

**By-Laws
of
Cherry Creek Chorale**

Article I. NAME

The name of this organization shall be the 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 unincorporated Arapahoe County.

Article IV. NON-DISCRIMINATION

This organization does not discriminate on the basis of gender, ethnicity, religious beliefs, disability 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 By-Laws, 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 membership will include regular attendance at rehearsals and performances.

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 thirty-six (36) months. No person shall serve more than six (6) consecutive years.

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 term, will occur as the first item of business at the annual business meeting of the Chorale.

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. 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 final 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 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.

Section 2. The Directors will be any members in good standing and shall perform such duties as may be assigned by the President or the Board.

Section 3. Each Director shall be a Committee Chair and expected to attend 75% of the Board of Director meetings.

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. 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.

- 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 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 who's 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 by-laws. 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 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 1st through June 30th.

Article XIII. **AMENDMENTS**

The Board of Directors may amend these by-laws 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 by-laws 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.