

**CHORUS**

**BYLAWS AS AMENDED ON APRIL 18, 2002**

**ARTICLE I**

**NAME**

The name of this Corporation shall be the CHORUS.

**ARTICLE II**

**OFFICES**

The principal office of CHORUS shall be located in the STATE as designated by the Board of Directors. The Board of Directors may designate other offices as necessary.

**ARTICLE III**

**PURPOSE**

The purpose of the Corporation shall be charitable and educational. The mission is: CHORUS is a TYPE OF CHORUS that sings, performs and affirms the voices of GENDER TYPE”.

**ARTICLE IV**

**MEMBERS**

This Corporation shall have no members.

**ARTICLE V**

**DIRECTORS**

- Section 1. The business, property and affairs of the Corporation shall be managed by its Board of Directors.
- Section 2. The number of Directors on the Board shall be no less than nine (9) and no more than thirteen (13).
- Section 3. Directors shall be selected by the affirmative vote of a majority of those Directors who are present at a duly held meeting.

- Section 4. Directors must be persons who have attained the age of nineteen (19) and must share a commitment to CHORUS.
- Section 5. Each director of this Corporation shall be elected to serve for a term of three (3) years with the option of reelection. The Directors' terms shall coincide with the fiscal year. Board terms will be staggered to assure continuity.
- Section 6. Directors are expected to attend Board meetings and serve on Ad Hoc committees as needed.
- Section 7. If a director is absent from three (3) consecutive Board meetings without notifying either the President or the Executive Director, it may be determined that he/she has resigned by a majority of those Directors and the remainder of the term may be filled immediately by the election of a new director at a duly held meeting.
- Section 8. Any vacancy on the board which occurs because of resignation, removal, inability to act or death may be filled immediately by the election of a new director at a duly held meeting.
- Section 9. A director desiring to resign as a director is requested to submit such resignation either in writing or by word to the President who shall present it to the Board at the next Board meeting. Such resignation shall be effective upon receipt thereof by the President or upon such later date as may be specified in the resignation.
- Section 10. Any director may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the other Directors.

## **ARTICLE VI**

### **OFFICERS**

- Section 1. The officers of this Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors may appoint, from time to time. These officers shall perform the duties prescribed by these Bylaws.
- Section 2. The officers of this Corporation shall be elected annually by the Board of

Directors at its annual meeting.

- Section 3. The officers shall be elected to serve for a term of one (1) year and until their successors are elected. Their term of office shall begin at the close of the annual meeting at which they were elected.
- Section 4. Any officer may be removed, with or without cause, by the affirmative vote of a majority of all the Directors. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and the officer affected at least ten (10) days previously.
- Section 5. A vacancy in any office may be filled by the affirmative vote of a majority of the Directors who are present at a duly held meeting.
- Section 6. The duties of the officers shall be as follows.
1. **President**  
The President shall be the chief executive officer of the Corporation, shall oversee the long term goals and purposes of the Corporation, and shall have general supervision over the affairs of the Corporation and the officers. The President shall sign and execute all bonds, contracts and other instruments in writing that may be required for the proper and necessary transaction of the business of the Corporation. The President shall preside at all meetings of the Board of Directors. By virtue of the office, the President shall exercise any powers and duties as the Board may determine and shall represent the Corporation officially.
  2. **Vice President**  
The Vice President shall be vested with all the powers and duties of the President in the President's absence or inability to act, and only so long as such absence or inability exists. The Vice President shall perform such other duties as may be determined from time to time by the Board of Directors.
  3. **Secretary**  
The Secretary shall oversee the records of the Corporation, shall write minutes of all meetings and perform such other duties as may be required by law or determined by the Board of Directors. Minutes of all meetings shall be kept at CHORUS in one file.

4. **Treasurer**

The Treasurer shall oversee the financial books and records of the Corporation, shall present the annual financial reports and shall give interim reports as requested by the President or the Board of Directors.

**ARTICLE VII**

**EXECUTIVE AND ARTISTIC DIRECTOR**

Section 1. The Board of Directors may employ an Executive Director who shall serve as chief operating officer and general manager of the Corporation. The Executive Director shall execute the duties of the office as outlined in the position description and shall act as the liaison between the staff (except the Artistic Director), volunteers, and the Board of Directors.

Section 2. The Executive Director will serve as an advisor to the Board and attend all Board meetings as an ex-officio member. The Executive Director will not vote on any issues.

Section 3. The Executive Director will have full authority in regard to staff and volunteers (except the Artistic Director), and will be responsible to use that authority in compliance with Board Policies.

Section 4. The Board of Directors may employ an Artistic Director who shall serve as the conductor and artistic director of the choir and shall answer directly to the Board of Directors. The Artistic Director shall execute the duties of the office as outlined in the position description.

Section 5. The Artistic Director will serve as an advisor to the Board and attend all Board meetings as an ex-officio member. The Artistic Director will not vote on any issues.

**ARTICLE VIII**

**MEETINGS**

Section 1. Regular meetings of the Board of Directors shall be held monthly.

Section 2. The annual meeting shall be established by the Board of Directors. The

purpose of this meeting shall be to elect Directors and Officers. Special meetings of the Board of Directors may be called by the President or by the written request of six (6) Directors.

Section 3. A quorum for all meetings of the Board of Directors shall be a majority of the Directors then in office.

Section 4. A conference among Directors, or among members of any committee designated by the Board of Directors, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board, or the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute personal presence at the meeting.

Section 5. Notice of all meetings of the Board of Directors shall be in writing and mailed by U.S. Post Office or electronically to each director no less than five (5) days, nor more than thirty (30) days prior to the day of the meeting.

Section 6. The affirmative vote of a majority of all Directors who are present at a duly held meeting shall be required to act, except that amendments to the Articles of Incorporation or Bylaws shall require the affirmative vote of two-thirds (2/3) of the duly elected Directors.

Section 7. Proxy votes shall not be allowed.

## **ARTICLE IX**

### **COMMITTEES**

Section 1. Committees, special or ad hoc, shall be appointed as the Board of Directors deem necessary to carry on the mission and work of the Corporation.

Section 2. The President and Executive Director shall be ex-officio members of all Committees and each committee shall consist of one (1) or more Board Members.

Section 3. The Artistic Director shall be the chair of the Production Committee.

## ARTICLE X

### FISCAL MANAGEMENT

- Section 1.      Fiscal Year.            The fiscal year shall begin on the first day of July and shall end on the last day of June.
- Section 2.      Financial Policies.      The Board will convey to the Executive Director the Financial Expectations and Limitations and will monitor the policies as to compliance. This includes defining the role of the Executive Director and the board in the area of loans, contracts, investments, accounts and other financial management.
- Section 3.      Conflicts.                    CHORUS shall not enter into any contract or transaction with: (a) one or more of its Directors, (b) a Director of a related organization, or (c) an organization in or of which a Director is a director, officer or legal representative or has a material financial interest; unless the material facts of Directors' interests are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by an affirmative vote of a majority of the Directors (without counting the vote of the interested Director), at a meeting at which there is a quorum without counting the interested Director. Failure to comply with the provisions of this section shall not invalidate any contract or transaction to which CHORUS is a party.
- Section 4.      Indemnity.                    CHORUS shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative, or investigative, by reason of the fact that person was a Director, officer, employee, or agent of CHORUS, to the full extent permitted by STATE NAME Statutes, Section 317A.521.

## **ARTICLE XI**

### **DISPOSITION OF ASSETS**

Section 1. The Board, by the affirmative vote of a majority of the Directors present at a duly held meeting called for that purpose, may alienate and convey, and execute conveyances on behalf of this Corporation with respect to any property of this corporation, real, personal or mixed.

Section 2. The Board of Directors, by the affirmative vote of a majority of the Directors present at a duly held meeting called for that purpose, may mortgage any property of this Corporation, and incur and authorize the officers or agents of this Corporation to incur obligations or debts in such amounts as the Board of Directors may see fit.

## **ARTICLE XII**

### **DISSOLUTION AND LIQUIDATION**

In the event of the dissolution or liquidation of the corporate affairs of this corporation, all property and assets remaining (after payment of costs and expenses incident to the dissolution proceedings and after payment, satisfaction, discharge or provision for liabilities and obligations of this Corporation) shall be distributed for any religious, charitable or educational purposes as the Board of Directors shall direct, or if the Board of Directors does not so direct, then exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue of 1986, as amended, or such other provisions of state or federal law as may then apply.

## **ARTICLE XIII**

### **PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this Corporation in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation and these Bylaws and any special rules of order the Board of Directors may adopt.

## **ARTICLE XIV**

### **AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS**

Section 1. AMENDMENTS: All proposed amendments to the Bylaws will be submitted in writing at the previous meeting, or, provided with the notice of the meeting at which the amendment(s) is to be considered.

Section 2. VOTING: The Articles of Incorporation and Bylaws of this Corporation may be amended by the Directors at any meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors.