discussion and approval of bylaw revisions	
	ii. Elect Directors	
	iii. Approve Trustee Nominations	
4.	**A View from the Stage**	Randy Hawes Larry Hutchinson
5.	**Activating the Board Retreat**	Anne Parsons
6.	**Executive Session**	Phillip Wm. Fisher
7.	**Adjournment**	Phillip Wm. Fisher



II. Consent Agenda

DETROIT SYMPHONY ORCHESTRA
LEONARD SLATKIN Music Director
A COMMUNITY-SUPPORTED ORCHESTRA

Meeting: Board of Directors	Notes prepared by: Chelsea Kotula
Meeting date: Thursday, August 1, 2013	Location: Allesee Rehearsal Hall

Participants: D'Avanzo, Davidoff, DeVore, Fisher, Fogleman, Frankel, H., Ganson, Glancy, Gray, Harris, Heron, Heppner (via phone), Hood, Horwitz, Johnson, Keegan, Kingsley, Larson, Lester (via phone), Liebler, Marcero, Miller, E., Nelson, D., Nelson, F., Parsons, Peterson, Price, Saulson (via phone), Savoie, Shaevsky (via phone), Sheparo (via phone), Sherbin, Uetz, Uhlig, Usher, Van Dusen, and Wagner. **Also present by invitation:** Hogle, Lutz, Kotula, Nelson, S., and Walker.

1. **Welcome and Introductions** **Phillip Wm. Fisher**
   Mr. Fisher welcomed the group and introduced special guest Susan Nelson from TDC and Deborah Savoie, newly elected Volunteer Council President. During this time, a moment of silence was held to honor recently deceased Chairman Emeritus Walter McCarthy. Glenda Price, Secretary, confirmed that the members of the Board in attendance constituted a quorum in accordance with Article V. A. of the by-laws.
2. **Consent Agenda (*action required*)** **Phillip Wm. Fisher**
   A motion was duly made and supported, and the 8-1 Consent Agenda was submitted for approval.
3. **Leadership Reports**
   a. **Chairman's Written Report** **Phillip Wm. Fisher**
      Mr. Fisher thanked the staff and Board for the many record breaking successes the DSO enjoyed over the past season and expressed his gratitude to particular individuals (Nicholson, Frankel, Forbes, Karmanos and Wu) for their crucial support this year. He also reported that the DSO is currently $1.7M away from campaign goal and asked those Directors who have yet to contribute make their gift soon. Mr. Fisher also provided a brief update on the status of the Director work-plans that were completed at the 5-7-13 meeting and explained that these documents would be revisited and finalized in the Fall at a half day retreat. However, he encouraged members to attend the orientation being held in September that will address some of the goals/responses.
   b. **Governance & Human Resources** **Bruce D. Peterson**
      Mr. Peterson produced the slate for nomination to the Board of Director; Xavier Mosquet of the Boston Consulting Group was unanimously elected. He also produced the slate for nomination to the Board of Trustees; 21 candidates were unanimously appointed. Mr. Peterson provided a brief update on behalf of the Nominating & Governance Committee, reporting that orientation was scheduled for September 18.
   c. **Financial Operations & Sustainability** **Mark Davidoff**
      Linda Lutz presented the FY14 budget. The budget was developed to be consistent with Year 1 of Blueprint 2023. Ms. Lutz detailed the $27.3M budget and provided overview of earned, contributed, bridge and endowment revenue, expenses, optional ("bucket") work, and other cash requirements. She entertained questions and provided more explanation surrounding the cash needed outside of the budget for optional work, and also shared the recommendation from the Finance Committee indicating that the DSO should not compromise the blueprint when faced with cash deficiency by making cuts (the recommendation is instead to defer payments where appropriate). Ms. Lutz also reported that cash contingency options have been reviewed by the Finance Committee in the event that the DSO becomes cash negative in mid-October. After discussion, a motion was duly made and supported to approve the proposed operating budget for the fiscal year ending August 31, 2014. The motion passed unanimously without opposition.
   d. **Patron & Community Engagement** **Chacona Johnson**
      Ms. Johnson reported on the status of the Annual Fund campaign and indicated that the Board and Corporate campaigns are trending unfavorably toward goal. Ms. Johnson stated that the DSO would appreciate extra individual gifts if possible and also encouraged the membership to reach out to Reimer Priester or Paul Hogle if any member felt able to provide the DSO with a corporate contact for solicitation. A list of lapsed corporate donors and new prospects will be emailed out to the Board after the meeting. Ms. Johnson thanked the staff and the Board for their hard work.

e. Strategy & Innovation **Mike Keegan**

Mr. Keegan reported on the progress of the Board of Trustees and provided a review of the inaugural meeting in June. Mr. Keegan spoke about the work the Boston Consulting Group was doing to aid the DSO in identifying strategic priorities to pursue. Task forces are being created around programming and brand identity, with the next full meeting taking place on October 3.

f. President's Written Report **Anne Parsons**

Ms. Parsons reported that her written letter indicated where her head and heart is relative to the DSO. She stated that we have been on an amazing journey and have performed very highly in achieving target goals. Ms. Parsons spoke about the challenges of next year, but believes that these challenges are achievable as long as leadership on both the staff and board level continues to be strong. The main focus of FY14 will be cash, endowment, the Florida tour, and a Kid Rock-like event. Ms. Parsons also provided a brief update on the partnership with China in September (Avery Fisher Hall performance) and indicated that this partnership will most likely extend beyond September. At the end of her report, she thanked Phillip Fisher, the Board and the musician representatives for their leadership over the past year.

g. Orchestra Report **Shelley Heron**

Ms. Heron reported on the success of the AVANTI festival and the positive feedback the team has been receiving via survey. She stated that this year's festival increased in both student and audience attendees. A detailed breakdown of the festival was included in the packet.

4. New Business

Linda Lutz reviewed the Orchestra Place Renewal Partnership (OPRP), detailing the financing, bonds, tenants and lease expirations. The property has outstanding bond debt which matures in 2022. The lease with the majority tenant expires in 2020, prior to the bond maturity, presenting risk to the organization. At the Chair's request, Peter Cummings assembled a task force that engaged Plante Moran Cresa to prepare an analysis to determine an estimated market value for the property and to evaluate three potential strategies: sell, refinance or continue ownership of the asset. Ms. Lutz stated that she was not requesting any action at this time, but would continue to report progress to the Board.

Mr. Mark Davidoff refreshed the board on the recapitalization plan ("Blueprint 2023") to set the stage for Paul Hogle's presentation of the endowment campaign. He reviewed a timeline of events from the close of the bank deal, the drawdown of the unrestricted endowment, the formation of the Recapitalization Task Force and the creation of Blueprint 2023. Mr. Davidoff reviewed various portions of the blueprint, such as metrics for earned, contributed and other income, and represented the plan as a roadmap for the future.

Susan Nelson presented the recommendations coming out of TDC's analysis of Blueprint 2023. She stated that her firm found the blueprint credible because it was grounded in industry research, managed to be innovative and was also honest. Ms. Nelson stated that there is an element of risk to the plan due to its re-inventive nature and also pointed out that a lack of cash will harm it, however, confidence and commitment to the core principals of the plan at the leadership level will guide its success. Ms. Nelson answered questions from the membership.

Paul Hogle presented the oneDSO: a campaign for a DSO Renaissance. He reviewed the campaign's purpose and statement of goals, including the $200M goal, a breakdown of the gift allocations (new endowment, anticipated planned & deferred gifts, bridge funding, living & permanent endowment funds for signature programs, and campaign costs), campaign strategy stages (phases and timetable), and leadership structure. Mr. Hogle entertained questions from the membership. The Campaign for a DSO Renaissance was duly moved and seconded. After further discussion, the oneDSO campaign the following resolutions were unanimously approved by a show of hands: BE IT RESOLVED, that "the endowment funding commensurate with the "Blueprint 2023" and consistent with the "Campaign Plan;" and FURTHER RESOLVED, that "the Board" extends its deep appreciation to Peter Cummings and Jim Nicholson for agreeing to co-chair "The Campaign" and "the Board" acknowledges and pledges its individual and collective support and commitment to take every possible leadership step in order for the DSO to reach "The Campaign's" goals and collectives.

5. Executive Session **Phillip Wm. Fisher**

Detroit Symphony Orchestra
Statement of Operations
For the Year Ended August 31, 2013
Preliminary and Unaudited

	Year Ended August 31, 2013			
	Actual	Budget	Variance Fav/(Unfav)	Notes
Revenue:				
Ticket revenue	$ 6,178	$ 5,961	$ 217	A
Education, Retail, Rental, and Catering	989	1,379	(390)	B
Contributions	13,526	13,085	441	C
FY '13 Deficit Reduction Initiative	3,876	-	3,876	
Total Revenue	**24,569**	**20,425**	**4,144**	
Operating Expense				
Orchestra	11,569	11,379	(190)	D
Other artistic and production	4,685	4,466	(219)	E
Education	452	433	(19)	
Patron development, engagement & advancement	2,994	2,806	(188)	F
Advertising and marketing	1,674	1,574	(100)	
Administration	6,387	5,529	(858)	G
Total operating expense	**27,761**	**26,187**	**(1,574)**	
Net operating surplus/(deficit)	**(3,192)**	**(5,762)**	**2,570**	
Non-operating items:				
Endowment income	1,417	1,158	259	H
OPRP Surplus	927	700	227	
Depreciation expense	(137)	(167)	30	
Pledge Recovery	1,000	-	1,000	
Total non-operating income/(expense)	**3,207**	**1,691**	**1,516**	
Net surplus/(deficit)	**$ 15**	**$ (4,071)**	**$ 4,086**	

Detroit Symphony Orchestra
Operating Income Statement
For the Year Ended August 31,2013
Notes

A Increase in ticket sales over budget is due to strong sales for summer and other special programs which offset negative variances in classical, jazz and neighborhood series sales.

B Shortfall in Education, Rental, Catering and Retail due to lower than anticipated rentals, slower sales at the Paradise Café, and higher education scholarships than originally budgeted.

C Favorable variance in Contributions is primarily due to larger than budgeted special event revenue as well as non-recurring restricted gifts to support special projects.

D Unfavorable variance in Orchestra Costs is due to higher than anticipated pension expense.

E Unfavorable variance in Other Artistic and Production Costs is related primarily to additional expense for extra musicians to meet score requirements.

F Unfavorable variance relates to Patron Development Admin costs, primarily printing, postage and credit card fees.

G Unfavorable variance in Administration expense relates primarily to higher than budgeted pension and healthcare expense and the accrual of severance related to the August 2013 restructure.

H Favorable variance in Endowment income relates to the draw of all available funds for operating cash needs.



III. A board that is, to a person, fully engaged in…

DETROIT SYMPHONY ORCHESTRA
LEONARD SLATKIN *Music Director*
A COMMUNITY-SUPPORTED ORCHESTRA

November 4, 2013
Chairman's Report to the Board of Directors

Dear fellow board members:

On October 7th, the Detroit Free Press printed an article with the very encouraging headline "Balanced budget almost certain as DSO raises a record $18.9M."

I imagine the staunch supporter of Detroit reading this article chalked this news up to another sign of Detroit's renaissance, even perhaps relieved that the DSO has moved beyond the challenges of the past, and is finally "out of the woods." Other readers may believe these results were lucky and unsustainable.

Perceptions can be dangerous, for without the heroic efforts of musicians, staff and donors, last year's results would have continued the annual deficits through the sixth year rather than ending in celebration. Maybe there is always a bit of truth in all perceptions?

Here's what we know going forward, what I call our reality: the DSO must exceed last year's annual fund results while building our endowment to a level that will sustain the organization for future generations. We must indeed celebrate but not rest on past success, and recommit ourselves to turning perceived heroic efforts into part of our daily routine.

The opportunities in front of us are palpable, the culture constructive and the energy of the organization is high. I know you believe, as I do, that our leadership, to the person, will seize this historic moment. On the heels of our successful retreat, you have committed yourself to action, to a higher aspiration of good standing and the bliss of quieting those who doubt us. This will require (among other things!) donors contributing without solicitation, directors soliciting others without waiting to be asked and everyone asking ourselves where sponsorship will come from while surfacing new ideas that will involve investment.

You have taken the first step by attending the retreat. Thanks to Chrysler (specifically Mike and Mauro) we connected with our own World Class assets; our people, place and purpose. Their market dictates their success as our community dictates ours. Our end product is a pride point for us all. We will need to covet this pride, convert it to passion and take the initiative to create fuel (funds) for our gleaming, our powerful made in Detroit product.

In the end, it is the donors' opinion we cherish. If they believe our recent success is ensured and they don't have to stretch their support, we are fated to looking in the rear view mirror. With all the progress made in the last few quarters, retracing our past is not an option. We can't change the past, but together we can set our sights on the future of a sustainable DSO, where ideas are met with ample funding.

Now is the time, we hold the answer. I am inspired by each of you and this incredible moment of opportunity, which I believe will lead us to enjoy reading similarly positive newspaper headlines year after year!

Warms regards,



Phillip Wm. Fisher

MAX M. FISHER MUSIC CENTER
3711 WOODWARD AVENUE · DETROIT, MI 48201
T 313.576.5100 · F 313.576.5101 · DSO.ORG

PHILLIP WM. FISHER, *Chairman*
ANNE PARSONS, *President and CEO*

DETROIT SYMPHONY ORCHESTRA
LEONARD SLATKIN *Music Director*
A COMMUNITY-SUPPORTED ORCHESTRA

November 4, 2013
President's Report to DSO's Board of Directors

Two months into our new fiscal year, the news is favorable. We are looking forward to announcing a balanced budget at our Annual Meeting in December. We have begun the new season with positive results at the box office. After giving our donors (and solicitors) a momentary rest following a very aggressive fundraising year, we are once again creating urgency around this year's annual campaign, motivated by the pressures of meeting mandatory monthly cash targets in order to sustain operations. The quiet phase of our endowment campaign is underway. And, with our first board retreat in many years behind us, I am excited by the engaged support and leadership coming from our primary governing body.

Performers, audience members and critics all agree the music making has been inspiring and satisfying. The educational and community activities have been plentiful and impactful.

As we analyze last year's results against original goals, and look ahead to fulfilling this year's plans, please know that we are giving additional attention to subscription and rental targets as well as managing for what has become a regular swing in health care and pension expenses.

Change continues to be an integral part of our processes and I believe critical to our success. People, place and purpose are all enjoying the rewards that inevitably result when accelerated motion pushes us forward.

One of the ways to build community trust is to consistently do what's promised. While we celebrate the outstanding results of last year, we remind ourselves that to be successful in tracking to the 10 year plan, we might benefit from imagining what is required when climbing a mountain. Each level will only be reached by achieving the level before. If we lag behind or stray to the side, we will fall. The good news: we seem to be solidly on course. As I evaluate the risks of our journey, I want to caution that there remains a sheer drop off on either side of our pathway, so this is especially good news! And, I happen to believe there is an exceptional view from the top we'll all want to see, in case anyone needs reminding of what's at the end of our journey.

Individual and collective actions speak to the palpable progress on cultural goals. At the retreat, the image of the peas, carrots and onions cooking together captured the imagination of many who were there. *One DSO* suggests achieving an inseparable existence between each part of our great organization. As we individually live up to standards we have articulated as desirable, we will only be successful if we realize these values in the collective. This is an "and" not "or" equation. In order to achieve the rewarding results that await us at the top of our mountain, *being the change we want to see* is an imperative.

Many thanks to you all for your participation and commitment to One DSO.



Anne Parsons

MAX M. FISHER MUSIC CENTER
3711 WOODWARD AVENUE · DETROIT, MI 48201
T 313.576.5100 · F 313.576.5101 · DSO.ORG

PHILLIP WM. FISHER, *Chairman*
ANNE PARSONS, *President and CEO*

FY14 DSO DASHBOARD

as of November 4, 2013



An Ensemble of Distinction

target: 85
73
contracted musicians

target: 73
63
musicians participating in community engagement initiatives

target: 9
2
auditions heard

Patron Base

target: 4,500
3,700
classical subscribing households

target: 7,000
1,008
donor households

target: 250,000
30,000
webcast viewing households

target: 50,000
followers on:
21,369
14,579
1,451

The Bottom Line

target: $12.8M
$2.3M
total annual fund contributions

target: $1.8M
$300,000
from board contributions

target: $6.75M
$4.16M
gross ticket sales

target: $4M
$800,000
cash on hand

Learning & Discovery

target: 1,350
636
Civic Youth Ensembles student musicians

target: 1,200
658
Soundcard holders

target: 70,000
1,035
children reached thru educational presentations

target: 10,000
5,505
patrons engaged in community experiences

Shining Brightly from the Woodward Corridor

target: $550,000
N/A
net proceeds: rental/retail/ food&beverage

target: 250
32
"Live" days in The Max

target: 300,000
80,073
People engaged digitally

target: 3,000
400
Participants in next-gen events

target: 150
54
Nationally covered DSO stories



Dashboard Notes as of November 1, 2013

An Ensemble of Distinction

When the Detroit Symphony took the stage for the first time this season, it was not in Orchestra Hall or even Detroit, but rather on stage at Avery Fisher Hall in New York's Lincoln Center in front of a packed house, performing a complete program by Chinese composer Xiaogang Ye sponsored by the Beijing Central Conservatory. An investment in the future of this organization's relationship with classical music institutions in China, this unique project is likely to produce many future benefits. While in New York, the concert received coverage nationally and abroad, especially with Chinese media who are very interested in Chinese-American musical partnerships and their future potential. (**See the Learning and Discovery section for information about future educational partnerships and the Shining Brightly from the Woodward Corridor section to learn more about the press coverage generated by this event.)**

Nine orchestra auditions are scheduled for this season in addition to the African American Fellowship audition held every two years. Our goal at the start of the season was to hold seven. In the first month of the 2013-14 season, the DSO held Principal Timpani and Third Horn auditions, resulting in two Timpani candidates returning for a trial week with Leonard Slatkin and the orchestra and two Horn players returning for a final audition round, all in January. Later this month, 97 oboe players will travel to Detroit in pursuit of becoming the DSO's next Principal Oboe following the retirement of Don Baker at the end of this season. 45 violinists have registered for our Principal Second Violin audition being held the following week.

To date 63 musicians (86%) have participated in community engagement initiatives, including music therapy at Detroit Medical Center Children's Hospital, intimate senior engagement performances at a variety of American House Senior Living Communities, sectionals and side-by-sides with the young musicians of our Civic Youth Ensembles program, and "Meet the Musician" days at community centers.

Patron Base

Classical Subscribing Households

As of October 30, 2013, the DSO has 3,700 classical subscribing households (82%) towards a goal of 4,500, including 2,847 households for Orchestra Hall and 853 households for the Neighborhood Series, which expanded this season to a seventh venue in Canton. This compares to 3,686 classical subscribing households at the same time last year.

Donor Households

Currently, over 1,000 households have contributed to the Annual Fund compared to 740 at the same time last season, 14% towards our goal of 7,000 contributing households.

Digital Media

The DSO's third season of *Live from Orchestra Hall* webcasts kicked off with the live webcast debut of international piano sensation Lang Lang. Cross-Pacific promotion by Ford China and a co-stream by Chinese-American broadcast giant Sinovision.com, along with the return of Russian streaming partner Paraclassics, helped us reach nearly 40,000 viewers between the live event and 7-day period of encore viewing.

This season premiere webcast coincided with the launch of our redesigned webcast player page on dso.org/live, featuring a simplified, streamlined design that's fully compatible across tablet and smartphones, developments made in response to the growing number of web users accessing DSO content via mobile devices. Beginning October 25, *Live from Orchestra Hall* webcasts became available in stunning 720p high definition with CD-quality audio.

We also began the season reaching a milestone 20,000 fans on Facebook—essentially doubling the DSO's social media presence for the second consecutive year, with great momentum toward our 50,000 fan target for FY14.

The Bottom Line

Annual Fund Contributions

With another year of aggressive Annual Fund goals in front of us, the DSO has raised $2.3 million toward a goal of $12.887 million, which is directly in line with this same time last season.

The Board campaign (directors, directors emeritus, and trustees) is tracking very favorably against last season with just under $300,000 in gifts compared to just under $90,000 this time last season towards a goal of $1.8 million.

In its first full season, the Gabrilowitsch Society (individual gifts of $10,000 or more) is reporting $60,000 in gifts against a goal of $1 million.

The Governing Members (giving from $2,500 to $9,999) has raised $66,000 in gifts from 24 households toward a goal of $1 million – directly in line with donations from this time last season.

Broad-based giving has taken off quickly, with just under $130,000 in gifts toward a goal of $1.23 million. This is $40,000 ahead of this time last year.

Corporate giving is also reporting very strong numbers relative to last season, standing at $1.14 million versus $700,000 last season. The corporate goal for FY14 is $2.4 million, which represents an aggressive increase over last season's total giving of $2.14 million.

Foundation Support, however, is tracking much slower than this time last season, although the lag is simply one of gift timing. $550,000 in gifts and pledges have been received toward a goal of $3.5 million. No Government gifts or pledges have been received at this time.

Volunteer Council

As of October 29, 2013, five of the remaining eight scheduled 2013 Musical Feasts have taken place.

Plans are nearly complete for the 31st Annual Nutcracker Luncheon and Boutique to be held Thursday, November 21, 2013 at the Detroit Athletic Club. The VC has been increasingly successful in obtaining underwriting for its events, and we are planning ahead to obtain underwriting for our 2014 events.

The VC just received confirmation from guest artist Martin Frost that he will be able to join us for a Celebrity Luncheon on Tuesday, March 11, 2014. Our other large fundraiser, the Trumpeting Spring Fashion Show, is scheduled for Tuesday, April 1, 2014.

Another signature event, the Musicians' Luncheon, took place on Wednesday, October 9, 2013. This year's Luncheon was an unqualified success. We had the good fortune to be joined by Phillip Fisher, Anne Parsons and Leonard Slatkin in welcoming our musicians and other members of the organization.

The Volunteer Council answered the call of the DSO to provide sales clerks for the new Shop @ the Max in exchange for receiving credit for any profits generated by the Shop. We also had volunteers assist families on the first day of this season's Civic Youth Ensembles at the request of Charles Burke. The VC continues to provide volunteers for the Neighborhood Concerts and for subscription mailings.

We are continuing to seek ways to increase the VC's membership, attendance at our events, and the DSO's reach into underrepresented ethnic, age, and geographic groups, as well as to increase our support of youth and education programs.

Gross Ticket Sales

To date, subscription and single ticket revenue is at $4.16 million towards a goal of $6.75 million.

Total subscription revenue is $3.23 million (84%) towards a combined goal of $3.83 million.

This year's subscription sales are tracking ahead of last year's subscription sales, but we still have significant work ahead to reach this year's aggressive sales goals. Between November 1 and April 1 we will need to earn $350,000 more compared to the same period last year to meet goal. Tactics will include repackaging current subscriptions, many of them featuring Yo-Yo Ma's April performance, and creating new ticketing alternatives to capture more ticket buyers, such as four-packs priced at $199 and $99. The telemarketing campaign will run through April 2014, with direct mail offers providing reinforcement. The target market is lapsed subscribers, single ticket buyers and supplemental leads based on demographic parameters that align with current DSO patrons.

Cash on Hand/Financial Operations

The financial statements for the fiscal year ending August 31, 2013 are currently being finalized. We are very pleased to report that we expect to announce a balanced budget. This compares to

a $2.8 million operating deficit in FY12, and this year is the first time since FY07 that we have will report a break even from operations. While we have fluctuations in various revenue and expense categories, we were able to offset unexpected increases in pension and other one-time expenses with increased fundraising. **Please note that the expected balanced budget remains confidential until its announcement at the Annual Meeting on December 12.**

Cash on hand as of October 31, 2013 totaled approximately $800,000 against a goal of $4-5 million, and the DSO continues to struggle with limited operating cash.

The DSO maintains a $1.2 million operating line of credit. Currently, the line of credit is fully paid down. The next draw is forecasted to occur in mid- November.

Learning & Discovery

Education

Our Civic Youth Ensembles program started in early September with 886 learners accepted into our ensembles from an audition pool of 1,050 students. 636 students ultimately decided to make the weekly commitment. CYE programs meet on Monday, Tuesday, and Wednesday evenings, as well as Saturdays, and anecdotal conversations suggest that many offers were declined due to scheduling conflicts during the weeknights. We are planning a survey to better understand and adapt to the reasons behind declined acceptances. Our revenue collection for student fees associated with the Civic Youth Ensembles is at a record level. To date we have collected more than $180,000 in tuition towards a goal of $192,000 and we anticipate exceeding goal. This is a result of new policies and procedures that were implemented during the summer of 2013. 82% of our students pay full tuition ($400 for one program; $200 for each additional program) with only 18% receiving financial assistance.

The DSO also partners with several institutions that provide similar training music services. Many of their programs reside on The Max M. Fisher Music Center campus and have direct interaction with our musicians, staff and administrative services. We include their participation as part of our metric report. Overall, we expect our training participation to increase as the academic year progresses. We have several training initiatives in the development stages, including additional summer training intensives, Neighborhood Residency Initiative enhancements and reimagined partnerships with organizations such as The Sphinx Organization and Wane State University.

Our Education Presentations metric is very low due to the lack of scheduled performances to date. Many learning communities do not allow this work to commence until the school year is underway. We anticipate a dramatic increase in our metric in November 2013.

Following the DSO's performance at Avery Fisher Hall in September 2013 in partnership with the Beijing Central Conservatory, the DSO education department has been conducting a series of conversations with Chinese officials that may ultimately result in an Orchestra Hall-based summer camp in 2014. The high level, 3 week intensive would accommodate 80 Chinese and American students working collectively with DSO musicians in chamber music, lessons, coachings, and side-by –side performances. Students would also experience cultural exchange activities, including staying in local family homes, baseball games, and interaction with international guest artists. The communication has been multi-layered and complex yet transparent. DSO Associate Concertmaster Hai Xin Wu has served as an ambassador between

the two parties during this process. The DSO has requested an upfront financial commitment by December 1, 2013 to proceed with further planning and execution.

Patrons Engaged in Community Experiences

6,505 patrons have already been engaged in community experiences. We began the season with a series of four free Community Concerts sponsored by the DTE Energy Foundation. These concerts alone reached over 5,000 patrons across the metro-Detroit region. Starting in September, individual musicians and small ensembles have performed over 30 community engagement services in the areas of Education, Wellness and Chamber Music; these initiatives have already touched more than 1,500 individuals, children and families.

Shining Brightly from the Woodward Corridor

Rental/Retail/Food & Beverage

As of October 30, 2013, the DSO has grossed $144,000 in food and beverage, rentals and retail. In contrast, last year at this time we had grossed $194,000. We are tracking slightly behind because certain recurring events are happening later this year than they did the previous year and we are confident that in the coming months, as those events occur, sales will catch up to the previous year. Our first net figures will also be available beginning next month.

"Live" Days in the Max

The Max and Orchestra Hall have been live 32 days from September 1 to October 31, 2013, which includes 97 rental events, concerts, CYE instructional days, educational events, and conferences.

The start of our 2013 rental season began with the elegant Hood & Garcia Wedding followed by the Race for the Cure Celebration. We also welcomed back the Fisher Family for their family retreat and concluded the month with the 10th Annual Arab American Museum Gala. October kicked off with the Rhonda Walker Foundation Brunch, WSU Monday at the Max, a Pre-Concert Reception with AT &T and the return of Promusica.

Next Generation

Following a launch party on a rooftop in downtown Detroit, the DSO has successfully launched the Next Generation committee with a mission of identifying and engaging a younger and more diverse audience and leaving a lasting impact for the next generation of DSO patrons. Chaired by Matt Lester, the members of this advisory committee are comprised of leaders in their 20s, 30s, and 40s, many of them working or living in downtown and midtown Detroit. The portfolio of the Next Generation work includes the Mix @ The Max concert series and the 37/11 membership program. On October 9, the Max was full as a sold out crowd of nearly 300, many of them new faces, packed the Music Box for the season opener of our Mix @ The Max, surpassing last season's highest concert attendance by almost over 65%. This eclectic series continues on Wednesday, November 20 with Speakeasy featuring musicians from the DSO lead by Principal Pops Conductor Jeff Tyzik.

Nationally Covered DSO Stories

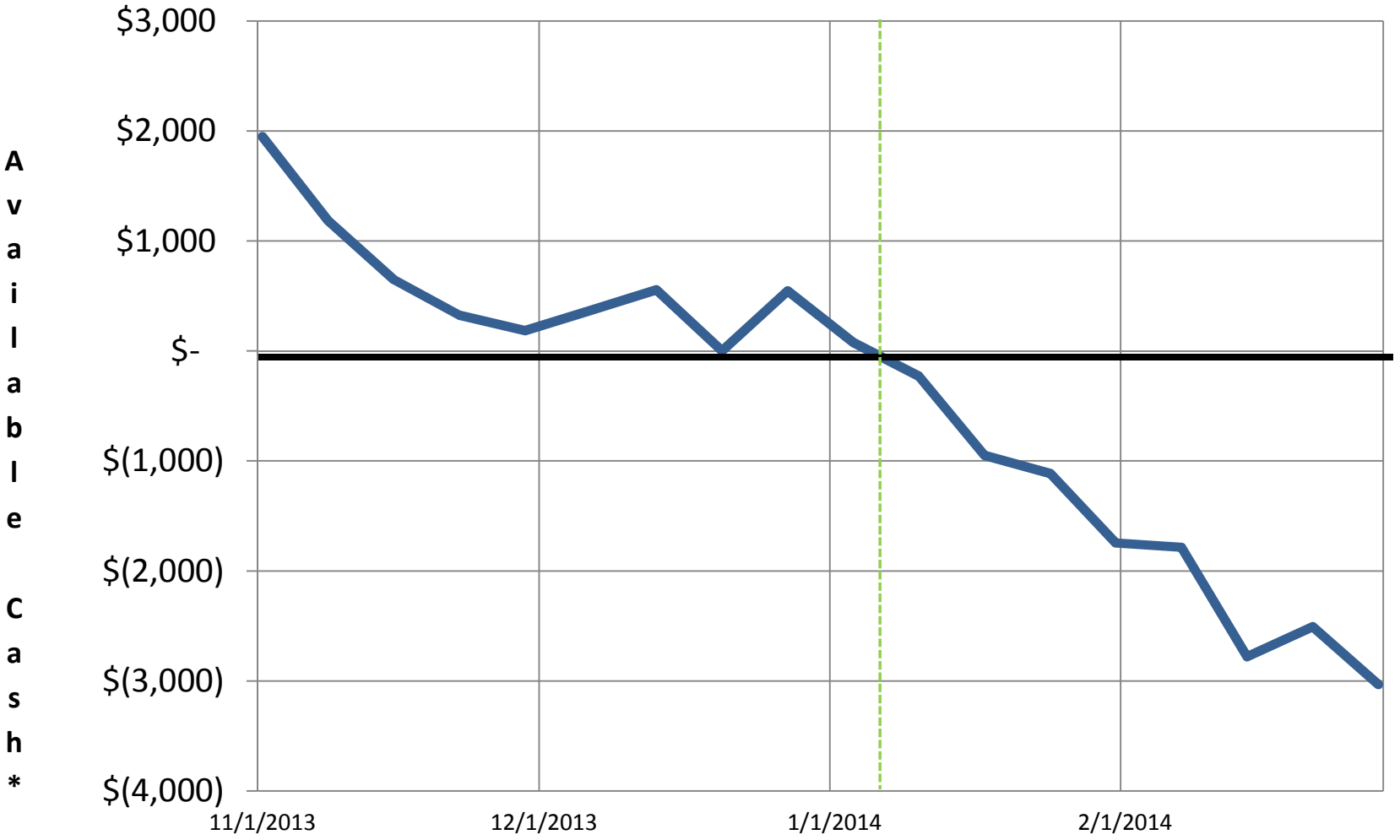
Before the DSO subscription season even started, a one-night-only performance of music by

Chinese composer Xiaogang Ye at Lincoln Center garnered extensive national and international press coverage, particularly with foreign and domestic Chinese media. The rare Lang Lang webcast, which took place just a week after the DSO's appearance at Lincoln Center, also received national attention. Live from Orchestra Hall webcasts continue to receive reviews from local and national critics, and the recent performance of "Go Get 'Em Tigers" (accompanied by the Detroit Children's Choir) was featured by MLB, the Associated Press and other national outlets. Looking forward, the World Premiere of David Del Tredici's only opera, *Dum Dee Tweedle* is likely to receive national mention as well.

Cash Forecast

As of November 4, 2013

(000's)



* Includes use of the line of credit

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~~Governing 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~~$2,500 or such other amount set from time to time by the Board of Directors, shall become ~~an active~~a Governing Member of the Corporation ~~thirty (~~30~~)~~ days following the date of such contribution and shall remain ~~an active~~a Governing Member for the remainder of the Corporation's fiscal year; provided that they shall, in any event, remain ~~an active~~a Governing Member ~~(hereinafter sometimes "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~~Governing 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~~Governing Members shall be entitled to vote at any meeting of the Governing Members of the Corporation~~. In the case of contributions by organizations, the vote may be exercised by any duly authorized representative thereof; and in the case of joint contributions by husband and wife, either of them shall be entitled to vote~~.

ARTICLE II.
MEETINGS OF THE GOVERNING MEMBERS

A. Annual Meeting

The annual meeting of Governing 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, or by the Executive Committee acting between meetings of the Board of Directors.

B. Delayed Annual Meeting

If the annual meeting of Governing Members for any reason is not held on the day fixed, such meeting may be called by the Board of Directors, or by the Executive Committee acting between meetings of 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 Governing Members may be called at any time by the Chairman, or by the Board of Directors, or by the Executive Committee acting between meetings of 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~~Governing Members.

D. Place of Meetings

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

E. Notice of Meetings

Notice of meetings (annual or special) of Governing Members shall be given to each ~~active~~Governing Member by first class mail addressed to each ~~active~~Governing 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, or by email or other generally accepted electronic method, at least ~~ten (~~10~~)~~ and not more than ~~sixty (~~60~~)~~ days prior to the meeting, postage fully prepaid. The record date of such meetings shall be fixed as of the day immediately preceding the day on which such notice shall be given. Notice may be waived by a Governing Member.

F. Proxies

Members entitled to vote at any meeting of the Governing Members may do so by proxy in writing signed by the Governing 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 Governing Members executing them. A written notice of adjudication of non-competence or death received by the corporate officer responsible for maintaining the list of Governing Members before the proxy is exercised at any designated meeting shall be deemed to revoke the proxy.

G. Voting

Each Governing Member shall be entitled to ~~1~~one vote on each matter submitted for a vote at any meeting of the Governing Members, whether voting in person or by proxy, and each vote shall be determined by the majority of the votes cast at any meeting of the Governing Members at which a quorum is present.

H. Quorum

Presence in person or by proxy of one-fifth ~~(1/5)~~ of the ~~active~~Governing Members shall constitute a quorum at any meeting of ~~active~~Governing Members. A complete alphabetical list of Governing Members as of the record date for any meeting of the Governing Members shall be produced at the time and place thereof and be subject to inspection by any Governing Member during such meeting.

I. Order of Business

The order of business at any meeting of Governing 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 (and between meetings thereof by the Executive Committee, as provided in Article V A.).

B. Directors

Directors shall, except as provided in Article III B. (5), be elected by the membership at the annual meeting of the Governing Members, 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~~a Governing 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)~~five persons.

(2) Nomination and Election

Prior to the annual meeting, the Nominating and Governance Committee shall meet and nominate persons for election as Directors at the annual meeting. Any ~~active~~Governing 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~~ Governing Members and ~~ten (10)~~five then incumbent Directors. Each ~~active~~Governing 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. After December 1, 2013, no Director who has been elected to three consecutive three year terms may be elected to a new term unless one year has elapsed since the Director last served as a Director.

(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)~~20 nor more than ~~one hundred (100).~~50 until December 31, 2014 and not less than 15 nor more than 35 thereafter.

(5) Vacancies

Any vacancy on the Board of Directors may be filled by the Board of Directors (but not by the Executive Committee) 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 of Directors shall have all the privileges of Directors, (including but not limited to the right to vote at meetings of the Board of Directors at which they are present in person or participate pursuant to Article III F or G). Unless sooner terminated by the Board of Directors, the term of each Director serving by virtue of any office or position so held shall coincide with the term of such office or position. Ex Officio members of the Board of Directors shall not be counted in the number of Directors as set forth in Article III B (4) of these Bylaws, but may be counted in determining a quorum as set forth in Article III D. Anything in these Bylaws to the contrary notwithstanding, the Members shall have the right to select deserving individuals as Lifetime Directors, who shall have all of the rights and privileges of Ex Officio Directors, and who shall thereafter be deemed reelected in such capacity every three years, subject only to future actions by the Board of Directors.

The Board of Directors may also designate any former Director as an Emeritus Director. An Emeritus Director may attend Board and committee meetings but shall not have the right to vote and shall not be counted in determining a quorum.

D. Quorum

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

E. Meetings and Notice Thereof.

Meetings of the Board of Directors shall be held at such times and places as the Board of Directors, or Executive Committee acting in its behalf as provided in these By-Laws, shall provide or as the Chairperson or any Vice-Chairperson shall call. Notice of regular or special meetings of the Board of Directors shall be given to all Directors 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 Directors and, if so, no notice shall be required for the holding of such meeting~~a Director. Attendance at such meetings shall constitute waiver of notice thereof, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because of a claim that such meeting is not lawfully called or convened. The regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Members in each year, and no prior notice thereof shall be required to be given.

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 of the Directors, or all of the Governing Members of the committee, as the case may be, shall consent thereto in writing or by email or other generally accepted electronic method. Such 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

A. Trustees

Trustees shall be individuals ~~considered deserving of the honor based on their contribution or potential contribution to~~selected to provide leadership and insight in the development of strategy to further the Corporation~~ in~~'s objectives, and other individuals whose service~~,~~ and financial support ~~or otherwise~~of the organization merit special recognition.

B. Advisory Capacity

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.

C. Appointment, Number and Term

Trustees shall be appointed by the Board of Directors. Unless otherwise determined by the Board of Directors, the number of Trustees shall be not less than 40 nor more than 75. Trustees shall serve for a ~~three~~ one 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 (including but not limited to Section 528 of the Michigan Nonprofit Corporation Act, if and as applicable), 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. ~~One-third (1/3)~~A majority 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 any long-range, strategic or other plans of the Corporation.

(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~~Capital Asset Committee

The ~~Facilities~~Capital Asset 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.

(7) Audit Committee.

The Audit Committee shall be directly responsible for the appointment, retention and supervision of the external independent auditors of the Corporation. It shall submit all financial statements prepared by the auditors to the Board of Directors with explanations ~~thereof~~ and recommendations ~~with respect thereto~~. It shall comply with ~~the "Sarbanes Oxley Law" and~~ all applicable ~~regulations or rules issued pursuant thereto by any governmental agency, and all amendments and modifications thereof and any successors thereof~~governmental regulations. It shall cause all entries upon the books and records of the Corporation to be carried out in accordance with generally accepted accounting and auditing practices and principles. It shall be fully independent and separate from the Finance Committee and there shall be no member of the Audit Committee who is also a member of the Finance Committee. It shall carry out its duties pursuant to the provisions of the Charter for the Audit Committee and the Conflicts of Interest Policy as adopted by the Board of Directors of the Corporation, as the same may be amended or modified by the Board of Directors or by the Executive Committee from time to time. It shall consist of three or more independent Directors, at least one of whom shall qualify as a financial expert, none of whom are officers or employees of or are compensated by the Corporation, or have any interest in any entity or any family or other relationship with any person having any contractual or business relationship with the Corporation.

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~~Director and may include

Trustees, Governing Members 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 (other than the Executive Committee) and the chairpersons or vice chairpersons ~~thereof~~of each committee. 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~~a Committee ~~and, if so, no notice shall be required for the holding of such meetings~~member. 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~~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 annual meeting held immediately following 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 bylaw 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 chairman of the Board of Directors of the Corporation, and may be elected as 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~~A 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, may be elected as the chief executive officer of the Corporation, and/or may be elected as the chief operating officer of the Corporation, with authority in either event to carry out all regular day to day business thereof, and in conjunction therewith to execute all documents and agreements in behalf of the Corporation relative to such business (but not as to mortgaging or sale of any material property of the Corporation or matters provided for in Articles VII or VIII). The President shall be an Ex Officio 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 laws, 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 IX 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~~Governing Members present in person or by proxy at any meeting of Members, or by a majority vote of the Directors then in office (but not by the Executive Committee).

ARTICLE XII.
APPLICABLE LAWS

Other than as set forth in these Bylaws or as set forth in the Articles of Incorporation, or any amendments to these Bylaws or to the Articles of Incorporation, the Corporation, its Members, Directors, Executive Committee and other committees and officers shall have the powers, rights and privileges and be subject to the duties and obligations set forth in the Michigan Nonprofit Corporation Act, MCLA 450.2101 et. seq., and any amendments or modifications thereto, or in any other applicable statutes and laws.

(Note: These Bylaws contain all amendments through and including ~~December 11, 2008~~_____.)

Document comparison by Workshare Compare on Wednesday, October 30, 2013 8:42:02 AM

Input:	
Document 1 ID	interwovenSite://HMSCDMS/ACTIVE/13097297/1
Description	#13097297v1<ACTIVE> - dso bylaws with highlights
Document 2 ID	interwovenSite://HMSCDMS/ACTIVE/13097297/4
Description	#13097297v4<ACTIVE> - dso bylaws with highlights
Rendering set	Standard

Legend:	
Insertion	
~~Deletion~~	
~~Moved from~~	
Moved to	
Style change	
Format change	
~~Moved deletion~~	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	72
Deletions	71
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	143

DETROIT SYMPHONY ORCHESTRA
LEONARD SLATKIN *Music Director*
A COMMUNITY-SUPPORTED ORCHESTRA

Nominee for Election to the Board of Directors



Mr. Robert Bluestein serves as President of the Company with primary responsibility for the administration and structure of each portfolio under management. Mr. Bluestein graduated with a B.S. in 1967 from Cornell University and an M.B.A. in 1969 from the University of Michigan.

Mr. Bluestein began his career in the securities industry in 1969. He joined Goldman, Sachs & Co. in 1977, where he served as Vice President and Regional Manager. In that position, his responsibilities included administration of the North Central Region for the various divisions of Goldman, Sachs & Co., as well as coverage of major investment portfolios for research and trade-related services.

Mr. Bluestein currently serves as a member of the Board of Trustees of the College for Creative Studies in Detroit, Michigan. He served as a national co-chair from 1990 through 1995 of the Cornell Fund Campaign for the School of Industrial and Labor Relations, was a recipient of Cornell's Jerome Alpern Distinguished Alumni Award in 2000, and currently serves as a member of the ILR Alumni Advisory Board. He is a past member of the Board of Trustees of the Children's Hospital of Michigan and The Children's Center of Detroit.

Mr. Bluestein resides with his wife Suzanne in Bloomfield Hills, Michigan.

Nominees for Appointment to the DSO Board of Trustees

- **Devon Akmon:** Director of the Arab American National Museum
- **Sven O. Gierlinger:** Vice President, Hospitality and Service Culture at the Henry Ford Health System
- **Ingrid LaFleur:** Founder of Maison LaFleur
- **Matthew Lester:** Chief Executive Officer of Princeton Enterprises LLC
- **Maury Okun:** Executive Director and Co-founder of Detroit Chamber Winds & Strings, the Great Lakes Chamber Music Festival and Eisenhower Dance Ensemble
- **Rick Robinson:** CutTime Productions, LLC, Former DSO Musician
- **Mark Tapper:** President of Tapper's Diamonds & Fine Jewelry
- **Corbin Wagner:** Associate Horn Professor at MSU, Retired DSO Musician



IV. A view from the stage



V. Activating the retreat

DETROIT SYMPHONY ORCHESTRA
LEONARD SLATKIN *Music Director*

A COMMUNITY-SUPPORTED ORCHESTRA

BOARD OF DIRECTORS INDIVIDUAL WORKPLAN

DSO Board of Directors Purpose: To have a Board that is, to a person, fully engaged in the **fiscal oversight**, **strategic thinking**, and **cultural stewardship** of the DSO

The Attributes of An Ideal DSO Director: Passionate belief in the mission, vision, and values; Ability to provide resource provision and generation; Advocacy, engagement, and connections; Ability to think in terms of vision and strategy

NAME: _____

By this time next year (Fall 2014), as a member of the DSO Board of Directors, I will have accomplished the following:

Fiscal Oversight

-

Strategic Thinking

-

Cultural Stewardship

-

Resource Generation

-

FY14 BOARD BINGO

PURCHASE A CLASSICAL SUBSCRIPTION	FRIEND THE DSO ON FACEBOOK	ATTEND AN ORCHESTRA AUDITION	BRING 5 GUESTS TO THE DSO HEROES GALA	MAKE YOUR ANNUAL FUND GIFT
UTILIZE THE MAX FOR A PERSONAL OR BUSINESS EVENT	MAKE A PEER-TO-PEER ANNUAL FUND SOLICITATION	INVITE A MUSICIAN OUT TO LUNCH	WATCH A "LIVE FROM ORCHESTRA HALL" WEBCAST	ATTEND THE 2013 DSO ANNUAL MEETING
RECOMMEND A CANDIDATE FOR TRUSTEESHIP	JOIN A BOARD TASK FORCE OR COMMITTEE	DSO CREATE YOUR OWN	VISIT A NEIGHBORHOOD CONCERT VENUE	ATTEND A JAZZ CONCERT
MAKE A CORPORATE SOLICITATION	ATTEND THE DSO CLASSICAL ROOTS CELEBRATION	INCREASE YOUR ANNUAL FUND GIFT	BECOME A MEMBER OF THE DSO GABRILOWITSCH SOCIETY	INVITE A NEW GUEST TO A DSO CONCERT
ATTEND A POPS CONCERT	DOWNLOAD THE "DSO TO GO" APP	BECOME A DSO GOVERNING MEMBER	ATTEND A DSO CIVIC CONCERT	INVITE A STAFF MEMBER OUT TO LUNCH

Bingo card is eligible for use between September 1, 2013 and August 31, 2014

NAME: _____



VI. Executive Session