

# Proposed Bylaws Amendments



## **Article I. NAME**

The name of this organization shall be Cherry Creek Chorale.

## **Article II. PURPOSE**

The purpose of this organization is to provide an opportunity for interested adults to perform a wide variety of choral music for the general public, thus increasing both the appreciation and knowledge of music for both groups.

## **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 the Denver metropolitan area.

## **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.

## **Article V. MEMBERS**

### **Section 1**

Membership shall be determined by audition with the Director of the Chorale, or the Director's designee. A member will be considered in good standing upon payment of dues, the amount of which shall be fixed by the Board of Directors at the beginning of each fiscal year, and based upon continuing compliance with the provisions of these Bylaws, and other policies and procedures that may be set from time to time by the Board of Directors as authorized herein.

### **Section 2**

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

## **ARTICLE VI. MEETINGS OF THE MEMBERSHIP**

### **Section 1**

An Annual **Business** Meeting of the general membership will be held in May of each year for the purpose of ~~electing the Board of Directors~~ **reviewing the year and presenting the Annual Report**, pursuant to notice of the date and time thereof as set forth in Section 2 of Article VI.

### **Section 2**

**An Annual Election Meeting of the general membership shall be held in the spring semester for the express purpose of electing Officers (Executive Committee) and Directors (Committee Chairs) to the Board of Directors, thereby allowing for shadowing and training for the purpose of improved transition and continuity. All meetings shall be called by the President upon at least three (3) days' notice to the membership. Notice may be given in writing or orally and may include notice by telephonic or electronic means. Notice of an Annual Election Meeting given at any rehearsal of the**

Chorale shall be deemed sufficient hereunder. Any member may object to the transaction of any business because the meeting was not properly called or convened.

### **Section 3**

Special Meetings may be called at any time by the President, upon at least three (3) days' notice to the membership. Notice may be given in writing or orally and may include notice by telephonic or electronic means. Notice of a Special Meeting given at any rehearsal of the Chorale shall be deemed sufficient hereunder. Any member may object to the transaction of any business because the meeting was not properly called or convened.

### **Section 4**

All final actions on any matters requiring the approval of the general membership hereunder shall be taken only at the Annual **Business Meeting**, or any properly noticed **Annual Election Meeting**, or Special Meeting at which a quorum of the general membership is present. The presence of 25% of the membership in good standing shall constitute a quorum at any meeting. Each member shall be entitled to cast one vote on any motion made or other action proposed at the meeting.

### **Section 5**

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

### **Section 6**

Meetings will be chaired by the presiding member of the Board of Directors.

## **Article VII. BOARD OF DIRECTORS**

### **Section 1**

The Board of Directors shall consist of a maximum of fifteen (15) members.

### **Section 2**

The term of each Director of the organization will be twenty-four (24) months (beginning with the vacancies being filled for the 2025-2026 season forward), or if filling a mid-year vacancy, the remainder of the partial season. Directors who would like to continue to serve another term on the Board will require a majority vote of the Board of Directors to then stand for election with the membership at the Annual **Election Meeting**. Open positions will be announced in advance of the Annual **Election Meeting** and new candidates given an opportunity to stand for the director role. Current (and prior) Directors are encouraged to continue serving on the board or as volunteers where there is a need.

### **Section 3**

Election of new Directors to fill the term(s) of Directors whose term is expiring, or election of current Directors to another term, will occur ~~as the first item of business at the Annual Business~~ **at an Annual Election Meeting** of the membership. Vacancies occurring mid-year shall be announced to the membership to solicit volunteers. Executive Officers shall have the authority to appoint a qualified candidate by a simple majority vote when Director vacancies occur before ~~the Annual Business~~ **the Annual Election Meeting** or throughout the year. The appointee shall serve for the remainder of the season, before coming up for election at the ~~Annual Business~~ **Annual Election Meeting**. Appointees will have all the rights and responsibilities of Directors elected by the membership.

#### **Section 4**

Any Director may be removed from the Board of Directors by an affirmative vote of the majority of Directors at any duly called meeting of the Board of Directors at which a quorum is present. Notice of removal vote will be given with the notice of the meeting. The Director involved will have the opportunity to defend him/herself.

#### **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.

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

#### **Section 1**

The Board of Directors shall meet regularly at dates, times and places to be determined by the Board.

#### **Section 2**

Special Meetings may be called at any time by any Director, upon at least three (3) days' notice to the other Directors. Notice may be given in writing or orally and may include notice by telephonic or electronic means.

#### **Section 3**

Any Director may object to the transaction of any business because the meeting was not properly called or convened.

#### **Section 4**

All actions on any matters requiring the approval of the Board of Directors hereunder shall be taken only at a properly noticed regular or Special Meetings at which a quorum of the Board of Directors is present. A quorum of the Board shall consist of a majority of the total number of Board members. Unless otherwise provided, a majority of the quorum shall determine the outcome of any matter submitted to the Board of Directors for approval. The presence of a majority of the Board of Directors shall constitute a quorum at any meeting. Each Director shall be entitled to cast one vote on any motion made or other action proposed at the meeting.

#### **Section 5**

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

#### **Section 6**

Meetings will be chaired by the President of the Board of Directors who shall be elected by the membership.

## **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).

### **Section 3**

Each Director shall be a Committee Chair and is expected to attend 75% of the Board of Directors meetings.

### **Section 4**

The Board may include up to three (3) Ex Officio Directors based on filled positions such as: 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 on their contract or pay.

## **Article X. OFFICERS**

### **Section 1**

The Officers of this organization will be the President, President-Elect, Past-President, Vice-President, Secretary, and Treasurer who will also serve as the Executive Committee. The Executive Committee will oversee operations of the Board and is empowered to act on behalf of the Board in-between meetings, presenting these acts later for a full Board review.

### **Section 2**

Officers will be elected annually by the general membership at the **Annual Election** Meeting, or in the case of a mid-term vacancy, at any **Special Meeting** of the general membership at which a quorum is present. Each Officer shall serve a term of thirty-six (36) months and may continue to serve as an Officer upon the conclusion of their term by being re-elected by the general membership. 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. 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. Current (and prior) Officers are encouraged to continue serving on the Board or as volunteers where there is a need. **Notice of the date and time of all Special Meetings shall be provided as set forth in Article VI, Section 3.**

### **Section 3**

Any Officer position hereunder shall be deemed vacant upon the removal of the person filling such office as a member of the Board of Directors, pursuant to the removal of provisions of Article VI hereunder.

### **Section 4**

A vacancy in any **Officer position** office will be filled for the unexpired portion of the term by a vote of the general membership at any **Special** Meeting.

### **Section 5**

The President will be the Chief Executive Officer of the organization. It will be the duty of the President to preside at all meetings of the Board of Directors and to have general supervision of the affairs of the organization. The President will execute on behalf of the organization all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the organization.

### **Section 6**

The President-Elect will serve in a training position to the President upon whose position the President-Elect will succeed the following fiscal year. The President-Elect shall perform such duties as may be assigned by the President or the Board.

### **Section 7**

The Past-President will serve as an advisor to the President and the Board concerning Chorale business and the general running of the Board of Directors and shall perform any other such duties as may be assigned by the President or the Board.

### **Section 8**

The Vice-President will act in the absence of the President and perform such other duties as may be assigned by the President or the Board. In the absence of the President, the execution by the Vice-President on behalf of the organization of any instrument will have the same force and effect as if it were executed on behalf of the organization by the President.

### **Section 9**

The Secretary will be responsible for keeping the organization's records. The Secretary will give or cause to be given all notices of meetings of the Board and all other notices required by law or by these Bylaws. The Secretary will be the custodian of all books, correspondence, and papers relating to the business of the organization, except those of the Treasurer.

### **Section 10**

The Treasurer shall function as the Chief Financial Officer and have charge and custody of and be responsible for all funds and securities of the organization. The Treasurer, or the Board's designee, will receive and give receipts for moneys due and payable to the organization from any source whatsoever, and deposit all such moneys in the name of the organization in such banks, trust companies or other depositories which shall be selected by the Board of Directors. The

Treasurer will perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. If determined necessary by the Board of Directors, the Treasurer shall demonstrate evidence of bondability for the faithful discharge of the duties of Treasurer in such sum and with such surety or sureties as the Board of Directors shall determine.

## **Article XI. COMMITTEES**

### **Section 1**

The Board of Directors may designate one or more committees, each of which will consist of at least one committee chair and such other members as determined by the Board of Directors. Committee members may be members of the Board of Directors, members of the organization, or other interested individuals.

The studies, findings, and recommendations of all committees will be reported to the Board of Directors for consideration and action.

### **Section 2**

Each Committee Chair will be elected and will be a member of the Board of Directors.

## **Article XII. MISCELLANEOUS**

### **Section 1**

The organization will have the power to indemnify and hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as Director, Officer, or employee. The organization will have the power to purchase or procure insurance for such purposes.

### **Section 2**

The Board of Directors may authorize any Officer or other person acting as the duly approved agent of the Chorale to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the organization.

### **Section 3**

All checks, drafts and other orders for payment of funds will be signed by such Officers or a duly approved agent of the Chorale, as the Board of Directors may from time to time designate.

### **Section 4**

The Chorale will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members and Board of Directors, and it will keep such records at the registered or principal office of record, as required by state law, giving the names and addresses of the Board of Directors. All books and records may be inspected at any reasonable time by any member, subject to reasonable limitations imposed by the Board of Directors to ensure the safekeeping thereof and the efficient operation of the Chorale.

### **Section 5**

No part of the net earnings of the Chorale shall inure to the benefit of, or be distributable to its members, Directors, Officers or other persons or entities, except that the Chorale shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

## **Section 6**

The fiscal year of the organization will be July 1<sup>st</sup> through June 30<sup>th</sup>.

## **Article XIII. AMENDMENTS**

The Board of Directors may amend these Bylaws to include or omit any provision that it could lawfully include or omit at any time the amendment is made. Upon advance notice of at least seven (7) days, which may occur orally at any scheduled rehearsal of the Chorale, amendments or revisions may be submitted and approved at any meeting of the general membership at which a quorum is present, upon receiving the approving vote of a majority of the members in attendance at the time the vote is taken; provided that no amendment to the Bylaws or conduct of the affairs of the Chorale shall be made in any manner or for any purpose contrary to the statutes of the state of Colorado or the provisions of 501(c)(3) of the Internal Revenue Code as now in force or afterwards amended.

## **Article XIV. DISSOLUTION**

### **Section 1**

**Voluntary Dissolution:** The dissolution of the Chorale shall be authorized at a meeting of the Board of Directors, following the adoption of a resolution to dissolve by the membership. At least seven (7) days' advance written notice shall be given of a meeting of the general membership at which a resolution to dissolve the Chorale is to be considered. A quorum of the general membership shall be present at such meeting, and the approving vote of a majority of the members in attendance at the time the vote is taken shall carry out the dissolution resolution.

### **Section 2**

**Distribution of Assets:** Upon the dissolution of the Chorale, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Chorale, dispose of all of the assets of the Chorale, exclusively for the purpose of the Chorale in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, cultural or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Chorale is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

**Current Bylaws  
for Reference Below**

# Current Bylaws



## **Article I. NAME**

The name of this organization shall be Cherry Creek Chorale.

## **Article II. PURPOSE**

The purpose of this organization is to provide an opportunity for interested adults to perform a wide variety of choral music for the general public, thus increasing both the appreciation and knowledge of music for both groups.

## **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 the Denver metropolitan area.

## **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.

## **Article V. MEMBERS**

### **Section 1**

Membership shall be determined by audition with the Director of the Chorale, or the Director's designee. A member will be considered in good standing upon payment of dues, the amount of which shall be fixed by the Board of Directors at the beginning of each fiscal year, and based upon continuing compliance with the provisions of these Bylaws, and other policies and procedures which may be set from time to time by the Board of Directors as authorized herein.

### **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.

## **ARTICLE VI. MEETINGS OF THE MEMBERSHIP**

### **Section 1**

An annual meeting of the general membership will be held in May of each year for the purpose of electing the Board of Directors, pursuant to notice of the date and time thereof as set forth in Section 2 of Article VI.

### **Section 2**

Special meetings may be called at any time by the President, upon at least three (3) days' notice to the membership. Notice may be given in writing or orally and may include notice by telephonic or electronic means. Notice of a special meeting given at any rehearsal of the Chorale shall be deemed sufficient hereunder. Any member may object to the transaction of any business because the meeting was not properly called or convened.

### **Section 3**

All final actions on any matters requiring the approval of the general membership hereunder shall be taken only at the annual meeting or any properly noticed special meeting at which a quorum of

the general membership is present. The presence of 25% of the membership in good standing shall constitute a quorum at any meeting. Each member shall be entitled to cast one vote on any motion made or other action proposed at the meeting.

#### **Section 4**

Robert's Rules of Order shall be the authority for all questions or procedures at any meetings.

#### **Section 5**

Meetings will be chaired by the presiding member of the Board of Directors.

### **Article VII. BOARD OF DIRECTORS**

#### **Section 1**

The Board of Directors shall consist of a maximum of fifteen (15) members.

#### **Section 2**

The term of each director of the organization will be twenty-four (24) months (beginning with the vacancies being filled for the 2025-2026 season forward), or if filling a mid-year vacancy, the remainder of the partial season. Directors who would like to continue to serve another term on the board will require a majority vote of the board of directors to then stand for election with the membership at the annual meeting. Open positions will be announced in advance of the annual meeting and new candidates given an opportunity to stand for the director role. Current (and prior) directors are encouraged to continue serving on the board or as volunteers where there is a need.

#### **Section 3**

Election of new directors to fill the term(s) of directors whose term is expiring, or election of current directors to another term, will occur as the first item of business at the annual business meeting of the Chorale. Vacancies occurring mid-year shall be announced to the membership to solicit volunteers. 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 season, 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 4**

Any director may be removed from the Board of Directors by an affirmative vote of the majority of directors at any duly called meeting of the Board of Directors at which a quorum is present. Notice of removal vote will be given with the notice of the meeting. The director involved will have the opportunity to defend him/herself.

#### **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.

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

### **Section 1**

The Board of Directors shall meet regularly at dates, times and places to be determined by the Board.

### **Section 2**

Special meetings may be called at any time by any director, upon at least three (3) days' notice to the other directors. Notice may be given in writing or orally and may include notice by telephonic or electronic means.

### **Section 3**

Any Director may object to the transaction of any business because the meeting was not properly called or convened.

### **Section 4**

All actions on any matters requiring the approval of the Board of Directors hereunder shall be taken only at a properly noticed regular or special meeting at which a quorum of the Board of Directors is present. A quorum of the Board shall consist of a majority of the total number of Board members. Unless otherwise provided, a majority of the quorum shall determine the outcome of any matter submitted to the Board of Directors for approval. The presence of a majority of the Board of Directors shall constitute a quorum at any meeting. Each director shall be entitled to cast one vote on any motion made or other action proposed at the meeting.

### **Section 5**

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

### **Section 6**

Meetings will be chaired by the President of the Board of Directors who shall be elected by the membership.

## **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).

### **Section 3**

Each Director shall be a Committee Chair and expected to attend 75% of the Board of Director meetings.

### **Section 4**

Section 4. The Board may include up to three (3) Ex Officio Directors based on filled positions such as: 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.

## **Article X. OFFICERS**

### **Section 1**

The officers of this organization will be the President, President-Elect, Past-President, Vice-President, Secretary, and Treasurer who will also serve as the Executive Committee. The Executive Committee will oversee operations of the Board and is empowered to act on behalf of the Board in-between meetings, presenting these acts later for a full Board review.

### **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 may continue to serve as an officer upon the conclusion of their term by being re-elected by the general membership. 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. 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. Current (and prior) officers are encouraged to continue serving on the Board or as volunteers where there is a need.

### **Section 3**

Any office hereunder shall be deemed vacant upon the removal of the person filling such office as a member of the Board of Directors, pursuant to the removal provisions of Article VI hereunder.

### **Section 4**

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

### **Section 5**

The President will be the chief executive officer of the organization. It will be the duty of the President to preside at all meetings of the Board of Directors and to have general supervision of the affairs of the organization. The President will execute on behalf of the organization all contracts, deeds, conveyances, and other instruments in writing that may be required or

authorized by the Board of Directors for the proper and necessary transaction of the business of the organization.

### **Section 6**

The President-Elect will serve in a training position to the President upon whose position the President-Elect will succeed the following fiscal year. The President-Elect shall perform such duties as may be assigned by the President or the Board.

### **Section 7**

The Past-President will serve as an advisor to the President and the Board concerning Chorale business and the general running of the Board of Directors and shall perform any other such duties as may be assigned by the President or the Board.

### **Section 8**

The Vice-President will act in the absence of the President and perform such other duties as may be assigned by the President or the Board. In the absence of the President, the execution by the Vice-President on behalf of the organization of any instrument will have the same force and effect as if it were executed on behalf of the organization by the President.

### **Section 9**

The Secretary will be responsible for keeping the organization records. The Secretary will give or cause to be given all notices of meetings of the Board and all other notices required by law or by these Bylaws. The Secretary will be the custodian of all books, correspondence, and papers relating to the business of the organization, except those of the Treasurer.

### **Section 10**

The Treasurer shall function as the Chief Financial Officer and have charge and custody of and be responsible for all funds and securities of the organization. The Treasurer, or the Board's designee, will receive and give receipts for moneys due and payable to the organization from any source whatsoever, and deposit all such moneys in the name of the organization in such banks, trust companies or other depositories which shall be selected by the Board of Directors. The Treasurer will perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. If determined necessary by the Board of Directors, the Treasurer shall demonstrate evidence of bondability for the faithful discharge of the duties of Treasurer in such sum and with such surety or sureties as the Board of Directors shall determine.

## **Article XI. COMMITTEES**

### **Section 1**

The Board of Directors may designate one or more committees, each of which will consist of at least one committee chair and such other members as determined by the Board of Directors. Committee members may be members of the Board of Directors, members of the organization, or other interested individuals.

The studies, findings, and recommendations of all committees will be reported to the Board of Directors for consideration and action.

## **Section 2**

Each Committee Chair will be elected and will be a member of the Board of Directors.

## **Article XII. MISCELLANEOUS**

### **Section 1**

The organization will have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as director, officer or employee. The organization will have the power to purchase or procure insurance for such purposes.

### **Section 2**

The Board of Directors may authorize any officer or other person acting as the duly approved agent of the Chorale to enter into any contract or execute and deliver any instrument in the name of, and on the behalf of, the organization.

### **Section 3**

All checks, drafts and other orders for payment of funds will be signed by such officers or duly-approved agent of the Chorale, as the Board of Directors may from time to time designate.

### **Section 4**

The Chorale will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members and Board of Directors, and it will keep such records at the registered or principal office of record, as required by state law, giving the names and addresses of the Board of Directors. All books and records may be inspected at any reasonable time by any member, subject to reasonable limitations imposed by the Board of Directors to ensure the safekeeping thereof and the efficient operation of the Chorale.

### **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 the Chorale shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

### **Section 6**

The fiscal year of the organization will be July 1<sup>st</sup> through June 30<sup>th</sup>.

## **Article XIII. AMENDMENTS**

The Board of Directors may amend these Bylaws to include or omit any provision that it could lawfully include or omit at any time the amendment is made. Upon advance notice of at least seven (7) days, which may occur orally at any scheduled rehearsal of the Chorale, amendments or revisions may be submitted and approved at any meeting of the general membership at which a quorum is present, upon receiving the approving vote of a majority of the members in attendance at the time the vote is taken; provided that no amendment to the Bylaws or conduct of the affairs of the Chorale shall be made in any manner or for any purpose contrary to the statutes of the state of Colorado or the provisions of 501(c)(3) of the Internal Revenue Code as now in force or afterwards amended.

## **Article XIV. DISSOLUTION**

### **Section 1**

**Voluntary Dissolution:** The dissolution of the Chorale shall be authorized at a meeting of the Board of Directors, following the adoption of a resolution to dissolve by the membership. At least seven (7) days advance written notice shall be given of a meeting of the general membership at which a resolution to dissolve the Chorale is to be considered. A quorum of the general membership shall be present at such meeting, and the approving vote of a majority of the members in attendance at the time the vote is taken shall carry the dissolution resolution.

### **Section 2**

**Distribution of Assets:** Upon the dissolution of the Chorale, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Chorale, dispose of all of the assets of the Chorale, exclusively for the purpose of the Chorale in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, cultural or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Chorale is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.