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## Proposed Bylaws Amendments

1. Further clarify the Director's duties
2. Open Board membership eligibility beyond members
3. Add Artistic Director, Associate Conductor and Executive Director as official non-voting Board Members
4. Add Director-Elect Positions as non-voting Board Members
5. Remove requirement on number of officers to be elected concurrently (only 2), and remove the officer term limit
6. Make the term requirement (currently 36 months) more flexible, and remove the director term limit
7. Empower the executive committee to appoint vacant board seats (excluding the executive committee) outside of yearly meeting
8. Further clarify the restriction regarding Directors not receiving compensation
9. Expand the principal place of business to be more general
10. Add Equal Employment Opportunity Commission categories to the non-discrimination statement
11. Add expectations for membership regarding volunteering
12. Add missing title
13. Replace Robert's Rules of Order with Robert's Rules of Order for Small Boards
14. Fix various spelling errors

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# Proposed Bylaws Amendments



**Proposed Amendment Key:**  
Add wording  
Remove wording

- 1. Further clarify the Director's duties
- 2. Open Board membership eligibility beyond members

Article IX. DIRECTORS

- Section 1. Powers and Duties:  
The Board of Directors shall have and exercise the power to do all lawful acts and things necessary to the operation and management of the Chorale, including but not limited to: the exercise of all the powers conferred by the Articles of Incorporation, reference to which is hereby made; to elect, appoint or employ officers, agents and other representatives; to determine their duties and salaries; to require security in such instances that the Board of Directors may determine; to determine who shall sign notes, checks, drafts, contracts, deeds, reports and other documents; to receive and pass upon reports of officers and agents; and to delegate all or a portion of the powers of the Board of Directors from time to time to one or more individuals, members or committees of the same. **The Board of Directors is expected to act on behalf of the Chorale aligned to the following duties: Care, Loyalty, Good Faith, Good Confidentiality (especially in personnel matters), Good Prudence, and Disclosure.**
- Section 2. The Directors will be any members in good standing **or external members of the local Denver metropolitan community and shall perform such duties as may be assigned by the President or the Board. Members of the community acting as elected Directors will have full voting rights like any other Director, and may fill any Director role (excluding the Officer roles on the Executive Committee, and the Member Services Director).**

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# Proposed Bylaws Amendments



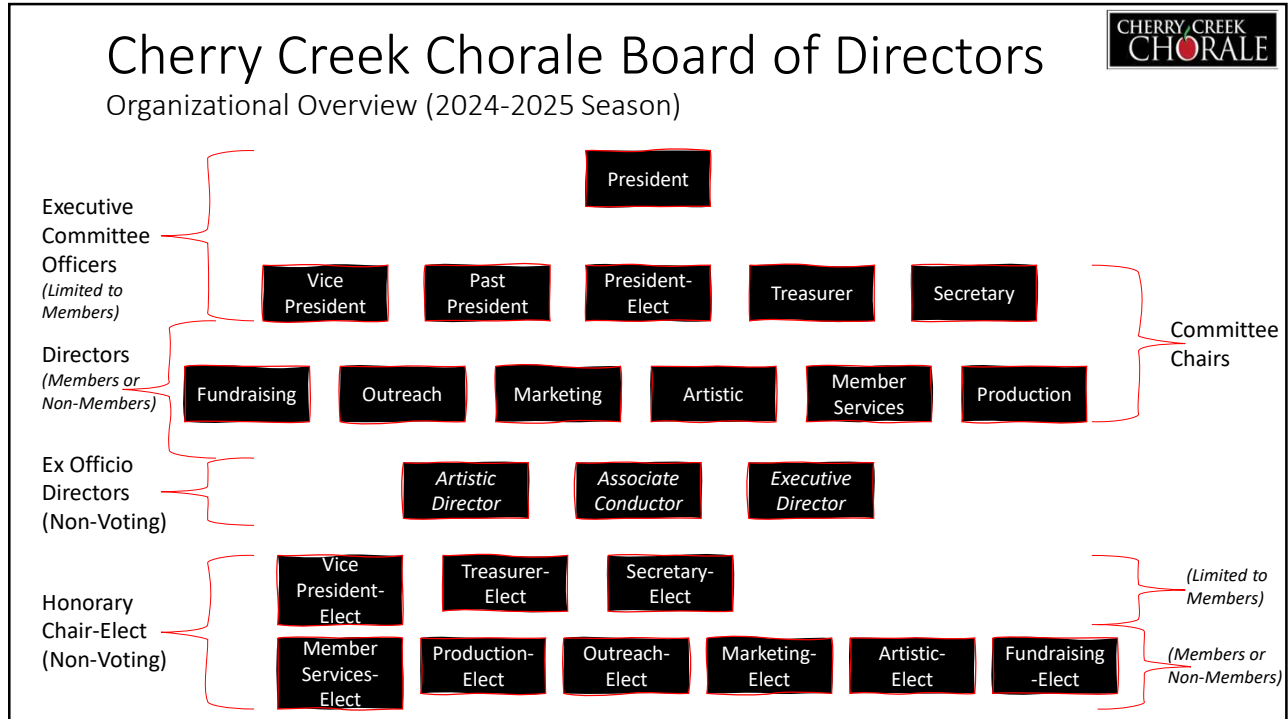
**Proposed Amendment Key:**  
Add wording  
Remove wording

- 3. Add Artistic Director, Associate Conductor and Executive Director as non-voting Board Members
- 4. Add Director-Elect Positions as non-voting Board Members

Article IX. DIRECTORS

- Section 4. **The board may include up to three (3) Ex Officio Directors based on filled positions: Artistic Director, Associate Conductor, and Executive Director. Ex Officio Directors are expected to participate in board discussions but shall not have voting rights. Ex Officio Directors may be asked to step out of a meeting for any discussion and votes that have a potential impact to their contract or pay.**
- Section 5. **Director-elect roles (outside of President-Elect) shall be filled by the Director for at minimum six to twelve months prior to the expiration of the director's term (should the Director not be seeking re-election, or stepping down early with advance notice) to provide for sufficient knowledge transfer and continuity. Where this is not possible, a verbal and documented knowledge transfer is expected of the Director to their successor.**
- Section 6. **Director-elect roles (outside of President-Elect) shall be considered non-voting honorary board members, appointed by the Director with the intent they stand for election at the next annual meeting or with the Executive Committee between annual meetings when assuming the Director role. While acting as Director-Elect, they take an observational role (unless asked to provide coverage or input by the Director) in board meetings during their tenure. Director-elects would be expected to begin taking on some of the responsibilities of the Director role as specified by the Director.**

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## Board of Directors Details

Organizational Overview (2024-2025 Season)

EXECUTIVE COMMITTEE OFFICERS 6 roles of the Executive Committee (limited to Chorale Members only)	DIRECTORS Committee Chairs that are not Officers of the Executive Committee (Members or Non-Members)	DIRECTOR-ELECTS Honorary Non-Voting Directors (Members or Non-Members based on the Director or Officer role they'll fill)
<ul style="list-style-type: none"> <li>• President</li> <li>• Vice President</li> <li>• Past President</li> <li>• President-Elect</li> <li>• Treasurer</li> <li>• Secretary</li> </ul>	Directors currently comprise: <ul style="list-style-type: none"> <li>• Fundraising*</li> <li>• Outreach*</li> <li>• Marketing*</li> <li>• Artistic*</li> <li>• Member Services</li> <li>• Production*</li> </ul>	Roles filled dependent on end of Officer or Director terms: <ul style="list-style-type: none"> <li>• Vice President-Elect</li> <li>• Treasurer-Elect</li> <li>• Secretary-Elect</li> <li>• Fundraising-Elect*</li> <li>• Outreach-Elect*</li> <li>• Marketing-Elect*</li> <li>• Artistic-Elect*</li> <li>• Member Services-Elect</li> <li>• Production-Elect*</li> </ul>
<b>EX OFFICIO DIRECTORS</b> 3 Honorary Non-Voting Directors covering Artistic & Operational Aspects of the Chorale	<ul style="list-style-type: none"> <li>• Artistic Director</li> <li>• Associate Conductor</li> <li>• Executive Director</li> </ul>	

\*Can be filled by non-Chorale Member

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# Proposed Bylaws Amendments



## Proposed Amendment Key:

Add wording

Remove wording

### 5. Remove requirement on number of officers to be elected concurrently (only 2), and remove the officer term limit

#### Article IX. OFFICERS

Section 2. Officers will be elected annually by the general membership at the annual meeting, ~~or in the case of a mid-term vacancy, at any meeting of the general membership at which a quorum is present.~~ Each officer shall serve a term of thirty-six (36) months, ~~and shall not serve more than two (2) consecutive terms on the Board.~~ The President-Elect shall be elected annually and shall serve one year as President-Elect, one year as President, and one year as Past-President. ~~and shall not serve more than one (1) consecutive term. No more than two (2) Officers will be elected at any given time.~~ The Past-President may choose to stand for re-election to complete this thirty-six month cycle (President-Elect, President, Past-President) again. Concurrent election of officers will be minimized to the extent possible to ensure organizational continuity.

### 6. Make the term requirement (currently 36 months) more flexible , and remove the director term limit

#### Article VII. BOARD OF DIRECTORS

Section 2. The term of each director of the organization will be ~~no less than twenty four (24) to thirty-six (36) months, or the remainder of the partial term for the director they are replacing, to be confirmed by the potential director prior to them standing for election. No person shall serve more than six (6) consecutive years.~~ Current (and prior) directors are encouraged to continue serving on the board where there is a need.

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# Proposed Bylaws Amendments



## Proposed Amendment Key:

Add wording

Remove wording

### 7. Empower the Executive Committee to appoint vacant board seats (excluding the executive committee) outside of yearly meeting

### 8. Further clarify the restriction regarding Directors not receiving compensation

#### Article VII. BOARD OF DIRECTORS

Section 3. Election of new directors to fill the term(s) of directors whose term is expiring, or election of current directors to ~~a second~~ another term, will occur as the first item of business at the annual business meeting of the Chorale. Executive Officers shall have the authority to appoint a qualified candidate by a simple majority vote when Director vacancies (outside of the Executive Committee) do not have a candidate by the annual business meeting or occur throughout the year. The appointee shall serve for the remainder of the term, or the remainder of the current season plus 2 years, preferably whichever is greater, before coming up for election at the annual business meeting. Appointees will have all the rights and responsibilities of Directors elected by the membership.

Section 5. Directors shall not be entitled to receive compensation for their service, ~~including services to the Chorale, whether related or unrelated to Director responsibilities.~~ This is to avoid the potential for, or appearance of conflicts of interest given the Board's responsibility for the Chorale budget and contractor activities. Reimbursement of expenses incurred by any director on behalf of the Chorale shall be made with approval of the Board of Directors.

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# Proposed Bylaws Amendments



**Proposed Amendment Key:**  
 Add wording  
 Remove wording

**9. Expand the principal place of business to be more general**

**Article III. PRINCIPAL PLACE OF BUSINESS**

The place in the state where the principal office of the organization is to be located shall be in ~~unincorporated Arapahoe County~~ the Denver metropolitan area.

**10. Add Equal Employment Opportunity Commission categories to the non-discrimination statement**

**Article IV. NON-DISCRIMINATION**

This organization does not discriminate on the basis of gender, ethnicity, race, color, national origin, religious beliefs, disability, age, pregnancy, genetic information, or gender preference/identity.

**11. Add expectations for membership regarding volunteering**

**Article V. MEMBERS**

Section 2. The duties of the membership will include regular attendance at rehearsals and performances. Members are highly encouraged to volunteer as part of the board or committees of the Chorale.

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# Proposed Bylaws Amendments



**Proposed Amendment Key:**  
 Add wording  
 Remove wording

**12. Add missing title**

**Article VI. MEETINGS OF THE MEMBERSHIP**

**13. Replace Robert's Rules of Order with Robert's Rules of Order for Small Boards**

**Article VIII. MEETINGS OF THE BOARD OF DIRECTORS**

Section 5. Robert's Rules of Order for Small Boards shall be the authority for all questions or procedures at any meeting.

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# Proposed Bylaws Amendments



**Proposed Amendment Key:**  
 Add wording  
 Remove wording

## 14. Fix various spelling errors and typos

### Article VIII. MEETINGS OF THE BOARD OF DIRECTORS

Section 4. All actions on any matters requiring the approval of the Board of Directors...

### Article IX. OFFICERS

Section 1. The officers of this organization will be the President, President-Elect...

Section 4. A vacancy in any office will be ~~office will be~~ filled by a vote of the general membership at any duly called meeting for the unexpired portion of the term.

### Article XII. MISCELLANEOUS

Section 3. All checks, drafts and other orders for payment of funds will ~~be signed~~ be signed ...

Section 5. No part of the net earnings of the Chorale shall inure to the benefit of, or be distributable to its members, director, officers or other persons or entities, except that ~~except that~~ ...

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# Amendments Submitted to Membership



These proposed bylaws amendments are respectfully submitted to the membership for their consideration on or before:  
February 25, 2025

With a vote of the membership to be held in rehearsal on:  
March 4, 2025

The result of this vote is:

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