

## THE COLUMBINE CHORALE BY-LAWS

30 March 2003

I. NAME: The name of this organization shall be The Columbine Chorale, hereinafter referred to as “the Chorale”.

II. OBJECT: The Columbine Chorale was created to provide its singers and audiences with the highest level of quality in choral music experiences. It is the fundamental goal of the Chorale to present performances of great choral literature in a manner that reflects the Chorale’s deep sense of commitment to the aesthetic beauty and profound integrity of the music itself.

III. THE BOARD OF DIRECTORS: The Chorale shall be governed by a Board of Directors (hereafter referred to as “the Board”) composed of five Chorale members (hereafter referred to as the “elected Board”) and in addition possibly one or two outside Directors (hereafter referred to as “outside positions” or “outside Directors”). The offices of President, Vice-President, Secretary and Treasurer of the Chorale shall be filled by the Board from among its membership. The offices of President, Vice-President, Secretary and Treasurer shall be for a term of one year.

Elected members of the Board shall be elected to overlapping two-year terms.

The elected Board shall have the authority to create up to two positions on the Board to be filled by non-Chorale members and the elected Board shall have the authority to fill these outside positions. Unless otherwise specified in these bylaws, outside Directors of the Board shall have all the rights and privileges of the elected Directors, including but not limited to voting and holding office. A four-fifths majority of the elected Board shall be necessary to create and fill such outside positions. The term of these positions shall begin May 1 of a given year and shall run for two years. If there are two such positions in existence, the terms shall be overlapping two-year terms. The first outside Director may be appointed effective on a date other than May 1 and any such Director’s term shall terminate at the end of the second April 30 after appointment. The second outside Director may be appointed effective on a date

other than May 1 and any such Director's term shall terminate on the first or second April 30 after creation, so as to create overlapping two-year terms for the two outside Directors. The combined elected and outside Directors of the Board are hereafter referred to simply as the Board. The term "the Board" does not include any ex-officio members.

The Board shall appoint a Conductor or Conductors (hereafter referred to jointly as "the Conductor") who shall serve as an ex-officio member of the Board with the right to participate in all of its proceedings, but without the right to vote. Upon the recommendation of the Conductor, the Board may appoint an Assistant Conductor and an Accompanist, both of whom shall serve for the term of the Conductor. The Assistant Conductor shall serve as an ex-officio member of the Board with the right to participate in all of its proceedings, but without the right to vote.

The Board shall set the compensation for the Conductor, Assistant Conductor and Accompanist. The Board may hire, appoint or contract with other persons as it deems appropriate and may set the compensation for such persons. The Board may dismiss any person hired, appointed or contracted, taking into consideration the terms of any contract.

Meetings of the Board may be called by the President, a majority of the Board or the Conductor and shall be held at least quarterly. The Board may, at its discretion, call meetings in executive session which, other portions of these by-laws notwithstanding, may be restricted to elected and outside Directors of the Board. A quorum for any meeting of the Board shall consist of a simple majority of filled Board positions. "Majority" is defined as "more than half."

Unless otherwise specified in these bylaws, actions of the Board shall be approved by a simple majority of Board members present at a meeting.

IV. MEMBERSHIP: Membership in the Chorale shall be by audition with the Conductor. Upon payment or waiver of the established membership dues, the member shall be "in good standing" and shall be entitled to vote in all membership meetings. Continued membership in the Chorale shall be contingent on regular attendance at rehearsals

and performances, and satisfactory performance of all duties of a member. Once a person has been accepted into the membership of the Chorale, he or she may be removed from membership only upon the recommendation of the Conductor, followed by an affirmative vote of a majority of the Board.

V. CONDUCTOR: The Conductor shall be responsible for the auditioning of members, the selection of literature, the recommendation of an Assistant Conductor and an Accompanist, the scheduling of rehearsals and concerts and other duties as mutually agreed upon by the Conductor and the Board. His appointment shall be for a term of one year from August 1 through July 31 following. His appointment shall take place at a meeting of the Board held after the regular election of new elected Board members, but not later than June 1.

VI. ELECTIONS: An annual election of the elected Directors of the Board shall be conducted at a regular rehearsal or special membership meeting held during the month of March. The exact date of the election shall be determined by the Board and shall be announced to the membership at a regular rehearsal at least two weeks prior to the date set for the election. Any member of the Chorale in good standing is eligible to be a candidate for election to the Board. Elected Board members shall be elected by secret ballot of Chorale members present and in good standing.

Upon being elected to the Board, new Directors shall be designated as Directors-elect. A meeting of the outgoing Directors and the Directors-elect shall be held within one calendar month of the election for the purpose of electing new Board officers. The outgoing President (or vice-President, if necessary) shall conduct this meeting and the newly elected Directors and newly elected officers shall assume their duties upon adjournment of this meeting. Other business may be conducted at this meeting.

Vacancies on the elected Board shall be filled by special election and such special election shall be announced to the membership at a regular rehearsal at least two weeks prior to the date set for the election. Directors elected in this manner assume office immediately and assume the term duration of the former Board member being replaced.

VII. REMOVAL FROM OFFICE: An elected Director of the Board may be removed from office by a majority vote of Chorale members present and in good standing at a meeting called for the purpose by at least three members of the elected Board or by a majority of the Chorale members in good standing. Notice of the meeting shall be by first-class mail sent to each member of the Chorale and postmarked at least three weeks prior to the date set for the meeting.

A outside Board position may be abolished by a four-fifths majority of the elected Board. A outside Director may be removed from office prior to the end of his or her term by a four-fifths majority of the elected Board.

VIII. DUES: The Board shall have the power to establish reasonable dues, fees and charges to be imposed on the membership of the Chorale. These dues, fees and charges, or any portion of them, may be waived upon confidential application to the President or the Treasurer of the Board.

IX. REHEARSALS AND MEETINGS: Regular rehearsals shall be held in accordance with a rehearsal schedule published at the beginning of each season. Extra rehearsals may be scheduled by the Conductor from time to time. Chorale business may be conducted at any rehearsal, or at a special meeting called by the President or by a majority of the Chorale membership in good standing. A quorum shall consist of a majority of the Chorale membership in good standing.

X. ATTENDANCE: Regular attendance at all rehearsals and performances is expected. When illness, some prior commitment or emergency prevents a member's attendance, the Conductor must be notified in a timely manner.

XI. COMMITTEES: Various standing and temporary committees may be established by the Board. Committee Chairs shall be appointed by the President with the consent of a majority of the Board. Vacancies in Committee Chair positions may be filled as necessary by the President with the consent of a majority of the Board.

XII. AMENDMENTS: Amendment of these By-Laws shall be by a majority of the Chorale members present and in good standing at a membership meeting, provided that such

amendment has been submitted to the membership in writing at least two weeks prior to the meeting at which action is to be taken on the amendment. Approved amendments shall take effect upon adjournment of the meeting during which the approval was granted.

## AMENDMENTS TO THE BY-LAWS of THE COLUMBINE CHORALE 9-24-17

### INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Without limiting any other power of the Chorale provided by law to indemnify directors and officers, the Chorale shall indemnify any director, officer, or former director or officer of the Chorale against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, or for any loss or claim resulting from any such action, suit or proceeding to be liable for adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation. The Chorale may purchase insurance covering these risks.

### SPECIAL MEETINGS.

From time to time, between the Board's regularly noticed and scheduled meetings, business as previously noted in these by-laws, i.e. a majority of the Board. Transactions of the Board may be presented to the Board by means of electronic mail and electronic voting shall be permitted. Electronic votes shall be subject to the quorum and affirmative vote requirements set forth