

OVATION WEST PERFORMING ARTS BYLAWS

Unanimously approved and adopted by
the Ovation West membership, April 19, 2021

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BYLAWS OF OVATION WEST PERFORMING ARTS

Ovation West Performing Arts (generally referred to herein as 'Ovation West') is a trade name of The Evergreen Chorale, a Colorado nonprofit corporation (Secretary of State ID # 19901063606). On 5/22/2018 The Evergreen Chorale filed with the Office of the Colorado Secretary of State a Statement of Trade Name, reflecting that it transacts business or conducts activities, or contemplates doing so, under the trade name Ovation West Performing Arts (ID # 20181405655). On 7/30/2018, the office of the Colorado Secretary of State issued a Certificate of Fact of Trade Name (Confirmation Number 11033761) confirming that The Evergreen Chorale was doing business as Ovation West Performing Arts.

ARTICLE 1. NAME, VISION AND MISSION STATEMENT

As indicated by the statement which appears immediately above, this organization was incorporated as The Evergreen Chorale, and does business under the registered trade name Ovation West Performing Arts ("Ovation West"). The Vision of Ovation West is "Transforming and Inspiring Community Through Excellence in Musical Artistry". The Mission of Ovation West is "to teach, create, and perform outstanding music and musical theater and to provide a high quality performing arts venue."

ARTICLE 2. OBJECTS AND PURPOSES

The objects and purposes of Ovation West shall be:

- 2.1 To present to residents of the greater Denver area including, but not limited to, the foothills and Evergreen areas west of Denver, 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 resource for artistic and cultural presentations by Ovation West and other arts and philanthropic organizations.
- 2.3 To continue its long tradition of strong support and leadership to the local area arts community.
- 2.4 To support and nurture appreciation for and education in music and other performing arts.
- 2.5 To offer its members and collaborators the opportunity to learn challenging and rewarding music in a friendly and sociable environment.

ARTICLE 3. OFFICES

The principal office of Ovation West shall be located in Evergreen, Colorado. Ovation West may have such other offices within or outside Colorado as the Board of Directors ("the Board") may designate. The registered office of Ovation West 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 Ovation West 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 Ovation West member and performer to ensure quality and consistency in its productions.

While Ovation West 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 Ovation West, this Article pertains specifically to Ovation West members.

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

A. Singing Member: A Singing Member is a person who has been auditioned and found by the Artistic and Principal Music Director to be qualified, is meeting responsibilities of membership, including the timely payment of membership dues, and is abiding by the membership rules. Persons who are qualified by audition, but who have not been accepted as Ovation West 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.

Ovation West “Interns” are high school students who sing with Ovation West and/or Altezza. Although Interns are considered Ovation West members, they are non-dues-paying members, may not vote as Ovation West members, and may not serve on the Ovation West Board or any Ovation West committee. Interns shall be Ovation West non-dues-paying members for each semester during which they sing, may participate in Ovation West stage productions, and may volunteer for Ovation West in other capacities. “Young Professionals” are Ovation West singing members in their twenties who are no longer in high school, who may be but need not be college students, and who pay dues at a reduced “young professionals” rate. As Ovation West dues-paying members, they are entitled to vote as members and are eligible to serve on the Ovation West Board and/or on Ovation West committees.

B. Non-Singing Member: A Non-Singing Member is a person who is not a Singing Member but who is supportive of Ovation West and is current in the payment of Non-Singing Member dues.

4.3 Terms of Membership; Membership Dues: The membership year shall be the performance year (September 1st through the following August 31st). Membership shall commence upon payment of membership dues and shall continue until the last day of the performance year. Members shall pay membership dues in such amount as the Board may determine. Singing member dues are payable in full at the first rehearsal of the performance year, unless Ovation West and the member have agreed on a different schedule for the payment of membership dues and the member remains in full compliance with such agreed payment schedule.

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 email notice, at any other time, either in person or by use of any reliable virtual meeting technology which permits all participants to hear each other clearly and consistently at the same time, as determined by the Board.

Special membership meetings may be called by the Board at any time upon 2 days email notice. At least 25% of members in good standing must participate in 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 or before the beginning of the semester.

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

C. Ovation West depends on its members for significant assistance in tasks related to its business and affairs. Each member is expected to be available to provide assistance in one or more of the many administrative and/or artistic aspects of Ovation West. The expectations of such 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 Ovation West will be served thereby.

4.6 Non-Discrimination Policy: Ovation West 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 Board shall establish the governing policies of, and shall be responsible for the overall governance of, Ovation West, except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws. The Board shall engage and supervise the Artistic and Principal Music Director and the Managing Director, and shall determine their job descriptions, terms and duration of employment, and compensation. The Board shall appoint any other agents deemed necessary, shall make recommendations to the organization, and shall perform such other similar duties as may be appropriate. The Board shall at all times act in accordance with the law and all then-current Bylaws, Standing Rules, Board policies and Board decisions.

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 Ovation West. To the extent feasible, at least three Directors shall be elected each year, with each Director to serve a three-year term. Each Director shall be a member in good standing of Ovation West. No Director may serve more than two full consecutive 3-year terms. Each Director shall take office on the first day of July following their election, and shall hold office for their term of office and thereafter until their successor has been elected and qualified or until their earlier death, incapacitation, resignation or removal. The immediate past-President, Artistic and Principal Music Director, and Managing 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 Ovation West members not on the Board, 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 Board shall consider the proposals of the nominating committee and, thereafter, shall recommend a slate of board candidates to Ovation West membership at the rehearsal prior to the annual membership meeting. Additional nominations from the floor may be made at the rehearsal prior to the annual membership meeting. Write-in votes are permitted at 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 when received or at the time specified therein, whichever shall first occur. Unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. Any vacancy in the term of any Board member, whether occurring by reason of death, incapacity, resignation or removal, may be filled by vote of a majority of the remaining Directors. A person elected to fill a vacancy in a Director position shall be elected for the unexpired term of their predecessor in office.

5.5 Board Meetings: The annual meeting of the Board during each fiscal year shall be held within three months following the annual membership meeting, for the purpose of electing officers for the upcoming fiscal year and the transaction of such other business as may come before the meeting.

The general expectation is that regular Board meetings will be held monthly, in person, in the greater Evergreen area, with meetings in July and December being optional, on a schedule to be set before the July 1st start of each new fiscal year.

When and as necessary or appropriate, any annual Board meeting, regular Board meeting, special Board meeting, meeting at a Board retreat, or executive session at any Board meeting, may be held by use of any reliable virtual meeting technology by which all participants can hear each other clearly and consistently at the same time.

Any Board member may participate in any in-person or virtual Board meeting by use of any reliable virtual meeting technology by which all participants can hear each other clearly and consistently at the same time.

Special Board meetings may be called by or at the request of the President or any two Directors. Those calling the special Board meeting may determine whether such special meeting shall be held in person, or by use of any reliable virtual meeting technology by which all participants can hear each other clearly and consistently at the same time.

Except when the Board is meeting in executive session or at a Board retreat, any Ovation West member in good standing, any Ovation West committee member, any member of any Ovation West auxiliary organization, and any Ovation West paid staff member, may attend any in-person Board meeting as an observer.

5.6 Notice of Meeting: Notice of each regular or special meeting of the Board stating the form, place (if relevant), day and hour of the meeting shall be given at least one day in advance by telephone, e-mail, or other widely used technology, and shall be deemed to have been given when successfully transmitted. Any Director may waive notice of any meeting before, during or after such meeting. The actual or virtual attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except when 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 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 ("presence" may be either in-person or virtually) 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, with proper 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 Ovation West in any other capacity.

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

5.10 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if: a) consent in writing, setting forth the action so taken, is signed by each Director, and such consent shall have the same effect as a unanimous vote of the Directors; or b) each member of the Board is polled by email, and the vote so taken is ratified by the Board at its next meeting.

5.11 Conduct of Directors: Each Director shall at all times act: in accordance with the law and with all then-current Bylaws, Standing Rules, Board policies and Board decisions; when and as directed by the Board; and subject to the supervision of the Board.

ARTICLE 6. OFFICERS

6.1 Number and Qualifications: The officers of Ovation West 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 of 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 Ovation West. Officers shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of Ovation West 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 Ovation West 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 when received or at the time specified in such notice, whichever shall first occur. 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: Each officer shall at all times act: a) in accordance with the law and with all then-current Ovation West Bylaws, Standing Rules, Board policies and Board decisions; b) when and as directed by the Board; and c) subject to the supervision of the Board.

A. President: The President shall (i) be the chief executive officer of Ovation West; (ii) serve as the liaison between the Board and key staff; (iii) see that all orders and resolutions of the Board are carried into effect; (iv) appoint, remove, and fill vacancies in the membership and chair of all committees; and (v) perform such duties incident to the office of President as from time to time may be assigned 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 other duties as may be assigned by the Board. The Vice-President shall, at the request of the President, or in the President's 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 Board.

D. Treasurer: The Treasurer shall: (i) be Ovation West'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 Ovation West, and pay Ovation West's obligations; (iii) be Ovation West'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 Ovation West 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. These duties may be divided and assigned by the Board to other agents of Ovation West, who would be responsible to the Treasurer.

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

ARTICLE 7. AGENTS; PAID STAFF

7.1 Description: The Board may appoint agents to perform certain acts on behalf of Ovation West as may be necessary or appropriate.

7.2 Key Paid Staff; Paid Staff: The key paid staff of Ovation West are the Artistic and Principal Music Director and the Managing Director. Their job descriptions, terms and duration of employment, and compensation shall be determined by the Board. No change may be made in their job descriptions, terms and duration of employment, duties or compensation except with prior approval of the Board. Key paid staff report to, and are responsible to, the Board, and not to any individual Board member or officer. When and as necessary, the President shall serve as the liaison between the Board and key paid staff.

No member of Ovation West's paid staff, or any family member of any paid staff, is authorized to pay or receive any compensation from Ovation West funds without prior Board approval. No member of Ovation West's paid staff shall be reimbursed for any expenditures except those actually and necessarily made for the benefit of Ovation West and supported by appropriate documentation.

Any additional paid staff which Ovation West may engage from time to time shall, as appropriate, be selected by and report to either the Managing Director or the Artistic and Principal Music Director, or may in some instances be selected by and report to both of them. The job descriptions, terms of engagement, and compensation of paid staff other than key paid staff shall be determined by the key paid staff person to whom they report. Their compensation shall be within the budget allocated to the Artistic and Principal Music Director or to the Managing Director respectively or may, in some instances, be within the combined budgets allocated to both of them.

ARTICLE 8. COMMITTEES

The Board is responsible for the establishment, supervision, and termination of all committees, and shall determine the responsibilities and procedures of all committees. All committees shall report to the Board and to the President who, pursuant to Art. 6.6.A., "shall appoint, remove, and fill vacancies in the membership and chair of all committees."

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 Ovation West in its fund-raising, development, and marketing efforts. If any such auxiliary organization is established, the Board shall determine the name of such entity, as well as its rules and procedures

Upon recommendation of the Artistic and Principal Music Director, the Board may also create one or more additional small Ovation West singing ensembles.

ARTICLE 10. INDEMNIFICATION

Any person who, in good faith, lawfully, and with the authority of Ovation West, acts on behalf of Ovation West, shall be fully indemnified by Ovation West 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 Ovation West and/or any person indemnified hereunder.

Ovation West 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, including 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 Ovation West; (b) Ovation West 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) Ovation West 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 Ovation West.

ARTICLE 11. PARLIAMENTARY AUTHORITY

Where applicable, the current edition of Robert's Rules of Order shall govern Ovation West deliberations unless inconsistent with these bylaws.

ARTICLE 12. CONFLICT OF INTEREST

If any person who is a Director or officer of Ovation West is aware that Ovation West 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 Ovation West of their interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within their knowledge that bear on the advisability of such transaction from the standpoint of Ovation West, and (c) not participate in any vote on the decision to enter into such transaction.

ARTICLE 13. AMENDMENTS

The power to alter, amend or repeal these Bylaws and adopt new Bylaws shall be vested in the membership. The substance of proposed Bylaw amendments shall be voted on at any annual or other meeting of the membership, which meeting may be held either in person or by use of any reliable virtual meeting technology by which all participants are able to hear each other clearly and consistently at the same time. At least 7 days' advance email notice of the annual or other membership meeting at which Bylaw changes will be discussed shall be sent to all members as specified in Art. 4.4 above, stating the subject matter of the Bylaw amendments to be discussed at the meeting, the time, date, and place of such meeting, and whether such meeting shall be held in person or by use of any reliable virtual meeting technology by which all participants are able to hear each other clearly and consistently at the same time.

ARTICLE 14. MISCELLANEOUS

14.1 Account Books, Minutes, Etc.: Ovation West 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 Ovation West may be inspected by or on behalf of any Director for any proper purpose at any reasonable time.

14.2 Fiscal Year: Ovation West's fiscal year shall be established by the Board.

14.3 Loans Prohibited: No loans shall be made by Ovation West to any of its Directors, officers, or employees.

14.4 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 19, 2021

Shelley Krane, President

Date