

LOVELAND CHORAL SOCIETY BYLAWS

ARTICLE I – NAME, LOCATION, AND PURPOSE

Section 1. *Name.* The name of this non-profit corporation, formed under the laws of the State of Colorado is *Loveland Community Choir, Inc.*, doing business as *Loveland Choral Society* (hereinafter referred to as the Choir).

Section 2. *Location.* The principal office of the Choir, at which the general business of the Choir will be transacted and where the records of the Choir will be kept, will be at such place in the State of Colorado as may be fixed from time to time by the Board of Directors.

Section 3. *Purpose.* The purpose of the Choir is to provide a space for music enthusiasts to learn, sing, and perform a diverse repertoire of choral music that is both accessible and challenging to members and audiences alike. The Choir will encourage members' involvement in all aspects of the organization to create an open and inclusive community.

ARTICLE II – MEMBERSHIP

Section 1. *Definition.* An active member is a dues-paying member within the current fiscal year who is at least sixteen (16) years of age and is willing and able to abide by the Choir's requirements at the discretion of the Artistic Director with the concurrence of the Board of Directors (hereinafter referred to as the Board). Members are expected to comply with any policies and procedures provided to them by the Choir.

Section 2. *Dues.* The dues of active members shall be fixed by the Board each year.

- a. Dues shall not be refundable unless extenuating circumstances exist as determined by the Board.
- b. The Board shall have the discretion to reduce or waive dues upon the petition of any member. Any waiver or reduction of fees will not alter the member's voting status as defined in Section 4.

Section 3. *Termination.* The Board shall have the discretion to terminate any membership for noncompliance with any requirement or policy, in consultation with the Artistic Director.

- a. The member shall be given not less than fifteen (15) days prior written notice of their termination and reasons therefor, and shall be given an opportunity to be heard, either orally or in writing, no less than five (5) days before the effective date of the termination.

Section 4. *Voting.* Each active member shall be entitled to one (1) vote on any matter submitted to a vote of the members.

Section 5. *Nondiscrimination.* The Choir shall not discriminate based on race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status.

ARTICLE III – MEMBERSHIP MEETINGS

Section 1. *Meeting.* An Annual Meeting of the Loveland Choral Society shall be held annually on a date set by the Board. The Annual Meeting may be held in person or via an online meeting platform (i.e. Zoom). In the event that additional business arises that requires the approval of the members of the Choir, more than one meeting may be conducted.

Section 2. *Notification.* A Mailing to all active members of the Choir shall be made at least ten (10) days prior to this Annual Meeting. Said Mailing may be by US Mail, electronic mail, or posted on the Choir's website as determined by the Board. The purpose of the Mailing shall be:

- a. To notify membership of the date, time, and location of the Annual Meeting;
- b. To notify members of any matter or matters that must be approved by the members or for which the members' approval is sought;
- c. To notify members of any open Board positions.

Section 3. *Purpose.* The purpose of the Annual Meeting shall be:

- a. To familiarize the membership with the function of the Board;
- b. To determine possible candidates for positions on the Board;
- c. To disseminate any pertinent reports of the Board and committees that have not been otherwise disseminated;
- d. To transact any other business of the Choir not delegated to the Board and as the Board deems appropriate.

Section 4. *Order of Business.* Unless otherwise determined by a majority vote of the active members present at any Annual Meeting, the order of business shall be as follows:

- a. Presentation of the minutes of the last Annual Meeting;
- b. Presentation of reports of officers, the Board, and others;
- c. Bringing forward of any other business.

Section 5. *Voting.* For any matter requiring a vote of the Choir, an affirmative vote by sixty percent of the responding members shall constitute a "quorum." Proxy votes shall not be allowed.

ARTICLE IV – BOARD MEMBERS AND THEIR SELECTION

Section 1. *Governance.* All Members of the Board shall make up the Choir's Board of Directors and may be the President, the Vice President, the Secretary, the Treasurer, and any Members-at-large, all of whom have been approved by a majority vote from the current members of the Board.

- a. Any person may petition the Board for consideration of their appointment at the end of each term (as defined in Section 4) by notifying any current Board member of their interest. The interested party should notify the Board of the position they would like to be considered for and any qualifications they have that are relevant to the role.

Section 2. *Elections.* The Board Members shall be elected by a majority vote of the current Board at the end of each Board Member's term as described in Section 4.

- a. If no member of the Choir volunteers to run for an open Board position and the current member(s) of the Board are willing to serve another term, or if only one person volunteers for an open position, the Board may elect that person by acclamation.

Section 3. *Responsibilities.* The specific responsibilities of Board Members shall be determined on an annual basis by the current Board of Directors, and shall include, but not be limited to the responsibilities outlined in Article V.

Section 4. *Terms.* Board Members shall serve a three (3) year term beginning July 1 following an election.

Section 5. *Vacancies.* In the event of resignation(s) or other circumstances that would prevent any board member from completing their term, the Board may appoint one or more persons to serve as board member, when the number of board members is less than the total required by these bylaws, to complete the remaining portion of that term until the next annual meeting of the members. If there are no volunteers to serve the position, the remaining board members shall absorb the duties until such time as a new member can be elected or appointed.

Section 6. *Removal.* Any Board member may be removed from the Board of Directors by an affirmative vote of two-thirds of the directors present at an official meeting of the board. At least ten (10) days' notice of the proposed removal will be given to the involved board member, who will be given an opportunity to be present and to be heard at the meeting at which the removal is considered. Prior to the vote to remove, said board members' responsibilities shall be suspended.

Section 7. *Resignation.* Any Board member may resign at any time by giving written notice of resignation to the Board of Directors.

- a. Resignation is effective when the notice is received by the Board unless the notice states a later effective date.

ARTICLE V – DUTIES OF THE MEMBERS OF THE BOARD

Section 1. *Duties.* The duties of the members of the Board shall be as follows:

- a. The PRESIDENT shall be the presiding executive officer and shall schedule, convene, and preside at all business meetings of the Choir and the Board. Further, the President shall report the activities of the Board at the Annual Meeting to the active members of the Choir. The President shall cast the decisive vote in situations of impasse. The President shall be involved in all contract negotiations on behalf of the Choir and sign off on any finalized contracts unless otherwise assigned. The president may request the assistance of any other board member to participate in said negotiations. The President shall perform other duties as the Board may assign.
- b. The VICE-PRESIDENT shall perform the duties of the President in their absence. The Vice President shall take an active role in the governing operations of the Choir and shall also perform such other duties as the Board may assign.
- c. The SECRETARY shall keep minutes of all meetings of the Choir, all records and correspondence of the Choir pursuant to §7-136-101, C.R.S., except those entrusted to the Treasurer as herein provided. These records shall be kept in accordance with the Records Retention and Destruction Policy and shall be made available at the request of

- any member of the public. The Secretary shall conduct correspondence for the Choir, unless otherwise assigned, and perform such other duties as the Board may assign.
- d. The TREASURER shall have charge of the funds, securities, receipts, and disbursements of the Choir, and shall have custody of all financial records of the Choir pursuant to §7-136-101, C.R.S. and ensure compliance with all regulatory policies (i.e. Secretary of State and the IRS). These records shall be kept in accordance with the Records Retention and Destruction Policy and shall be made available at the request of any member of the public. The Board may assign additional duties at its discretion.
- e. The MEMBERS-AT-LARGE shall take an active role in the governing operations of the Choir and shall have duties as assigned by the Board.

Section 2. *Fiduciary Duties.* All Board Members have a duty to act in good faith, in the best interests of the organization. Board Members are expected to act with a duty of care, duty of loyalty, and duty of obedience.

Section 3. *Expectations.* All Board Members are expected to abide by all policies, procedures, and other governing documents of the Choir.

ARTICLE VI – DUTIES OF THE ARTISTIC DIRECTOR

Section 1. *Duties.* The ARTISTIC DIRECTOR shall be appointed by the Board of Directors and reviewed annually. The Artistic Director is responsible for the artistic leadership of the Choir. The duties of the Artistic Director, unless otherwise delegated, include:

- a. To conduct rehearsals and concerts;
- b. To schedule and supervise singers and/or musicians;
- c. To select or release accompanists, vocalists, and other musicians;
- d. To select program content and present to the Board for approval a proposed concert series for each season;
- e. Other duties as assigned by the Board.

Section 2. *Board Membership.* The Artistic Director shall be a non-voting ex-officio member of the Board.

ARTICLE VII – BOARD OF DIRECTORS GENERAL PROVISIONS

Section 1. *Board Makeup.* The Board shall make best efforts to maintain a minimum of five (5) voting members and the Artistic Director as a non-voting ex-officio member.

Section 2. *Meetings.* Board members are expected to attend meetings at least once every quarter or at a frequency otherwise agreed upon by the Board. Should any Board member attend less than half of the Board meetings within a given fiscal year they may be asked to voluntarily resign or may be removed by a two-thirds Board vote per Article IV, Section 6.

- a. There must be a quorum present to proceed with any meeting of the Board.
- b. The meeting agenda and the prior meeting's minutes shall be sent to all Board members at least 24 hours in advance of the next meeting.
- c. Each Board Member is responsible for giving a report at each meeting of the Board.

- d. If the board is to vote on any policy, procedure, or other official document of the organization or any amendment thereof, a copy shall be provided to all Board members at least five (5) days in advance of the meeting.

Section 3. *Special Meetings.* Special meetings of the Board may be called by any member of the Board.

Section 4. *Action Without Meeting.* If a Board member needs to address any matter requiring a vote outside of a meeting of the Board, they shall follow the guidelines below:

- a. Action via Email: Email must be sent to all board members AND the Loveland Choral Society general email with a brief outline of the matter and a deadline to respond. If any board member does not respond by the deadline for a response, they waive their right to vote on the matter. After the deadline has passed, the sender is allowed to take any action in alignment with the responses received.
- b. Action in Person: The Board member wishing to take an action requiring a vote must gather at least a quorum of the Board to discuss the issue. Once a vote has been obtained, any one member that was present for the vote must email the Loveland Choral Society general email contemporaneously with a brief outline of the matter discussed, the date, time, attendees, motions, and votes.

Section 5. *Quorum.* A majority of the Board's members shall constitute a quorum. A quorum must be present to vote on any motion.

Section 6. *Open to Public.* All meetings of the Board shall be open to any member of the public. Board meetings shall be posted to the Choir's website with at least ten (10) days' notice. During any meeting, the Board may choose to enter "executive session," at which time only the members of the Board and any invited guests will be allowed in the session.

Section 7. *Voting.* At any meeting at which a quorum is present, a simple majority affirmative vote of the Board members voting is required to pass a motion before the Board.

Section 8. *Duties.* The Board is responsible for the direction of the operations of the Choir, including but not limited to the following:

- a. The power to buy, sell, and manage all property of the Choir.
- b. Implementing rules for the orderly conduct of the business and members of the Choir.
- c. Engaging or terminating the services of persons needed to carry out the business of the Choir, and to determine the remuneration, if any, of each.
- d. Determining the amount and manner of payment of dues.
- e. Taking action that will optimize the financial security and viability of the Choir, subject to its purpose.
- f. Outlining, managing, and carrying out any policies and procedures it sees fit.

Section 9. *Compensation and Expenses.* No compensation will be paid to any member of the Board of Directors for services as a member of the board. By resolution of the board, reasonable expenses may be allowed for attendance at regular and special meetings of the board and for special services rendered by any board member. The Board member who is the subject of the resolution shall not be present during any discussion or vote on the matter.

Section 10. *Committees.* With the concurrence of the Board, the President may appoint such committees as may be desirable from time to time. At any meeting of a committee, a majority of the members shall constitute a quorum. Committee members are not required to be board members.

Section 11. *Conflict of Interest with Contracts/Agreements.* No member of the Board shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract is authorized by a majority of the Board at a meeting at which the presence of the interested person is not necessary for such authorization, and the fact and nature of such interest is fully disclosed or known to the directors present at the meeting at which the contract is to be authorized.

ARTICLE VIII – FISCAL YEAR

Section 1. *Definition.* The fiscal year of the Choir shall be from July 1 of one calendar year to June 30 of the following calendar year.

ARTICLE IX – POLICIES

Section 1. *Policies.* Policies may be brought to the Board for consideration by any member of the Board.

- a. Policies shall be reviewed by the Board and will be implemented after a majority affirmative vote of all members of the Board.

Section 2. *Amendments.* Any member of the Board of Directors may propose amendments to the policies at any Board meeting. A majority affirmative vote of all members of the Board shall be required for any amendment to be adopted.

Section 3. *Conflict of Interest.* A Conflict of Interest policy shall be developed as a separate document and all board members are required to comply with the provisions therein.

ARTICLE X – INDEMNIFICATION

Section 1. *Board Members.* The Choir shall carry Directors and Officers (D&O) insurance to cover members of the Board while acting in good faith and in line with Choir policies and procedures in their official capacity as a member of the Board.

Section 2. *Choir Members, Board Members, Contractors, Volunteers.* The Choir shall carry general liability insurance to cover any Choir Member, Board Member, Contractor, or Volunteer while acting in good faith and in line with Choir policies and procedures during an official Choir event (including but not limited to rehearsals, performances, and meetings).

Section 3. *Property.* The Choir shall carry property insurance to protect any property of value the Choir owns, leases, or borrows (including but not limited to sheet music and production equipment).

ARTICLE XI – DISSOLUTION

Section 1. *Dissolution.* In the event of the dissolution of the Loveland Choral Society and after the payment or the provision for payment of all the liabilities of the Corporation, the board in its sole discretion shall transfer all net assets of the Choir exclusively to organizations which have Internal Revenue Service 501(c)(3) tax exempt status during the year the dissolution occurs. The Choir shall not be required to make pro rata distributions to all eligible members. Any assets not disposed of will be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located.

ARTICLE XII – AMENDMENTS

Section 1. *Proposal.* Any board member may propose amendments to the bylaws at any Board meeting or at the Annual Meeting.

Section 2. *Approval.* After five (5) days' written notice to the Board, the Board may amend the bylaws at any Board meeting. Any number of amendments or an entire revision of the bylaws may be submitted and voted upon at a single meeting of the Board. Bylaw amendments will be adopted at such a meeting upon receiving a majority affirmative vote of all members of the Board.

ARTICLE XIII – REVIEW

Section 1. *Review.* These bylaws and any policies or procedures in place shall be reviewed every year by the Board and amended as needed.