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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2007

Open to Public Inspection

A For the 2007 calendar year, or tax year beginning 08-01-2007 and ending 07-31-2008

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

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

C Name of organization
FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION INC

Number and street (or P O box if mail is not delivered to street address) | Room/suite
330 E 4TH ST No 200

City or town, state or country, and ZIP + 4
FORT WORTH, TX 761024019

D Employer identification number
75-6004761

E Telephone number
(817) 665-6500

F Accounting method ☐ Cash ☑ Accrual ☐ Other (specify) ▶

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

G Web site: ▶ WWW FWSYMPHONY ORG

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

K Check here ▶ ☐ if the organization is not a 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

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 16,665,872

H *and* **I** *are not applicable to section 527 organizations*

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) If "Yes" enter number of affiliates ▶

H(c) Are all affiliates included? ☐ Yes ☐ No
(If "No," attach a list See instructions)

H(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☑ No

I Group Exemption Number ▶

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

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances *(See the instructions.)*

Revenue	1	Contributions, gifts, grants, and similar amounts received				
	a	Contributions to donor advised funds	1a			
	b	Direct public support (not included on line 1a)	1b	5,548,701		
	c	Indirect public support (not included on line 1a)	1c	478,106		
	d	Government contributions (grants) (not included on line 1a)	1d	48,461		
	e	**Total** (add lines 1a through 1d) (cash $ 6,033,283 noncash $ 41,985)			1e	6,075,268
	2	Program service revenue including government fees and contracts (from Part VII, line 93)			2	5,800,159
	3	Membership dues and assessments			3	13,658
	4	Interest on savings and temporary cash investments			4	184,457
	5	Dividends and interest from securities			5	776,276
	6a	Gross rents	6a	770		
	b	Less rental expenses	6b			
	c	Net rental income or (loss) subtract line 6b from line 6a			6c	770
	7	Other investment income (describe ▶)			7	
	8a	Gross amount from sales of assets other than inventory — **(A)** Securities: 3,700,324	8a	**(B)** Other:		
	b	Less cost or other basis and sales expenses: 3,329,330	8b			
	c	Gain or (loss) (attach schedule): 370,994	8c			
	d	Net gain or (loss) Combine line 8c, columns (A) and (B)			8d	370,994
	9	Special events and activities (attach schedule) If any amount is from **gaming**, check here ▶ ☐				
	a	Gross revenue (not including $ _____ of contributions reported on line 1b)	9a	101,665		
	b	Less direct expenses other than fundraising expenses	9b	211,494		
	c	Net income or (loss) from special events Subtract line 9b from line 9a			9c	-109,829
	10a	Gross sales of inventory, less returns and allowances	10a			
	b	Less cost of goods sold	10b			
	c	Gross profit or (loss) from sales of inventory (attach schedule) Subtract line 10b from line 10a			10c	
	11	Other revenue (from Part VII, line 103)			11	13,295
	12	**Total revenue** Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11			12	13,125,048
Expenses	13	Program services (from line 44, column (B))			13	10,218,557
	14	Management and general (from line 44, column (C))			14	1,777,383
	15	Fundraising (from line 44, column (D))			15	486,444
	16	Payments to affiliates (attach schedule)			16	
	17	**Total expenses** Add lines 16 and 44, column (A)			17	12,482,384
Net Assets	18	Excess or (deficit) for the year Subtract line 17 from line 12			18	642,664
	19	Net assets or fund balances at beginning of year (from line 73, column (A))			19	29,742,565
	20	Other changes in net assets or fund balances (attach explanation)			20	-776,859
	21	Net assets or fund balances at end of year Combine lines 18, 19, and 20			21	29,608,370

Part II Statement of Functional Expenses

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

	Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a	Grants paid from donor advised funds (attach Schedule) (cash $_____ noncash $_____) If this amount includes foreign grants, check here ▶ ☐	22a				
22b	Other grants and allocations (attach schedule) (cash $_____ noncash $_____) If this amount includes foreign grants, check here ▶ ☐	22b				
23	Specific assistance to individuals (attach schedule)	23				
24	Benefits paid to or for members (attach schedule)	24				
25a	Compensation of current officers, directors, key employees etc Listed in Part V-A (attach schedule)	25a	669,610	80,310	395,593	193,707
b	Compensation of former officers, directors, key employees etc listed in Part V-B (attach schedule)	25b				
c	Compensation and other distributions not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)	25c				
26	Salaries and wages of employees not included on lines 25a, b and c	26	6,587,235	5,815,135	604,574	167,526
27	Pension plan contributions not included on lines 25a, b and c	27	269,288	223,858	39,295	6,135
28	Employee benefits not included on lines 25a - 27	28	651,712	509,610	142,102	
29	Payroll taxes	29				
30	Professional fundraising fees	30				
31	Accounting fees	31				
32	Legal fees	32				
33	Supplies	33	10,924		10,924	
34	Telephone	34	10,781		10,781	
35	Postage and shipping	35	24,283	20,046	4,237	
36	Occupancy	36	151,085		151,085	
37	Equipment rental and maintenance	37	131,696	40,334	91,362	
38	Printing and publications	38	15,996	14,332	1,664	
39	Travel	39	527,696	527,696		
40	Conferences, conventions, and meetings . .	40	9,389		9,389	
41	Interest	41				
42	Depreciation, depletion, etc (attach schedule)	42	79,946	13,269	66,677	
43	Other expenses not covered above (itemize)					
a	See Additional Data Table	43a				
b		43b				
c		43c				
d		43d				
e		43e				
f		43f				
g		43g				
44	**Total functional expenses.** Add lines 22a through 43g (Organizations completing columns (B)-(D), carry these totals to lines 13—15)	44	12,482,384	10,218,557	1,777,383	486,444

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

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

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

Part III Statement of Program Service Accomplishments *(See the instructions.)*

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

What is the organization's primary exempt purpose? ▶ PRESENTING ORCHESTRAL CONCERTS TO EDUCATE PUBLIC AND COMMUNITY All organizations must describe their exempt purpose achievements in a clear and concise manner State the number of clients served, publications issued, etc Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others)	**Program Service Expenses** (Required for 501(c)(3) and (4) orgs , and 4947(a)(1) trusts, but optional for others)
a SUBSCRIPTION CONCERT - 88 CONCERTS WITH ATTENDANCE OF APPROXIMATELY 133,747 INCLUDES PERFORMANCES FOR COMMUNITY WIDE EVENTS AND PRESENTING GUEST ARTISTS AND FREE LECTURES (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	9,503,258
b TOURING CONCERTS - PERFORMED 19 REGIONAL CONCERTS FOR COMMUNITIES WITHOUT A SYMPHONY, REACHED APPROXIMATELY 16,559 ADULTS AND CHILDREN INCLUDING MANY MINORITY POPULATIONS, PERFORMED CARNEGIE HALL (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	204,371
c EDUCATION CONCERTS - PERFORMED 40 CONCERTS FOR YOUTH THROUGHOUT THE AREA INCLUDING CONCERTS FOR PRESCHOOLERS, IN-SCHOOL CONCERTS AT AREA SCHOOLS, CONCERTS FOR 4TH AND 5TH GRADERS AND PERFORMED IN MINORITY NEIGHBORHOODS (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	510,928
d _____ (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
e Other program services (attach schedule) (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
f **Total of Program Service Expenses** (should equal line 44, column (B), Program services) . . . . ▶	10,218,557

Part IV Balance Sheets *(See the instructions.)*

Note: *Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.*

					(A) Beginning of year		(B) End of year
Assets	45	Cash—non-interest-bearing			1,195	45	1,838
	46	Savings and temporary cash investments			3,285,489	46	3,144,185
	47a	Accounts receivable	47a	207,898			
	b	Less allowance for doubtful accounts	47b		74,900	47c	207,898
	48a	Pledges receivable	48a	599,675			
	b	Less allowance for doubtful accounts	48b		1,956,334	48c	599,675
	49	Grants receivable				49	
	50a	Receivables from current and former officers, directors, trustees, and key employees (attach schedule)				50a	
	b	Receivables from other disqualified persons (as defined under section 4958(c)(3)(B) (attach schedule)				50b	
	51a	Other notes and loans receivable (attach schedule)	51a	2,868			
	b	Less allowance for doubtful accounts	51b		3,826	51c	2,868
	52	Inventories for sale or use				52	
	53	Prepaid expenses and deferred charges			283,364	53	223,714
	54a	Investments—publicly-traded securities ▶ ☐ Cost ☑ FMV			20,744,110	54a	21,459,095
	b	Investments—other securities (attach schedule) ▶ ☐ Cost ☐ FMV				54b	
	55a	Investments—land, buildings, and equipment basis	55a				
	b	Less accumulated depreciation (attach schedule)	55b			55c	
	56	Investments—other (attach schedule)				56	
	57a	Land, buildings, and equipment basis	57a	1,054,880			
	b	Less accumulated depreciation (attach schedule)	57b	899,801	211,623	57c	155,079
	58	Other assets, including program-related investments (describe ▶)			5,217,292	58	5,862,105
	59	**Total assets** (must equal line 74) Add lines 45 through 58			31,778,133	59	31,656,457
Liabilities	60	Accounts payable and accrued expenses			406,996	60	294,543
	61	Grants payable				61	
	62	Deferred revenue			1,628,572	62	1,753,544
	63	Loans from officers, directors, trustees, and key employees (attach schedule)				63	
	64a	Tax-exempt bond liabilities (attach schedule)				64a	
	b	Mortgages and other notes payable (attach schedule)				64b	
	65	Other liabilities (describe ▶)				65	
	66	**Total liabilities** Add lines 60 through 65			2,035,568	66	2,048,087
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here** ▶ ☑ and complete lines 67 through 69 and lines 73 and 74					
	67	Unrestricted			2,883,788	67	1,316,109
	68	Temporarily restricted			1,276,856	68	986,762
	69	Permanently restricted			25,581,921	69	27,305,499
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 70 through 74					
	70	Capital stock, trust principal, or current funds				70	
	71	Paid-in or capital surplus, or land, building, and equipment fund				71	
	72	Retained earnings, endowment, accumulated income, or other funds				72	
	73	**Total net assets or fund balances** Add lines 67 through 69 **or** lines 70 through 72 (Column (A) **must** equal line 19 and column (B) **must** equal line 21)			29,742,565	73	29,608,370
	74	**Total liabilities and net assets / fund balances** Add lines 66 and 73			31,778,133	74	31,656,457

Part IV-A **Reconciliation of Revenue per Audited Financial Statements With Revenue per Return** *(See the instructions.)*

a	Total revenue, gains, and other support per audited financial statements			**a**	13,167,837
b	Amounts included on line **a** but not on Part I, line 12				
1	Net unrealized gains on investments	**b1**	-776,859		
2	Donated services and use of facilities	**b2**			
3	Recoveries of prior year grants	**b3**			
4	Other (specify)	**b4**	715,108		
	Add lines **b1** through **b4**			**b**	-61,751
c	Subtract line **b** from line **a**			**c**	13,229,588
d	Amounts included on Part I, line 12, but not on line **a**				
1	Investment expenses not included on Part I, line 6b	**d1**	106,955		
2	Other (specify)	**d2**	-211,495		
	Add lines **d1** and **d2**			**d**	-61,751
e	**Total revenue** (Part I, line 12) Add lines **c** and **d** ▶			**e**	13,125,048

Part IV-B **Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

a	Total expenses and losses per audited financial statements			**a**	13,302,032
b	Amounts included on line **a** but not on Part I, line 17				
1	Donated services and use of facilities	**b1**			
2	Prior year adjustments reported on Part I, line 20	**b2**			
3	Losses reported on Part I, line 20	**b3**			
4	Other (specify)	**b4**	715,108		
	Add lines **b1** through **b4**			**b**	715,108
c	Subtract line **b** from line **a**			**c**	12,586,924
d	Amounts included on Part I, line 17, but not on line **a:**				
1	Investment expenses not included on Part I, line 6b	**d1**	106,955		
2	Other (specify)	**d2**	-211,495		
	Add lines **d1** and **d2**			**d**	-104,540
e	**Total expenses** (Part I, line 17) Add lines **c** and **d** ▶			**e**	12,482,384

Part V-A **Current Officers, Directors, Trustees, and Key Employees** (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) *(See the instructions.)*

(A) Name and address	**(B)** Title and average hours per week devoted to position	**(C)** Compensation **(If not paid, enter -0-.)**	**(D)** Contributions to employee benefit plans & deferred compensation plans	**(E)** Expense account and other allowances
See Additional Data Table				

Part V-A Current Officers, Directors, Trustees, and Key Employees *(continued)*

			Yes	No
75a	Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings . . . . . ▶ 126			
b	Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s) .	**75b**	Yes	
c	Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization" . . . . . ▶	**75c**		No
	If "Yes," attach a statement that includes the information described in the instructions			
d	Does the organization have a written conflict of interest policy?	**75d**	Yes	

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	**(B)** Loans and Advances	**(C)** Compensation (If not paid enter -0-)	**(D)** Contributions to employee benefit plans and deferred compensation plans	**(E)** Expense account and other allowances

Part VI Other Information *(See the instructions.)*

			Yes	No
76	Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change	**76**		No
77	Were any changes made in the organizing or governing documents but not reported to the IRS? . . .	**77**	Yes	
	If "Yes," attach a conformed copy of the changes			
78a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return? . . .	**78a**	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**78b**	Yes	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	**79**		No
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc , to any other exempt or nonexempt organization?	**80a**		No
b	If "Yes," enter the name of the organization ▶ _____ _____ and check whether it is ☐ exempt **or** ☐ nonexempt			
81a	Enter direct or indirect political expenditures (See line 81 instructions) . . . **81a**			
b	Did the organization file **Form 1120-POL** for this year?	**81b**		No

Part VI Other Information *(continued)*

			Yes	No
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	Yes	
b	If "Yes," you may indicate the value of these items here Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III) 82b 721,702			
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	Yes	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	Yes	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b		
85	*501(c)(4), (5), or (6) organizations.* **a** Were substantially all dues nondeductible by members?	85a		
b	Did the organization make only in-house lobbying expenditures of $2,000 or less?	85b		
	If "Yes," was answered to either 85a or 85b, **do not** complete 85c through 85h below unless the organization received a waiver for proxy tax owed the prior year			
c	Dues assessments, and similar amounts from members 85c			
d	Section 162(e) lobbying and political expenditures 85d			
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e			
f	Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f			
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g		
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h		
86	*501(c)(7) orgs.* Enter **a** Initiation fees and capital contributions included on line 12 86a			
b	Gross receipts, included on line 12, for public use of club facilities 86b			
87	*501(c)(12) orgs.* Enter **a** Gross income from members or shareholders 87a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) 87b			
88a	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Part IX	88a		No
b	At any time during the year, did the organization directly or indirectly own a controlled entity within the meaning of section 512(b)(13)? If yes complete Part XI	88b		No
89a	*501(c)(3) organizations* Enter Amount of tax imposed on the organization during the year under section 4911 ▶ 0, section 4912 ▶ 0, section 4955 ▶ 0			
b	*501(c)(3) and 501(c)(4) orgs.* Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b		No
c	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0			
d	Enter Amount of tax on line 89c, above, reimbursed by the organization ▶			
e	*All organizations.* At any time during the tax year was the organization a party to a prohibited tax shelter transaction?	89e		No
f	*All organizations.* Did the organization acquire direct or indirect interest in any applicable insurance contract?	89f		No
g	*For supporting organizations and sponsoring organizations maintaining donor advised funds.* Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	89g		No
90a	List the states with which a copy of this return is filed ▶			
b	Number of employees employed in the pay period that includes March 12, 2007 (See instructions) 90b 174			
91a	The books are in care of ▶ MELINDA W HAYDEN Telephone no ▶ (817) 665-6500			
	Located at ▶ 330 EAST 4TH ST SUITE 200 FORT WORTH, TX ZIP + 4 ▶ 76102			
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)?	91b		No
	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			

Part VI Other Information *(continued)*

		Yes	No
c At any time during the calendar year, did the organization maintain an office outside of the United States?	91c		No

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

92 *Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of* ***Form 1041***—Check here . . . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the tax year . . . . ▶ 92

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

Note: *Enter gross amounts unless otherwise indicated.*

		Unrelated business income		Excluded by section 512, 513, or 514		(E)
		(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	Related or exempt function income
93	Program service revenue					
a	SUBSCRIPTION CONCERTS					3,082,458
b	REGIONAL TOURING					2,717,701
c						
d						
e						
f	Medicare/Medicaid payments					
g	Fees and contracts from government agencies					
94	Membership dues and assessments . . .					13,658
95	Interest on savings and temporary cash investments			14	184,457	
96	Dividends and interest from securities . . .			14	776,276	
97	Net rental income or (loss) from real estate					
a	debt-financed property					
b	non debt-financed property					
98	Net rental income or (loss) from personal property	900002	770			
99	Other investment income					
100	Gain or (loss) from sales of assets other than inventory			18	370,994	
101	Net income or (loss) from special events . .					-109,829
102	Gross profit or (loss) from sales of inventory					
103	Other revenue a ADVERTISING INCOME	541800	10,119			
b	MISCELLANEOUS INCOME					3,176
c						
d						
e						
104	Subtotal (add columns (B), (D), and (E)) . .		10,889		1,331,727	5,707,164
105	**Total** (add line 104, columns (B), (D), and (E)) . . . . . ▶					7,049,780

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

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

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
93A	SUBSCRIPTION CONCERTS EDUCATE THE LOCAL POPULATION BY PRESENTING ORCHESTRAL MUSIC
93B	REGIONAL TOURING CONCERTS EDUCATE AREAS WITHOUT A LOCAL ORCHESTRA BY PRESENTING ORCHESTRAL MUSIC
103B	REFUNDS OF EXPENSES PREVIOUSLY REPORTED

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities ***(See the instructions.)***

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

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

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . ☐ **Yes** ☑ **No**

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . ☐ **Yes** ☑ **No**

NOTE: *If "Yes" to* ***(b),*** *file Form 8870* ***and*** *Form 4720 (see instructions).*

Part XI **Information Regarding Transfers To and From Controlled Entities** *Complete only if the organization is a controlling organization as defined in section 512(b)(13)*

		Yes	No
106	Did the reporting organization **make** any transfers **to** a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity		

	(A) Name and address of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
	Totals			

		Yes	No
107	Did the reporting organization **receive** any transfers **from** a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity		

	(A) Name and address of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
	Totals			

		Yes	No
108	Did the organization have a binding written contract in effect on August 17, 2006 covering the interests, rents, royalties and annuities described in question 107 above?		

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

Please Sign Here

****** Signature of officer

MELINDA HAYDEN DIRECTOR OF FINANCE Type or print name and title

Paid Preparer's Use Only

Preparer's signature ROBERT W DUKE Date

Firm's name (or yours if self-employed), address, and ZIP + 4 Sproles Woodard LLP

777 Main Street Suite 3250

Fort Worth, TX 761025304

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

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

Supplementary Information—(See separate instructions.)

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

OMB No 1545-0047

2007

Name of the organization
FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION INC

Employer identification number
75-6004761

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

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
MIGUEL HARTH-BEDOYA 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	MUSIC DIRECTOR 40 00	280,000	18,310	637
MICHAEL SHIH 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	MUSICIAN 40 00	120,000	9,918	0
SWANG LIN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	MUSICIAN 40 00	83,791	9,918	0
STEVE WEGER 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	MUSICIAN 40 00	77,821	9,918	0
JENNIFER CORNING 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	MUSICIAN 40 00	78,245	9,918	0
Total number of other employees paid over $50,000 ▶	58			

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

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over $50,000 for professional services ▶

Part II-B **Compensation of the Five Highest Paid Independent Contractors for Other Services** (List each contractor who performed services other than professional services, whether individual or firms. If there are none, enter "None". See page 2 for instructions.)

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
None		

Total number of other contractors receiving over $50,000 for other services ▶

Part III Statements About Activities (See page 2 of the instructions.)

			Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, include any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶$ _____(Must equal amounts on line 38, Part VI-A, or line 1 of Part VI-B)	1			No
	Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities				
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? *(If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)*				
a	Sale, exchange, or leasing property?	2a			No
b	Lending of money or other extension of credit?	2b			No
c	Furnishing of goods, services, or facilities?	2c			No
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)?	2d		Yes	
e	Transfer of any part of its income or assets?	2e			No
3a	Did the organization make grants for scholarships, fellowships, student loans, etc ? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments)	3a			No
b	Did the organization have a section 403(b) annuity plan for its employees?	3b			No
c	Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment , historic land areas or structures? If "Yes" attach a detailed statement	3c			No
d	Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d			No
4a	Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g If "No," complete lines 4f and 4g	4a			No
b	Did the organization make any taxable distributions under section 4966?	4b			
c	Did the organization make a distribution to a donor, donor advisor, or related person?	4c			
d	Enter the total number of donor advised funds owned at the end of the tax year ▶_____				
e	Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ▶_____				
f	Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ▶0				
g	Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ▶0				

Part IV Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions.)

I certify that the organization is not a private foundation because it is (Please check only **ONE** applicable box)

5 ☐ A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)

6 ☐ A school Section 170(b)(1)(A)(ii) (Also complete Part V)

7 ☐ A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)

8 ☐ A federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)

9 ☐ A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) **Enter the hospital's name, city, and state** ▶ _____

10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)

11a ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

11b ☐ A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

12 ☑ An organization that normally receives **(1) more than 331/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc , functions—subject to certain exceptions, and **(2) no more than 331/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A)

13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3) Check the box that describes the type of supporting organization

☐ Type I ☐ Type II ☐ Type III - Functionally Integrated ☐ Type III - Other

Provide the following information about the supported organizations. (see page 7 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents? Yes	(d) No	(e) Amount of support?
Total ▶					

14 ☐ An organization organized and operated to test for public safety Section 509(a)(4) (See page 7 of the instructions)

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

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

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)	7,070,922	7,718,774	6,021,316	4,830,508	25,641,520
16 Membership fees received	13,375	10,170	48,289		71,834
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc , purpose	6,159,413	4,793,717	5,373,393	4,716,920	21,043,443
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	806,251	736,709	974,452	696,095	3,213,507
19 Net income from unrelated business activities not included in line 18					0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0
21 The value of services or facilities furnished to the organization by a governmental unit without charge Do not include the value of services or facilities generally furnished to the public without charge					0
22 Other income Attach a schedule Do not include gain or (loss) from sale of capital assets	12,218	12,511	15,963		40,692
23 Total of lines 15 through 22	14,062,179	13,271,881	12,433,413	10,243,523	50,010,996
24 Line 23 minus line 17	7,902,766	8,478,164	7,060,020	5,526,603	28,967,553
25 Enter 1% of line 23	140,622	132,719	124,334	102,435	

26 Organizations described on lines 10 or 11: **a** Enter 2% of amount in column (e), line 24 ▶ **26a**

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2002 through 2005 exceeded the amount shown in line 26a **Do not file this list with your return.** Enter the total of all these excess amounts ▶ **26b** 0

c Total support for section 509(a)(1) test Enter line 24, column (e) ▶ **26c**

d Add Amounts from column (e) for lines 18 _____ 19 _____ 22 _____ 26b _____ ▶ **26d**

e Public support (line 26c minus line 26d total) ▶ **26e**

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** ▶ **26f**

27 Organizations described on line 12: **a** For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person " **Do not file this list with your return.** Enter the sum of such amounts for each year

(2006) 3,956,276 (2005) 5,579,061 (2004) 4,590,059 (2003) 3,578,915

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the **larger** of **(1)** the amount on line 25 for the year or **(2)** $5,000 (Include in the list organizations described in lines 5 through 11b, as well as individuals) **Do not file this list with your return.** After computing the difference between the amount received and the larger amount described in **(1)** or **(2)**, enter the sum of these differences (the excess amounts) for each year

(2006) 63,793 (2005) 57,671 (2004) 73,166 (2003) 147,565

c Add Amounts from column (e) for lines 15 25,641,520 16 71,834 17 21,043,443 20 0 21 0 ▶ **27c** 46,756,797

d Add Line 27a total 17,704,311 and line 27b total 342,195 ▶ **27d** 18,046,506

e Public support (line 27c total minus line 27d total) ▶ **27e** 28,710,291

f Total support for section 509(a)(2) test Enter amount from line 23, column (e) ▶ **27f** 50,010,996

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))** ▶ **27g** 5740 80 %

h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))** ▶ **27h** 642 56 %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant **Do not file this list with your return.** Do not include these grants in line 15

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

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

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

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

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

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

4-Year Averaging Period Under Section 501(h)

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

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) ▶	**(a)** 2007	**(b)** 2006	**(c)** 2005	**(d)** 2004	**(e)** Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities
(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

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

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

Part VII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations** (See page 12 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting organization to a noncharitable exempt organization of			
(i) Cash	**51a(i)**		No
(ii) Other assets	**a(ii)**		No
b Other transactions			
(i) Sales or exchanges of assets with a noncharitable exempt organization	**b(i)**		No
(ii) Purchases of assets from a noncharitable exempt organization	**b(ii)**		No
(iii) Rental of facilities, equipment, or other assets	**b(iii)**		No
(iv) Reimbursement arrangements	**b(iv)**		No
(v) Loans or loan guarantees	**b(v)**		No
(vi) Performance of services or membership or fundraising solicitations	**b(vi)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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Form **4562-FY**

Department of the Treasury
Internal Revenue Service

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-
2007
Attachment Sequence No **67**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION INC	Form 990 Page 2	75-6004761

Part I **Election To Expense Certain Property Under Section 179**

Note: *If you have any listed property, complete Part V before you complete Part I.*

1 Maximum amount See the instructions for a higher limit for certain businesses	1	125,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	500,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

(a) Description of property	(b) Cost (business use only)	(c) Elected cost
6		

7 Listed property Enter the amount from line 29	7		
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7		8	
9 Tentative deduction Enter the **smaller** of line 5 or line 8		9	
10 Carryover of disallowed deduction from line 13 of your 2006 Form 4562FY		10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)		11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11		12	
13 Carryover of disallowed deduction to 2008 Add lines 9 and 10, less line 12 ▶	13		

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property **)** (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	79,946

Part III **MACRS Depreciation (Do not** include listed property.**)** (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2007	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2007 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2007 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV **Summary** (see instructions)

21 Listed property Enter amount from line 28	21	
22 **Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instr	22	79,946
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* ***only*** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A—Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** | **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						**25**		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 .						**28**		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							**29**	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles) . .												
31 Total commuting miles driven during the year .												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use? .												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2007 tax year (see instructions)					
43 Amortization of costs that began before your 2007 tax year				**43**	
44 Total. Add amounts in column (f) See the instructions for where to report . .				**44**	

Additional Data

Software ID:
Software Version:
EIN: 75-6004761
Name: FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION INC

Form 990, Part II, Line 43 - Other expenses not covered above (itemize):

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
a ARTIST FEES	**43a**	697,671	697,671		
b MUSIC RENTAL	**43b**	56,735	56,735		
c STAGING	**43c**	42,652	42,652		
d PROMOTION SUPPLIES	**43d**	7,071	7,071		
e ADVERTISING	**43e**	328,201	328,201		
f BUSES	**43f**	9,440	9,440		
g DUES	**43g**	67,987	53,609	14,378	
h INSURANCE	**43h**	127,408	64,309	61,724	1,375
i BOX OFFICE	**43i**	25,166	25,166		
j SPECIAL PROJECTS	**43j**	743,674	743,674		
k TELEMKTTELEFND	**43k**	205,715	134,122		71,593
l SPECIAL ANNUAL PROGRAM	**43l**	52,847	52,847		
m AUDITORIUM RENTAL	**43m**	219,291	219,291		
n PROGRAM PRINTING	**43n**	2,890	2,890		
o DRAYAGE	**43o**	5,638	5,638		
p CONDUCTOR'S EXPENSE	**43p**	1,081	1,081		
q INVESTMENT FEES	**43q**	106,955		106,955	
r OTHER	**43r**	642,321	529,570	66,643	46,108

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
ANN KOONSMAN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	PRESIDENT 40 00	170,000	15,310	3,685
MELINDA HAYDEN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR OF FINANCE 40 00	103,300	11,975	0
AMY ADKINS 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR OF DEVELOPMENT 40 00	88,000	11,210	0
DAVID HADLOCK 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR OF MARKETING 40 00	88,000	11,210	0
MATT SPIVEY 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	ARTISTIC ADMINISTRATOR 40 00	70,000	10,310	0
JENNIFER SCHULTE 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR OF OPERATIONS 40 00	76,000	10,610	0
SHIRLEY ANTON 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1 00	0	0	0
MRS LISA ARPEY 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1 00	0	0	0
DIONNE BAGSBY 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1 00	0	0	0
GEORGE ANN CARTER BAHAN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1 00	0	0	0

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
NADINE J BARKER 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
HARRY E BARTEL 330 E 4TH STREET SUITE 200 fORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
ROBERT D BENDA 330 E 4TH STREET SUITE 200 fORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MRS PERRY R BASS 330 E 4TH STREET SUITE 200 fORT WORTH,TX 76102	HONORARY CHAIRMAN 1.00	0	0	0
MERCEDES T BASS 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	CHAIRMAN OF THE BOARD 1.00	0	0	0
ANN R BIGGS 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
LOU ANN BLAYLOCK 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MARVIN E BLUM 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	TREASURER 1.00	0	0	0
VICTOR J BOSCHINI JR 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
LEON H BRACHMAN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
MRS LO BRIGHTBILL III 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
LLOYD W BROOKS JR DO 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
SARA BROWN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
AMANDA BUSH 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
BEVERLY H CARDONA 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
JOHN CARPENTER 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
TIM CARTER 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
JOHN ALLEN CHALK SR 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
VAN CLIBURN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MR CARROLL W COLLINS 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
GAIL COOKE 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
GUNNIE CORBETT 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MARY ANN COTHAM 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
BARBARA A COX 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
JUANA ROSA DANIELL 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MITZI DAVIS 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
RAYMOND G DICKERSON 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
VANCE A DUFFY 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MARY JEANNE DYESS 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
KATIE FARMER 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
MILDRED HEDRICK FENDER 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
JOHN E FORESTNER 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
WILLIAM FK FRENCH 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
CORNELIA CHENEY FRIEDMAN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
PAULA O'BRIEN FULTZ 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
ARNOLD G GACHMAN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
SHIRLEY F GARVEY 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MRS SCOTT J GERRISH 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
FELICE J GIROUARD 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
GAIL ARONOFF GRANEK 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
MRS DAVID A GRANT 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
BARRY L GREEN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
JANN GREEN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MRS TOBY GUYNN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
WILLIAM P HALLMAN JR 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	CHAIRMAN EMERITUS 1.00	0	0	0
MRS JAMES D HARPER 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
ADELE HART 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	CHAIRMAN-EXEC COMMITTEE 1.00	0	0	0
SHANNON HART 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
STEWART HENDERSON 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
DR BARBARA BROWN HERMAN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
DOREEN K HILLARD 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
RT REV BISHOP SAM HULSEY 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
BRENT ROWAN HYDER 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MARTHA R HYDER 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
FATHER STEPHEN JASSO 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
JANICE KELLY 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MRS ANDREW J KEMP JR 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
TERESA KING 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	SECRETARY 1.00	0	0	0
LEWIS KORNFELD 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
LANNY LANCARTE II 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
ROBERT M LANSFORD 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MOLLIE LASATER 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
ELIZABETH H LEDYARD 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
SCOTTY MACLEAN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
CARTER JOHNSON MARTIN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
PRISCILLA W MARTIN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
LOUELLA MARTIN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
HONORABLE RANDOLPH D MASON 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
PATTY MASON 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
STUART D MCDONALD 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
ELLEN MESSMAN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
DR SUSAN MITCHELL 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
KIT MONCRIEF 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MRS RICHARD W MONCRIEF 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
LESLIE MORITZ 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
LINDA TODD MURPHY 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
JAMES L MURRAY 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
JANE NOBER 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MICHAEL NOLAN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MARTIN J NOTO JR 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
MARK G NURDIN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
LYNN O'DAY 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MRS MARK PAUKUNE 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
FRASHER HUDSON PERGANDE 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MARY PERRY 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
DR EDMUND P PILLSBURY 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
PEGGIE L RAYZOR 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
THOMAS B REYNOLDS 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
BETH RIVERS 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
AMY E ROACH 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
JEAN ROACH 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
HENRY H ROBINSON 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
THOMAS B ROMINE JR 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
ROSALYN G ROSENTHAL 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
ANN RYAN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
JUDE RYAN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
ALANN BEDFORD SAMPSON 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
JAY SANDELIN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
RAE SCHOLLMAIER 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
FRANK H SHERWOOD 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
GARY M SILMAN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
KAL SILVERBERG 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
CHARLES M SIMMONS 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
RAMSAY H SLUGG 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
THOMAS L SMITH 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MARION SNIPES 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MRS WILLIAM E STEELE III 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
KATHLEEN B STEVENS 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
JONATHAN T SUDER 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
SCOTT A SULLIVAN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
CATHY A SWEENEY 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MRS LOUIS E TAYLOR 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
ANNA BELLE P THOMAS 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
PRESTON THOMAS 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MRS KELLY R THOMPSON 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
RICE M TILLEY JR 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
JL UPCHURCH JR 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
GENEVIEVE WAGNER 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
KAREN W WATKINS 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MARTIN B WAX MD 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
LON T WERNER 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
DONNA AXUM WHITWORTH 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
ULLA WILSKA 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MARKOLETA WILSON 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
VIRGINIA L WINKER 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
GARY WORTEL 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0
MRS BOBBY J WROTEN 330 E 4TH STREET SUITE 200 FORT WORTH,TX 76102	DIRECTOR 1.00	0	0	0

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TY 2007 Gain/Loss from Sale of Public Securities Schedule

Name:	FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION INC
EIN:	75-6004761
Gross Sales Price:	3,700,324
Basis:	3,329,330
Sales Expenses:	0
Total (net):	370,994

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TY 2007 Land etc. Schedule

Name: FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION INC

EIN: 75-6004761

Category/Item	Cost/Other Basis	Accumulated Depreciation	Book Value
FURNITURE & FIXTURES	523,372	476,389	46,983
ACOUSTICAL EQUIPMENT	348,413	276,936	71,477
COMPUTER SOFTWARE	183,095	146,476	36,619

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TY 2007 Other Assets Schedule

Name: FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION INC

EIN: 75-6004761

Description	Beginning of Year Amount	End of Year Amount
BENEFICIAL INTEREST IN PERPETUAL TRUST	5,217,292	5,862,105

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TY 2007 Other Changes in Net Assets Schedule

Name: FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION INC

EIN: 75-6004761

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	-776,859

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TY 2007 Other Expenses Included Schedule

Name: FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION INC

EIN: 75-6004761

Description	Amount
IN-KIND DONATIONS	715,108

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TY 2007 Other Expenses Not Included Schedule

Name: FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION INC

EIN: 75-6004761

Description	Amount
SPECIAL EVENTS EXPENSES	-211,495

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TY 2007 Other Revenues Included Schedule

Name: FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION INC

EIN: 75-6004761

Description	Amount
IN-KIND DONATIONS	715,108

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TY 2007 Other Revenues Not Included Schedule

Name: FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION INC

EIN: 75-6004761

Description	Amount
SPECIAL EVENTS EXPENSES	-211,495

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93490076008049

TY 2007 Relationship Schedule

Name: FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION INC

EIN: 75-6004761

Person Name / Business Name	Title or Role	Person Name 2 / Business Name 2	Title or Role 2	Relationship
WILLIAM P HALLMAN JR	DIRECTOR	HENRY ROBINSON	DIRECTOR	PARTNERS IN THE LAW FIRM OF KELLY,HART AND HALLMAN, ATTORNEYS
BRENT ROWAN HYDER	DIRECTOR	MARTHA R HYDER	DIRECTOR	FAMILY MEMBERS
MRS PERRY R BASS	DIRECTOR	MRS SIDR BASS	DIRECTOR	FAMILY MEMBERS
HONORABLE RANDOLPH D MASON	DIRECTOR	MRS RANDOLPH D MASON	DIRECTOR	SPOUSES
MRS CHARLES B MONCRIEF	DIRECTOR	MRS RICHARD W MONCRIEF	DIRECTOR	FAMILY MEMBERS
LEON H BRACHMAN	DIRECTOR	WILLIAM ROSENTHAL	DIRECTOR	FAMILY MEMBERS
LEON H BRACHMAN	DIRECTOR	ROSALYN G ROSENTHAL	DIRECTOR	FAMILY MEMBERS
LEON H BRACHMAN	DIRECTOR	LON T WERNER	DIRECTOR	FAMILY MEMBERS
ADELE HART	DIRECTOR	MARY PERRY	DIRECTOR	FAMILY MEMBERS
MRS ANDREW J KEMP JR	DIRECTOR	MRS KELLY R THOMPSON	DIRECTOR	FAMILY MEMBERS
FRASHER HUDSON PERGANDE	DIRECTOR	JUDE RYAN	DIRECTOR	FAMILY MEMBERS
JEAN ROACH	DIRECTOR	AMY E ROACH	DIRECTOR	FAMILY MEMBERS
MITZI DAVIS	DIRECTOR	MRS SCOTT J GERRISH	DIRECTOR	FAMILY MEMBERS

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TY 2007 Special Events Schedule

Name: FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION INC

EIN: 75-6004761

Event Name	Gross Receipts	Contributions	Gross Revenue	Direct Expense	Net Income (Loss)
GALA	900,052	877,627	22,425	93,951	-71,526
HAYDN SEEK	86,700	79,500	7,200	40,898	-33,698
CONCERT IN THE PARK RAFFLE	63,500	0	63,500	46,695	16,805
OTHER SPECIAL EVENTS	55,532	46,992	8,540	29,950	-21,410

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TY 2007 Other Income Schedule

Name: FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION INC

EIN: 75-6004761

Description	2006	2005	2004	2003	Total
ADVERTISING INCOME	12,218	12,511	15,963		40,692
OTHER MISC INCOME					

BYLAWS

of

FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION

(as amended on October 10, 2007)

BYLAWS
of
FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION

(as amended on October 10, 2007)

TABLE OF CONTENTS

PAGE

ARTICLE I NAME AND PURPOSES 1

ARTICLE II NON-PROFIT ASSOCIATION 1

ARTICLE III PRINCIPAL OFFICE 1

ARTICLE IV BOARD OF DIRECTORS 2

Section 1. General Powers 2
Section 2. Selection of Directors 3
Section 3. Term of Office 3
Section 4. Removal and Vacancies 3

ARTICLE V MEETINGS OF BOARD OF DIRECTORS 3

Section 1. Regular Meetings 3
Section 2. Special Meetings 3
Section 3. Notice of Meetings 4
Section 4. Quorum 4
Section 5. Manner of Actng 4

ARTICLE VI OFFICERS 4

Section 1. Number and Title 4
Section 2. Election and Term of Office 4
Section 3. Removal 4
Section 4. Vacancies 5
Section 5. Chairman of the Board 5
Section 6. Chairman of the Executive Committee 5
Section 7. Vice-Chairmen 5
Section 8. President 5
Section 9. Treasurer 5
Section 10. Secretary 5

ARTICLE VII EXECUTIVE COMMITTEE 6
Section 1. Powers 6
Section 2. Members 6
Section 3. Meetings 6
Section 4. Quorum 6
Section 5. Minutes 6
Section 6. Vacancies and Removal 7
ARTICLE VIII COMMITTEES 7
Section 1. Standing Committees 7
Section 2. Special Committees 9
Section 3. Recommendations 9
Section 4. Term of Office 9
Section 5. Chairmen 9
Section 6. Vacancies 9
Section 7. Quorum 9
Section 8. Rules 10
ARTICLE IX PROVISIONS 10
Section 1. Contracts 10
ARTICLE X INTERESTED PARTY TRANSACTIONS, LIABILITY, AND INDEMNIFICATION 11
Section 1. Interested Directors and Officers 11
Section 2. Limitation of Liability 12
Section 3. Indemnification of Directors and Officers 12
Section 4. Volunteer Liability 17
ARTICLE XI AUTHORITY 17
ARTICLE XII AMENDMENT 17

BYLAWS

of

FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION

(as amended on October 10, 2007)

ARTICLE I

NAME AND PURPOSES

The name of this association (the "Association") is the "Fort Worth Symphony Orchestra Association." The Association is organized for the purpose of providing the leadership and financial support required to maintain a symphony orchestra of the first rank and to build an internationally recognized chamber orchestra, both dedicated to artistic development and performances of superior quality.

ARTICLE II

NON-PROFIT ASSOCIATION

The Association is not organized for profit, and no part of its net income shall inure to the benefit of any member, trustee, or other individual.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Association shall be located in the City of Fort Worth, County of Tarrant, State of Texas. The Association may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers.

(a) **General**. The business and affairs of the Association shall be managed by a Board of Directors which shall consist of such number of persons as the Board of Directors may specify from time to time. The Board of Directors may exercise all such powers of the Association and do all such lawful acts allowed by statute, the Association's Articles of Incorporation, or these Bylaws.

(b) **Delegation of Investment Authority**.

(1) The Board of Directors may:

(i) from time to time contract with investment counsel, trust companies, banks, investment advisors, or investment managers; and

(ii) confer on those advisors full power and authority to:

(A) purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Association; and

(B) sell, transfer, or otherwise dispose of any of the Association's asset and properties at a time and for a consideration that the advisor deems appropriate.

(2) The Board of Directors also may:

(i) confer on an advisor described by paragraph "(1)" above other powers regarding the Association's investments as the Board of Directors deems appropriate; and

(ii) authorize the advisor to hold title to any of the Association's assets and properties in its own name for the benefit of the Association or in the name of a nominee for the benefit of the Association.

(3) The Board of Directors has no liability regarding any action taken or omitted by an advisor engaged under this subsection "(b)" if the Board of Directors acted in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause, if they deem that action appropriate or necessary.

Section 2. **Selection of Directors.** The Board of Directors shall consist of those Regular Directors (the "*Regular Directors*") elected at the regular annual meeting. The Board of Directors shall also include (as non-voting members) the President of the Association and the President of the Symphony League).

Section 3. **Term of Office.** Each Regular Director shall hold office for a term of three (3) years (computed from annual meeting to annual meeting), or such additional three (3) year terms as the membership may determine, and until his or her successor shall have been elected and qualified.

Section 4. **Removal and Vacancies.** Any Regular Director may be removed by the Executive Committee whenever, in its judgment, the best interests of the Association will be served thereby. Any vacancy occurring in the Board of Directors by death, removal, incapacity, or resignation shall be filled by the Executive Committee. A Director elected to fill a vacancy shall act as such for the unexpired term of his or her predecessor in office.

ARTICLE V

MEETINGS OF BOARD OF DIRECTORS

Section 1. **Regular Meetings.** A regular annual meeting of the Board of Directors shall be held after the Association's fiscal year (which ends on July 31), without other notice than contained in these Bylaws, at such time and place as shall be determined by the Board. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution. Other meetings shall be held no less frequently than semi-annually.

Section 2. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, or in the absence of the Chairman, by the Chairman of the Executive Committee or any Vice-Chairman or a majority of the members of the Executive Committee. Special meetings of the Board of Directors may also be called upon the written request of at least twenty-five (25) Directors. The person or persons authorized to call special meetings of the Board may fix any place within Tarrant County, Texas, as the place for holding any such special meeting of the Board.

Section 3. **Notice of Meetings.** Notice of any regular or special meeting of the Board of Directors shall be given at least ten (10) days in advance by telephone call or by written notice mailed to each Director at his or her address as shown by the records of the Association. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the basis that the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any special meeting of the Board, need be specified in the notice or waiver of notice of such meeting unless required by these Bylaws.

Section 4. **Quorum.** Twenty-five (25) Regular Directors shall constitute a quorum for the transaction of business at any meeting of the Board. A majority of the Regular Directors present may adjourn the meeting from time to time without further notice.

Section 5. **Manner of Acting.** The act of a majority of the Regular Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

ARTICLE VI

OFFICERS

Section 1. **Number and Title.** The Officers of the Association shall consist of a Chairman of the Board of Directors, Chairman of the Executive Committee, up to sixteen (16) Vice-Chairmen, a President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and to perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person except the offices of the President and Secretary.

Section 2. **Election and Term of Office.** The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at the meeting of the Board of Directors. Each officer (other than the President) shall be elected for a term of one year and may be reelected to that office for such additional terms as the Board may approve. Each of the officers of the Association shall be a member of the Board of Directors of the Association. Each Officer shall hold office until his or her successor shall have been duly elected and qualified.

Section 3. **Removal.** Any Officer elected or appointed by the Board of Directors may be removed by a two-thirds (2/3) vote of the Board at a meeting where a quorum is present whenever in its judgment the best interests of the Association would be served thereby.

Section 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. **Chairman of the Board.** The Chairman of the Board shall provide to the President and the Executive Committee consultation and advice concerning policy matters affecting the Association and shall assure that the Board of Directors fulfills its responsibilities for the governance of the Association. He or she shall preside at all meetings of the Board of Directors or delegate such responsibility to the Chairman of the Executive Committee, a Vice Chairman, or the President.

The Chairman of the Board shall appoint no fewer than 5 members of the Executive Committee to serve on the Chairman's Council.

Section 6. **Chairman of the Executive Committee.** The Chairman of the Executive Committee shall preside at all meetings of the Executive Committee and shall perform the duties and powers and exercise powers and perform such duties as the Chairman of the Board may assign. If the Chairman of the Executive Committee is unable or unwilling to preside at a meeting of the Executive Committee, the Chairman of the Board shall preside.

Section 7. **Vice-Chairmen.** Each Vice-Chairman shall perform such duties as may be assigned to them by the Chairman and President.

Section 8. **President.** The President will be the chief executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. In general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Executive Committee.

Section 9. **Treasurer.** The Treasurer will have charge and custody of and be responsible for all funds received and give receipts for moneys due and payable to the Association from any source whatsoever and deposit all such moneys in the name of the Association in such depositories as have been selected by the Executive Committee, and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the Chairman of the Board and the Executive Committee. However, subject to the approval of the Executive Committee, the Treasurer may delegate the day-to-day responsibilities of his or her office to the Symphony's staff.

Section 10. **Secretary.** The Secretary shall keep the minutes of the Board of Directors and the Executive Committee in one or more books provided for that purpose, see to it that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the records and the Association's seal and see to it that it is affixed to all documents, keep a register

of the post office address of each director and member of the Executive Committee which shall be furnished to the Secretary by each Director and member of the Executive Committee, and in general perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her by the Chairman of the Board or by the Executive Committee. However, subject to the approval of the Executive Committee, the Secretary may delegate the day-to-day responsibilities of his or her office to the Symphony's staff.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 1. **Powers.** The Executive Committee of the Association shall have and may exercise all of the powers of the Board of Directors, so far as permitted by law, in the management and business affairs of the Association including the authority to negotiate and confirm the terms and conditions of employment of both the President and Music Director.

Section 2. **Members.** The Executive Committee shall consist of thirty-five (35) members, to include the following:

(a) All Officers of the Association (with the President being a non-voting member);

(b) All chairmen of the Standing Committees set forth in these Bylaws;

(c) The President of the Symphony League (in a non-voting capacity); and

(d) Such other members as are elected by the Board of Directors of the Association at the regular annual meeting.

Section 3. **Meetings.** The Executive Committee may meet at such time and place as is provided by written or telephone notice given by either the Chairman of the Board, or in his or her absence by the Chairman of the Executive Committee, or in his or her absence by the President, at least forty-eight (48) hours prior to the scheduled time of the meeting. The Executive Committee shall fix its own rules or procedures for the conduct of its meetings.

Section 4. **Quorum.** A quorum for the transaction of business at meetings of the Executive Committee shall consist of no less than 10 voting members of that Committee.

Section 5. **Minutes.** Promptly after meetings of the Executive Committee, written minutes of such meetings shall be distributed to all members of the Board of Directors.

Section 6. **Vacancies and Removal.** The Chairman of the Executive Committee (or, in his or her absence, the Chairman of the Board) is authorized to appoint alternate members of the Executive Committee to serve in the temporary or permanent absence or disability of any member of the Executive Committee, and in such event such alternate shall serve until the absent member returns, or if a permanent vacancy or disability of a member of the Executive Committee occurs, and an alternate chosen, then such alternate shall serve until the term of the person he or she replaces has expired and until his or her successor is chosen and qualified.

ARTICLE VIII

COMMITTEES

Section 1. **Standing Committees.** The Chairman of the Board, with the advice and consent of the Executive Committee, shall appoint the members of the following Standing Committees:

(a) **Chairman's Council**
The Chairman's Council shall be appointed by the Chairman of the Board, and will be responsible for evaluating the performance of the organization in achieving its mission, and shall be responsible for evaluating the performance of the President and the Music Director, annually.

(b) **Finance and Audit**
The Finance and Audit Committee will evaluate the financial condition of the Association on a regular basis and recommend the annual operating budget to the Executive Committee.

(c) **Strategic Planning**
The Strategic Planning Committee will evaluate, plan, and target short, intermediate, and long-range goals.

(d) **Development**
The Development Committee will be responsible for creating a development concept and plan for individual, corporate, foundation, planned, and endowment giving.

(e) **Personnel**
The Personnel Committee will be responsible for evaluating the policies and procedures of the Association, as well as the staff benefit and compensation structure.

(f) **Marketing**
The Marketing Committee will review, evaluate, and target short, intermediate, and long-range marketing strategies.

(g) **Endowment Investment**
The Endowment Investment Committee will have overall fiduciary responsibility to ensure all investments are invested appropriately and in conformity with the requirements, if any, of the donors. It shall be the responsibility of the Finance Committee to recommend investment policies to the Executive Committee and to review the practices, activities, reports, and results of the investment managers at least once annually.

(h) **Joint**
The Joint Committee shall consist of the Orchestra's Players Committee, two members of the orchestra to be invited by the Players Committee, seven persons to be invited from the Association's Board of Directors, the President, and the Director of Operations. The Joint Committee shall meet quarterly for the purpose of enhancing communication among the Association and its musicians.

(i) **Nominating Committee.**
The Nominating Committee will be responsible for developing a member prospect list consisting of community leaders who have a strong interest in making a commitment to the Association and including a diversified mix of individuals across the community. The Nominating Committee shall be chaired by a person appointed by the current Chairman, and such Committee shall also include a minimum of four (4) other members appointed by the current Chairman no later than the January meeting of each year

(1) Regular Nomination. By no later than ninety (90) days before the date of the regular annual meeting of the Board of Directors to be held each year, the Nominating Committee shall meet and agree upon a proposed slate of: (a) Regular Directors whose terms are expiring for the coming term of service; (b) officers; and (c) those "other members" to be elected to the Executive Committee as provided in Section 2. of Article VII above. This proposed slate shall be promptly presented to the Executive Committee for their consideration. By no later than sixty (60) days before the date of the regular annual meeting of the Board of Directors to be held each year, the Executive Committee shall review such proposed slates so received, make whatever changes and additions such Committee deems appropriate, and agree upon such proposed slates to be presented to the Board of

presented to the Board of Directors for such Board's consideration at its regular annual meeting.

(2) Special Nomination. In the event that, between regular annual meetings of the Board of Directors, it is deemed appropriate to add one or more persons to the Board of Directors, the Chairman of the Board may give written notice to such effect to the Chairman of the Nominating Committee. Within twenty (20) days after receipt of such notification, the Chairman of the Nominating Committee shall call a meeting of such Committee to consider adding one or more of such persons to the Board of Directors. In the event the Committee decides to do so, its recommendations shall be provided to the Executive Committee at the next meeting of the Executive Committee. In the event that, at such meeting, the Executive Committee approves the recommendations received, the person or persons so recommended shall be deemed elected to the Board of Directors.

Section 2. **Special Committees.** The Board of Directors may, by resolution adopted by a majority of the Directors at a meeting of the Board at which a quorum is present, designate one or more Special Committees, each of which shall consist of one or more Directors, which Committees, to the extent provided in said resolution, shall have and exercise the authority created by said resolution.

Section 3. **Recommendations.** All recommendations from Committees shall be presented to the Executive Committee for consideration before being made to the Board of Directors.

Section 4. **Term of Office.** Each member of a Committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the Committee shall be sooner terminated, or unless such member be removed from such Committee, or unless such member shall cease to qualify as a member thereof.

Section 5. **Chairmen.** One member of each Committee shall be appointed Chairman by the Chairman of the Board.

Section 6. **Vacancies.** Vacancies in the membership of any Committee may be filled by the Chairman of such Committee.

Section 7. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a Committee, a majority of the whole Committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

Section 8. **Rules.** Each Committee may adopt special rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors. Otherwise, Committee proceedings shall be governed by Robert's Rules of Order Revised.

ARTICLE IX

PROVISIONS

Section 1. **Contracts.** The Executive Committee may authorize any officer or officers, agent or agents, employee or employees, of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. **Checks, Drafts, etc.** All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents, employee or employees, of the Association and in such manner as shall from time to time be determined by the Executive Committee. In the absence of such determination, such instruments shall be signed by the Treasurer and countersigned by the Chairman of the Board or the Chairman of the Executive Committee.

Section 3. **Debits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. **Contributions.** The Board of Directors may accept on behalf of the Association any contribution, bequests, or devise for the general purpose or for any special purpose of the Association.

Section 5. **Books and Records.** The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and Committees having any of the authority of the Board of Directors.

Section 6. **Fiscal Year.** The fiscal year of the Association shall begin on the first day of August and end on the last day of July in each year.

Section 7. **Dissolution.** Upon dissolution of the Association, (a) all liabilities and obligations of the Association shall be paid, satisfied, and discharged, (b) all assets held by the Association upon a condition requiring return, transfer, or conveyance, which condition occurs because of the Association's dissolution, shall be returned, transferred, or conveyed in accordance with such requirements, and (c) all remaining assets of the Association shall be distributed only for tax exempt purposes to one or more organizations which are exempt from tax under Section

501(c)(3) of the Code, or its Regulations, pursuant to a plan of distribution adopted as provided in the Texas Non-Profit Corporation Act (the "Act), except that no payment, distribution, or transfer shall be made upon dissolution that would cause the Association to fail to qualify as an organization described in Section 501(3)(c) of the Code or its Regulations.

Section 8. Action Without a Meeting by Officers, Directors, or Committee Members. Any action required by the Act to be taken at a meeting of the Board of Directors of the Association, or any action that may be taken at a meeting of the Board of Directors or of any Committee, may be taken without a meeting if: (a) a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Directors or Committee members as would be necessary to take that action at a meeting at which all of the Directors or members of the Committee were present and voted: and (b) the procedures set forth in the Act are followed.

ARTICLE X

INTERESTED PARTY TRANSACTIONS, LIABILITY, AND INDEMNIFICATION

Section 1. Interested Directors and Officers.

(a) A contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, foundation, or other organization in which one or more of its directors or officers are directors, officers, or members, or have a financial interest, will not be void or voidable solely for that reason, solely because the director or officer is present at or participates in the meeting of the Board of Directors or Committee of the Board that authorizes the contract or transaction, or solely because the director's or officer's votes are counted for that purpose: if:

(1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the Committee, and the Board of Directors or the Committee in good faith and with ordinary care authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors or members, even though the disinterested directors or members of the Committee are less than a quorum: or

(2) the contract or transaction is fair to the Association when it is authorized, approved, or ratified by the Board of Directors, or a Committee of the Board of Directors.

(b) Common or interested directors or members of a Committee may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee that authorizes the contract or transaction.

Section 2. **Limitation of Liability**. A director of the Association shall not be liable to the Association for monetary damages for an act or omission in the director's capacity as a director, except that this Section does not authorize the elimination or limitation of the liability of a director to the extent the director is found liable for:

(a) a breach of the director's duty of loyalty to the Association;

(b) an act or omission not in good faith that constitutes a breach of duty of the director to the Association or an act or omission that involves intentional misconduct or a knowing violation of the law;

(c) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or

(d) an act or omission for which the liability of a director is expressly provided by an applicable statute.

Section 3. **Indemnification of Directors and Officers**.

(a) The Association shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director only if it is determined in accordance with paragraph (e) of this Section that the person:

(1) conducted himself or herself in good faith;

(2) reasonably believed:

(i) in the case of conduct in his or her official capacity as a director of the Association, that his or her conduct was in the Association's best interests; and

(ii) in all other cases, that his or her conduct was at least not opposed to the Association's best interests; and

(3) in the case of any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

(b) Except to the extent permitted by paragraph (d) of this Section, a director may not be indemnified under this Section in respect of a proceeding:

(1) in which the person is found liable on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from an action taken in the person's official capacity; or

(2) in which the person is found liable to the Association.

(c) The termination of a proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent is not of itself determinative that the person did not meet the requirements set forth in this Section. A person shall be deemed to have been found liable in respect of any claim, issue, or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom.

(d) A person shall be indemnified under this Section against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding; but if the person is found liable to the Association or is found liable on the basis that personal benefit was improperly received by the person, the indemnification: (1) will be limited to reasonable expenses actually incurred by the person in connection with the proceeding; and (2) shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the Association.

(e) A determination of indemnification under this Section must be made:

(1) by a majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the proceeding;

(2) if such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding; or

(3) by special legal counsel selected by the Board of Directors or a Committee of the Board by vote as set forth in paragraphs (1) or (2) immediately preceding, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

(f) Authorization of indemnification and determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to the reasonableness of expenses must be made in the manner specified by paragraph (e)(3) of this Section for the selection of special legal counsel. A provision contained in the Articles of Incorporation, the Bylaws, a resolution of the directors, or an agreement that makes mandatory the indemnification permitted under this Section shall be deemed to constitute authorization of indemnification in the manner required by this Section

even though such provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(g) The Association shall indemnify a director against reasonable expenses incurred by him or her in connection with a proceeding in which he or she is a named defendant or respondent because he or she is or was a director if he or she has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

(h) If, in a suit for the indemnification required by paragraph (g) above, a court of competent jurisdiction determines that the director is entitled to indemnification under that paragraph, the court shall order indemnification and shall award to the director the expenses incurred in securing the indemnification.

(i) If, upon application of a director, a court of competent jurisdiction determines, after giving any notice the court considers necessary, that the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she has met the requirements set forth in this Section or has been found liable in the circumstances described by paragraph (b) above, the court may order the indemnification that the court determines is proper and equitable; but if the person is found liable to the Association or is found liable on the basis that personal benefit was improperly received by the person, the indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding.

(j) Reasonable expenses incurred by a director who was, is, or is threatened to be made a named defendant or respondent in a proceeding shall be paid or reimbursed by the Association in advance of the final disposition of the proceeding and without the determination specified in paragraph (e) above or the authorization or determination specified in paragraph (f) above, after the Association receives a written affirmation by the director of his or her good faith belief that he or she has met the standard of conduct necessary for the indemnification under this Section and a written undertaking by or on behalf of the director to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met that standard or if it is ultimately determined that indemnification of the director against expenses incurred by him or her in connection with that proceeding is prohibited by paragraph (d) above. A provision contained in the Articles of Incorporation, the Bylaws, a resolution of the directors, or an agreement that makes mandatory the payment or reimbursement permitted under this Section shall be deemed to constitute authorization of that payment or reimbursement.

(k) The written undertaking required by paragraph (j) above must be an unlimited general obligation of the director but need not be secured. It may be accepted without reference to financial ability to make repayment.

(l) Notwithstanding any other provision of this Section, the Association shall pay or reimburse expenses incurred by a director in connection with his or her appearance as a witness or

other participation in a proceeding at a time when he or she is not a named defendant or respondent in the proceeding.

(m) An officer of the Association shall be indemnified as, and to the same extent, provided by paragraphs (g), (h), and (i) above for a director and is entitled to seek indemnification under those paragraphs to the same extent as a director. A corporation may indemnify and advance expenses to an officer, employee, or agent of the Association to the same extent that it may indemnify and advance expenses to directors under this Section.

(n) The Association shall indemnify and advance expenses to a person who is not or was not an officer, employee, or agent of the Association but who is or was serving at the request of the Association as a director, officer, partner, trustee, employee, agent, or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise to the same extent that it may indemnify and advance expenses to directors under this Section.

(o) The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as a director, officer, partner, trustee, employee, agent, or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Association would have the power to indemnify him or her against that liability under this Section

(1) In addition to the powers described in the immediately preceding paragraph, the Association may purchase, maintain, or enter into other arrangements on behalf of any person who is or was a director, officer, or trustee of the Association against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such a person, whether or not the Association would have the power to indemnify him or her against that liability under this Section.

(i) If the other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the arrangement may provide for payment of a liability with respect to which the Association would not have the power to indemnify a person.

(ii) Without limiting the power of the Association to procure or maintain any kind of other arrangement, the Association, for the benefit of persons described in paragraph (a) immediately preceding, may:

(A) create a trust fund;

(B) establish any form of self-insurance;

(C) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Association; or

(D) establish a letter of credit, guaranty, or surety arrangement.

(iii) For the limited purposes of this subsection (o)(1) only, any liability indemnification arrangement, other than coverage through an insurance carrier, will not be considered to be the business of insurance under the Texas Insurance Code, including the Texas Property and Casualty Insurance Guaranty Act (Article 21.28-C, Vernon's Texas Civil Statutes), or any other law of the State of Texas.

(2) The insurance may be procured or maintained with an insurer, or the other arrangement may be procured, maintained, or established within the Association or with any insurer or other person considered appropriate by the Board of Directors, regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or in part by the Association. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement is conclusive, and the insurance or arrangement is not voidable and does not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

(p) For purposes of this Section, the Association will be deemed to have requested a director to serve an employee benefit plan whenever the performance by him or her of his or her duties to the Association also imposed duties on or otherwise involves services by him or her to the plan or participants or beneficiaries of the plan. Excise taxes assessed on a director with respect to an employee benefit plan pursuant to applicable law are deemed fines. Action taken or omitted by him or her with respect to an employee benefit plan in the performance of his or her duties for a purpose reasonably believed by him or her to be in the interest of the participants and beneficiaries of the plan is deemed to be for a purpose which is not opposed to the best interests of the Association.

Section 4. Volunteer Liability.

(a) Except as provided by Section 84.007 of the Texas Civil Practice and Remedies Code, a volunteer who is serving as an officer or director of the Association will be immune from civil liability for any act or omission resulting in death, damage, or injury if the volunteer was acting in the course and scope of his or her duties or functions as an officer or director within the Association.

(b) Except as provided by Section 84.007 of the Texas Civil Practice and Remedies Code, a volunteer who is serving as a direct service volunteer of the Association will be immune from civil liability for any act or omission resulting in death, damage, or injury if the volunteer was acting in good faith and in the course and scope of his or her duties or functions within the Association.

ARTICLE XI

AUTHORITY

Rules contained in Roberts' Rules of Order Revised shall govern this organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XII

AMENDMENT

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Board of Directors present and voting at any annual or special meeting of the Association when a quorum is present provided at least ten (10) days prior written notice (containing the proposed change) is given of such intention to alter, amend, repeal, or adopt new Bylaws.

I certify that the above Bylaws (as amended) were duly adopted at a meeting of the Board of Directors held on October 10, 2007.

FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION

By: _____
Teresa King, Secretary

F-347175_4.DOC (TILLEY)

FORT WORTH SYMPHONY ORCHESTRA

Miguel Harth-Bedoya, Music Director
Ann Koonsman, President

June 13, 2008

I certify that a complete and accurate copy of the original of the amended Bylaws of Fort Worth Symphony Orchestra Association is attached

Ann Koonsman
President

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