

# BYLAWS OF THE EVERGREEN CHORALE

April, 2015

# BYLAWS OF THE EVERGREEN CHORALE

---

## ARTICLE 1. NAME, VISION AND MISSION STATEMENT

The name of this organization shall be The Evergreen Chorale (“the Chorale”). The Vision of the Chorale is “Excellence in musical artistry that enriches and inspires humanity.” The Mission of the Chorale is to provide quality choral music -to the mountain area, and provide a performance venue for the Chorale and other performing arts organizations.

## ARTICLE 2. OBJECTS AND PURPOSES

The objects and purposes of the Chorale shall be:

- 2.1 To present to citizens of Evergreen and the surrounding communities, choral music and musical theater of high quality and general interest, at reasonable cost.
- 2.2 To maintain and continue to improve its historic Center/Stage facility as a community resource for artistic and cultural presentations by the Chorale and other community arts and philanthropic organizations.
- 2.3 To continue its long tradition of strong support and leadership to the Evergreen area arts community.
- 2.4 To support and nurture appreciation for and education in music and other arts for citizens of Evergreen and the surrounding communities.
- 2.5 To offer its members the opportunity to learn challenging and rewarding music in a friendly and sociable environment.

## ARTICLE 3. OFFICES

The principal office of the Chorale shall be located in Evergreen, Colorado. The Chorale may have such other offices within or outside Colorado as the Board of Directors (“the Board”) may designate. The registered office of the Chorale may be, but need not be, identical with the principal office if in Colorado, and may be changed by the Board.

## ARTICLE 4. MEMBERSHIP

4.1 General Membership Policy: While the Chorale is a membership organization primarily comprised of amateur singers, its sense of pride and its policy of charging admission for performances require a commitment on the part of each Chorale member to ensure quality and consistency in its productions.

The Chorale frequently engages non-members to participate in its choral and stage productions as performers and/or production staff, on terms negotiated separately between such persons and the Chorale. This Article pertains to Chorale members.

4.2 Classes of Membership: There shall be two classes of membership:

A. Singing Member: A person who has been qualified and accepted by the Audition Committee, is meeting the responsibilities of membership, and is abiding by the Membership Rules as set forth below.

Persons who are qualified by the Audition Committee, but who have not been accepted as Chorale members because there are no present vacancies in the voice section for which they qualify, may be maintained on a waiting list, and may be offered membership at a later time when positions become available.

B. Non-Singing Member: A person supportive of the Chorale who pays the Associate Member Dues.

4.3 Terms of Membership and Membership Dues: The membership year shall be the performance year (September 1<sup>st</sup> through the following August 31<sup>st</sup>). Membership shall commence upon payment of membership dues and shall continue until the last day of the performance year. Members shall pay annual membership dues in such amount as the Board may determine. Dues are payable at the first rehearsal of the performance year.

4.4 Membership Meetings: An annual membership meeting shall be held for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual membership meeting shall be held at the first rehearsal in April or, at the discretion of the Board and upon at least 7 days written notice, at any other rehearsal determined by the Board.

Special membership meetings may be called by the Board at any time upon 7 days mailed notice or 2 days e-mailed notice. At least 25% of members in good standing must be present at a membership meeting to constitute a quorum. All members in good standing may vote.

Between membership meetings, members shall be kept informed of important matters by newsletters, telephone, and/or regular or electronic mail.

4.5 Membership Rules: Termination of Membership: Because balance, blend and interpretation are as important to a polished performance as knowing the notes, attendance at all rehearsals is extremely important for experienced as well as inexperienced singers. Therefore:

A. Each singing member shall receive written notice of the regular concert and rehearsal schedule for a performance semester at the beginning of the semester.

B. The Standing Rules provide additional details regarding notification of withdrawal from concerts and privileges and processes applying to those on the waiting list.

C. The Chorale depends on all of its members for significant assistance in tasks related to the business and affairs of the Chorale. Annually, each member shall provide assistance in one or more of the many administrative and artistic aspects of the Chorale. The expectations of service levels and areas of service are detailed in the Standing Rules.

D. Any member may be removed by the Board whenever in its judgment the best interests of the Chorale will be served thereby.

4.6 Non-Discrimination Code: The Chorale does not discriminate on the basis of race, color, creed, religion, gender, national origin, age, sexual orientation, or disability.

## **ARTICLE 5. BOARD OF DIRECTORS**

5.1 General Powers: The business and affairs of the Chorale shall be managed by the Board, except as otherwise provided by statute, the articles of incorporation or these bylaws. The Board shall have general supervision of the affairs of the Chorale, shall engage the Executive Director and the Music/Artistic Director and shall determine their job descriptions, terms of employment, and compensation, shall appoint any other agents deemed necessary, shall make recommendations to the organization, and shall perform such other duties as may be appropriate.

5.2 Number, Tenure and Qualifications: The Board shall consist of no fewer than 9, nor more than 12 Directors elected by the members of the Chorale. At least three directors shall be elected each year, with each Director to serve a three-year term. Each director shall be a member of the Chorale. No director may serve more than two consecutive terms. Each director shall take office the first day of July following his or her election, and shall hold office for his or her term of office and thereafter until his or her successor has been elected and qualified or until his or her earlier death, resignation or removal. The immediate past-President, the Music/Artistic Director, and Executive Director, shall be ex-officio members of the Board.

5.3 Nomination and Election to the Board of Directors: The President and past-President, together with one additional Board member and two Chorale members not on the Board, both appointed by the President in consultation with the past-President, shall constitute the nominating committee and shall, no later than March of each fiscal year, propose to the Board a slate of candidates to fill vacancies on the Board.

The nominating committee may also, at any time, propose to the Board persons to fill any additional Board positions authorized by these bylaws which have not been filled, together with the length of the initial term of each such position. The procedure to fill any such position shall be as set forth in this Article 5.3, but the nomination and election process need not be tied to the annual membership meeting.

The regular election of directors shall be held at the annual membership meeting.

5.4 Vacancies: Any director may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein. Unless otherwise specified

therein, acceptance of such resignation shall not be necessary to make it effective. Any vacancy in the Board or in any officer position may be filled by vote of a majority of the remaining directors. A director or officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

5.5 Annual and Other Board Meetings: The annual meeting of the Board shall be held within three months following the annual membership meeting, for the purposes of electing officers and the transaction of such other business as may come before the meeting. The Board may hold such additional meetings as it deems appropriate.

Special meetings of the Board may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place within the Denver metropolitan area as the place for any special meeting.

5.6 Notice: Notice of each meeting of the Board stating the place, day and hour of the meeting shall be given to each director at least five days in advance by mailing of written notice by first class mail, or at least two days in advance by personal delivery of written notice or by telephone, e-mail, or other widely used technologies; mailed notice shall be deemed to be given when deposited in the United States mail, postage prepaid. E-mailed or other notice shall be deemed to be given when successfully transmitted. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board – need be specified in the notice or the waiver of notice of such meeting unless otherwise required by statute.

5.7 Quorum and Voting: A majority of the voting directors shall constitute a quorum and must be present for the transaction of business at any Board meeting. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. If less than a quorum is present at a meeting, a majority of the directors present may continue the meeting from time to time without further notice (other than an announcement at the meeting, and a mailed, e-mailed, or telephone notice to any directors who were absent), until a quorum is present. No director may vote or act by proxy at any Board meeting.

5.8 Compensation: Directors shall not receive compensation for their services as such. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Chorale in any other capacity.

5.9 Removal: Any Director may be removed by the Board whenever in its judgment the best interests of the Chorale will be served thereby.

5.10 Meetings by Telephone: Any member of the Board of Directors may participate in any meeting of the Board, and any member of any Chorale committee may participate in any meeting of that committee, by means of telephone or similar communications equipment by which all persons in the

meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

5.11 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if: a) consent in writing, setting forth the action so taken, is signed by all the directors or committee members entitled to vote with respect to the subject matter thereof; such consent shall have the same effect as a unanimous vote of the directors or committee members; or b) each member of the Board is polled either by telephone or by e-mail, and the vote so taken is ratified by the Board at its next meeting.

## ARTICLE 6. OFFICERS

6.1 Number and Qualifications: The officers of the Chorale shall be a President, one Vice-President, a Secretary and a Treasurer. One person may hold any two offices, except that no person may simultaneously hold the offices of President and Secretary or President and Treasurer.

6.2 Nominations, Election and Term of Office: The nominating committee referred to in Article 5.3 above shall also serve as the nominating committee to recommend officers for the coming fiscal year. The nominations shall be presented, and officers shall be elected by the Board, at the annual meeting of the Board.. Officers shall hold office until their successors have been duly elected and shall have qualified, or until death, resignation, or removal.

6.3 Compensation: No person shall receive compensation for serving as an officer of the Chorale. Officers shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Chorale in any other capacity.

6.4 Removal: Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Chorale will be served thereby.

6.5 Vacancies: Any officer may resign at any time by giving written notice to the President or to the Board. An officer's resignation shall take effect at the time specified in such notice; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board for the unexpired portion of the term.

6.6 Authority and Duties of Officers: The officers shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the President, the Board or these bylaws, provided that in any event such officer shall exercise such powers and perform such duties as are required by law.

A. President: The President shall, subject to the direction and supervision of the Board, (i) be the chief executive officer of the Chorale and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) see that all orders and resolutions of the Board are carried into effect; (iii) appoint, remove, and fill vacancies in the membership and chair of all committees; and (iv) perform all other duties incident to the office of

President as from time to time may be assigned to him or her by the Board. The President shall be an ex-officio member of each committee.

B. Vice-President: The Vice-President shall be the President-elect, shall assist the President, and shall perform such duties as may be assigned by the President or the Board. The Vice-President shall, at the request of the President, or in his or her absence or inability or refusal to act, perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

C. Secretary: The Secretary shall: (i) keep the minutes of the proceedings of the Board and have custody of the minutes of all committees; (ii) see that all notices are duly given as required by these bylaws or by law; (iii) be custodian of the corporate records and of the corporate seal; and (iv) in general, perform all duties incident to the office of Secretary and such other duties, such as correspondence, as may be assigned by the President or the Board.

D. Treasurer: The Treasurer shall: (i) be the Chorale's principal financial officer, shall have the care and custody of all its funds, securities, evidences of indebtedness and other personal property, and shall deposit the same in accordance with the instructions of the Board; (ii) receive monies paid to the Chorale, and pay the Chorale's obligations; (iii) be the Chorale's principal accounting officer and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, arrange for the preparation and filing of all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board statements of account showing the financial position of the Chorale and the results of its operations; (iv) upon request of the Board, make such reports to it as it may require; and (v) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board or the President. These duties may be divided and assigned by the Board to other agents of the Chorale, who would be responsible to the Treasurer.

6.7 Surety Bonds: The Board may require any officer or agent of the Chorale to execute to the Chorale a bond satisfactory to the Board, conditioned upon the faithful performance of his or her duties and for the restoration to the Chorale of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Chorale.

## **ARTICLE 7. KEY PAID CHORALE STAFF**

7.1 Description: The Board may appoint agents as deemed appropriate. Staff positions and the detailed responsibilities of staff and agents are set forth in the Standing Rules.

7.2 Key Paid Staff: The key paid staff of the Chorale includes, but is not necessarily limited to, the following: Executive Director, and Music/Artistic Director. Their job descriptions, terms of employment and compensation, shall be determined by the Board and no change may be made in these job descriptions, duties or compensation without prior approval of the Board. No member of the Chorale's paid staff, or any family member of any paid staff, is authorized to pay, or receive, any compensation from Chorale funds without prior approval of the Board. No member of the Chorale's paid staff shall be

reimbursed for any expenditures, except those actually and necessarily made for the benefit of the Chorale, supported by appropriate documentation.

Additional paid staff which the Chorale may employ from time to time shall, as appropriate, be selected by and report to either the Executive Director and/or the Music/Artistic Director. The job descriptions, terms of employment, and compensation of additional paid staff shall be determined by the key staff to whom they report, and their compensation shall be within the budget allocated to the Executive Director and Music/Artistic Director respectively or otherwise authorized by the Board.

## **ARTICLE 8. COMMITTEES**

Committees, their procedures, and their responsibilities, shall be as set forth from time to time in the Standing Rules.

## **ARTICLE 9. AUXILIARY ORGANIZATIONS**

The board may establish auxiliary organizations such as a guild and/or an advisory board consisting of community members to assist and support the Chorale in its fund-raising and development efforts, and if any such organization is established, shall determine the name of such entity and its rules and procedures.

Upon recommendation of the Music/Artistic Director, the board may create one or more additional small singing ensembles of Chorale members.

## **ARTICLE 10. INDEMNIFICATION**

Any person who, in good faith, lawfully, and with the authority of the Chorale, acts on behalf of the Chorale, shall be fully indemnified by the Chorale for any loss, cost or expense incurred as a result of such acts. The Board may purchase and maintain liability insurance in such amounts as it may deem appropriate, on behalf of the Chorale and/or any person indemnified hereunder.

The Chorale shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as it deems appropriate, included but not limited to any one or more of the following: (a) any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel mutually agreeable to the person to be indemnified and to the Chorale; (b) the Chorale shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding against the person to be indemnified; and (c) the Chorale shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery and the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Chorale.

## **ARTICLE 11. PARLIAMENTARY AUTHORITY**

Where applicable, the current edition of Roberts' Rules of Order shall govern Chorale deliberations unless inconsistent with these bylaws.



## ARTICLE 12. CONFLICT OF INTEREST

If any person who is a director or officer of the Chorale is aware that the Chorale is about to enter into any business transaction directly or indirectly with such person, any member of the person's family, or any entity in which he or she has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder or employee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Chorale of his or her interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his or her knowledge that bears on the advisability of such transaction from the standpoint of the Chorale, and (c) not participate in any vote on the decision to enter into such transaction.

## ARTICLE 13. MISCELLANEOUS

13.1 Account Books, Minutes, Etc.: The Chorale shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board. All books and records of the Chorale may be inspected by or on behalf of any director for any proper purpose at any reasonable time.

13.2 Fiscal Year: The Chorale's fiscal year shall be established by the Board.

13.3 Loans Prohibited: No loans shall be made by the Chorale to any of its directors, officers, or employees.

13.4 Amendments: The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the membership. The substance of proposed amendments shall be presented at any regular or special meeting of the membership. A written or e-mailed notice shall accompany the proposed amendments indicating the time, date and place of the regular or special meeting at which the proposed amendments will be discussed. A majority of those present must vote in the affirmative for any amendment to be enacted.

13.5 Severability: The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in event these bylaws shall be construed in all respects as if the invalid provision were omitted.

APPROVED BY THE MEMBERSHIP ON April 6, 2015

---

LINDA LOVIN, Secretary

Date

Amended October 29, 2007

Amended April 2015