

**ARVADA CHORALE COMPANY
BYLAWS
(Revised September 13, 2010)**

SECTION I

PURPOSE

The Arvada Chorale Company (“Chorale”) is a nonprofit charitable organization incorporated in the State of Colorado which seeks to bring joy and enrichment to the community through beautiful music. The organization will realize this goal by enhancing the musical enrichment of our members and of our community through the performance of fine choral literature.

SECTION II

GENERAL

VESTING GOVERNMENT- The government of the Arvada Chorale Company is vested in its members who have the right of control in all of its affairs.

AMENDMENTS- These Bylaws may be amended at the general annual membership meeting or special membership meeting called by the Board for that purpose, the notice of which shall set forth the terms of the proposed amendment. Special membership meetings require 2 week prior notice in writing to the eligible to vote members.. See Section III, Membership, for a definition of voting eligibility. Amendments shall require a two-thirds majority vote of members eligible to vote and present at the meeting.

BOARD OF DIRECTORS- The activities and affairs of the Chorale shall be conducted subject to the provisions of these Bylaws. These powers shall be exercised by or under the Board of Directors (“The Board”). The Board shall be the general policy-making body of the Chorale and shall be responsible for the budget and all Chorale business affairs. The Board shall serve as the representative of the Chorale. See Appendix A for the Chorale’s conflict of interest policy.

Neither the Directors nor the Officers of the Corporation may receive financial gain from their positions, except as permitted under applicable state law and under Section 501(c)(3) of the federal Internal Revenue Code. The Corporation shall not engage in any activities which tax-exempt organizations are prohibited from undertaking under Section 501(c)(3) of the Internal Revenue Code 26 U.S.C. section 170(c)(3).

In the event the Corporation is dissolved, the Trustees shall first use the assets to pay all the liabilities of the Corporation. They shall then dispose of the remaining assets in a

manner consistent with the goals of the Corporation and in accordance with all applicable provisions of the Internal Revenue Code governing tax-exempt organizations. No assets of the organization shall inure to the benefit of any private individual.

STAFF- Operation of the Chorale is vested in the staff which shall consist of a Artistic Director, Accompanist/Assistant Director, Chorale Manager and Chorale Librarian. For specific duties of Chorale staff, refer to detailed Job Descriptions. Staff is compensated by the Arvada Chorale Company .

SECTION III

MEMBERSHIP

NONDISCRIMINATION-The Chorale will not deny membership or discriminate against any employee, volunteer or program participant on the basis of age, race, sex, color, creed, religion, national origin, sexual orientation, transgender status, gender identity, gender expression, ancestry, marital status, gender, veteran status, political service, affiliation or disability.

DUES-The Board of Directors shall determine the dues for active membership. Said dues should be paid to the treasurer by the third week of each singing period.

APPLICATION FOR MEMBERSHIP – Individuals who wish to sing with the Chorale undergo a formal audition with the Artistic Director.

VOTING ELIGIBILITY: Eligible voters are Members who have paid dues for at least one concert within the 12 months immediately preceding the vote.

FOR ALL OTHER MEMBERSHIP REQUIRMENTS, PLEASE REFER TO THE MEMBERSHIP HANDBOOK.

SECTION IV

BOARD OF DIRECTORS

MEMBERSHIP- The Board of Directors of the Chorale is comprised of seven elected members (President, Vice President, Secretary, Treasurer, members-at-large),two appointed members-at-large from outside the Chorale, and the ex-officio members (Artistic Director and Chorale Manager).

OFFICERS- The officers of the Board of Directors shall be the President, Vice President, Secretary, and the Treasurer. All officers shall be elected by the membership to a two-year term. All officers shall serve on a staggered two-year term as described in Section V.

PRESIDENT-The President of the Chorale shall supervise and administrate the affairs of the Chorale and the activities of the officers in accordance with Robert's Rules of Order. The President presides at all of the board meetings and all membership meetings. The President shall represent the Chorale on appropriate occasions.

VICE PRESIDENT- The Vice President in the absence of the President, or in the event of the President's inability to act, shall perform the duties of the President. When acting as the President, the Vice President shall have all powers of the President. The Vice President shall perform the duties as the President delegates.

SECRETARY- The duties of the Secretary include, but are not limited to, the following: The recording and distribution of all Board meetings and the General Membership meeting minutes, and any necessary correspondence of the business of the Chorale Board.

TREASURER- The duties of the Treasurer include, but are not limited to the following: the collection, payment and recording of all finances, preparing and presenting a financial statement to the Board at all regular scheduled meetings.

MEMBERS AT LARGE (5) - There shall be five (5) members at large. Three elected members-at-large will be from the Chorale with one member-at-large being a new member representative. The elected Board members will appoint two (2)members-at-large will be from outside of the Arvada Chorale and within the metro area. The duties of the members-at-large will be fulfillment of the board duties and to enhance the communication between the Chorale and The Board.

STANDING COMMITTEES-The Board of Directors shall have the power to create and eliminate standing committees as needed to accomplish its duties. The chairmen of these committees shall report regularly to the Board through the assigned Board of Director and the Chorale Manager.

VACANCIES-Should unexpected vacancies occur in an elected position prior to the expiration of the term, the President, with the Board's approval, shall appoint a replacement. The Vice President, with approval of the Board, shall fill a vacancy in the office of the President.

REMOVAL FROM OFFICE-Officers and Board Members may be removed from office by a majority vote of the Board of Directors.

REGULAR MEETINGS- The Board of Directors shall hold regular monthly business meetings. All Board Members are required to attend or provide a written proxy for the meeting. Chorale general members are welcomed, but not required to attend. If members wish to address the Board, they must make requests at least two (2) weeks prior to a Board meeting. There shall be an annual General membership meeting in May of each year to elect board members.

QUORUM-A Quorum of any meeting of the Board of Directors shall be a majority of its voting members.

SECTION V

ELIGIBILITY, TERM AND ELECTIONS

ELIGIBILITY FOR ELECTION-All persons seeking elective office in the Chorale must have performed in three concerts in the immediately preceding 12 months. .

TERM Elected Board members serve a two (2) year term and can serve two (2) consecutive terms for a full four (4) years. Half of the Board members terms end dates are staggered so that half of the Board is replaced every year. A past Board member can be elected again for another term after one year has elapsed. Term of office extends from July 1 through June 30th of each year. These two members-at-large are appointed for a one (1) year term that may be renewed for up to four (4) years. If the appointed member-at-large are not asked to step down 60 days prior to the start of the fiscal year, the member's term is considered renewed for the next year.

NOMINATION Anyone interested in serving on the Board will submit application for nomination, including biographical information, at least 60 days prior to the election. The Board will vet qualifications for the positions of President, Vice President, Secretary and Treasurer. Information regarding the qualifications of all nominees, both vetted and non-vetted, will be presented to the Members 4 weeks prior to the election.

Nominations may be made from the floor; however, nominees must provide clearly-written statements of qualifications, in the same format provided by other candidates, to all members of the Chorale.

No nominee will be allowed to address the Chorale verbally the night of elections.

ELECTIONS-Election will occur in May before the last rehearsal. The voting will be by written ballots, which will be counted by the Board members not currently up for election. A simple majority of eligible voters in attendance shall determine the winners of the election. Voter eligibility is defined in Section III.

SECTION VI

PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern all meetings of the Chorale Board of Directors except where specifically contradicted by these bylaws.

SECTION VII

ADMINISTRATION

FISCAL YEAR-The Fiscal Year of the Chorale shall run from July 1 to June 30 of each year.

CHECKS, NOTES, AND DEPOSITS-Except as otherwise specifically determined by a resolution of the Board, all checks, drafts, promissory notes, order for payments, and other evidence of indebtedness of the Chorale shall be signed by the Treasurer and/or the Chorale Manager and/or the President. All banks, trust companies, or other depositories for any funds must be selected by a resolution of the Board. All receipts are to be turned over to Manager or Treasurer immediately upon receipt; exceptions are at the discretion of the Manager and/or Treasurer.

BOOKS AND RECORDS-The Board of Directors shall keep accurate and complete books, records of accounts, and Board minutes of all its proceedings.

FINANCIAL REVIEW-A review of the Chorale's financial records may be completed at any time at the discretion of the Board.

Appendix A: Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.