

CHEYENNE CAPITAL CHORALE
BY-LAWS
As approved May 22, 2013

Article I

These By-Laws are adopted to effectuate the purposes and provisions of the Articles of Incorporation of the Cheyenne Capital Chorale (Chorale). The offices of the Chorale shall be maintained as designated by Board of Directors (Board).

Article II

Membership and Dues

1. Annual dues of membership in the Chorale shall be determined by the Board. The membership year runs from September 1 through August 31. Dues shall be paid by each choir member by no later than the first meeting in October. Anyone who joins the Chorale after the Christmas Concert shall pay 60% of the annual dues. Student membership fee shall be set by the Board. Any special request regarding dues shall be decided by the Board.

2. Membership in the Chorale is open to anyone who has the ability and interest in singing the program repertoire of the Chorale, as well as the willingness to attend the rehearsals. Any individual who subscribes to the basic policies of the Chorale may become a member subject only to compliance with the provisions of the By-Laws. Membership in the Chorale shall be available without regard to race, color, creed or national origin.

3. Members of the Chorale have the right to attend meetings of the Board of Directors, submit names in nomination and vote to elect the Board at the Annual Meeting, and serve on committees.

4. Regular attendance at rehearsals is expected.

5. Members shall be responsible for acquiring and wearing performance attire as set by the Board. In cases of financial need, assistance can be arranged through application to the Board.

Article III

Purposes and Policies

1. The Chorale, organized as a non profit corporation in 2002, is a musical organization specifically incorporated to create opportunities for participation and enrichment through choral music. This experience enables those with talent and musical interest to develop their musical potential, while at the same time striving for excellence in musical performance.

2. The Chorale is organized to promote musical growth and quality of vocal singing among its members and the community. The Chorale, through its members strives to:

- uphold superlative musical performance standards
- promote healthy vocal technique
- promote cultural enhancement and artistic appreciation for music in other languages and from other countries
- encourage community interaction, participation, outreach, and service
- promote choral music education for audiences and singers with a broad range of musical samplings from the 15th century to current day commissioned works.
- Further the cultural and educational life of the community.

3. The purposes for which the Chorale is formed are also set forth in its Certificate of Incorporation, as from time to time amended. The Chorale is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Chorale is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the laws of the State of Wyoming. This corporation is considered to be exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954.

4. The Chorale shall be noncommercial, nonsectarian, and nonpartisan.

5. If it is determined by unanimous vote of the Board of Directors that the Chorale shall be dissolved, all outstanding obligations will be paid first. The Board of Directors will allocate any remaining assets to a non-profit group or groups consistent with the goals of the Chorale and qualifying as exempt under Wyoming Nonprofit law, as set out in Section 3 above.

Article IV

Board of Directors, Officers and Their Election

1. The Chorale shall be governed by a Board of Directors.

(i) The Board of Directors shall consist of the following five Officers and members:

- (a) President;
- (b) Vice President;
- (c) Secretary;
- (d) Treasurer;
- (e) Librarian; and
- (f) A member-at-large from any existing small choral groups;
- (g) A member-at-large to hold the position of Grant Writer

(ii) Officers shall be designated by a majority vote of the membership of the Chorale annually in the month of May. The officers shall assume their official duties following the close of the annual meeting and shall serve a term of one year and until the election and qualifications of their successors.

(iii) A person may be eligible to serve more than two consecutive terms in the same office.

2. Election.

(a) There shall be a nominating committee composed of two officers and one member, selected by the Board at a regular meeting at least one month prior to the election.

(b) The nominating committee shall nominate one eligible person for each office to be filled and report its nominees at the regular meeting in May at which time additional nominations may be made from the floor.

(c) Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

3. Vacancy.

(a) A vacancy occurring in any office shall be filled for the unexpired term by appointment by the President with Board approval. The President shall cause notice of the election to be served on all members. In the case a vacancy occurs in the office of President, the Vice President shall serve notice of the election.

Article V

Duties of Officers

1. The President shall preside at all meetings of the Chorale and of the Board of Directors at which he or she may be present; shall perform such other duties as may be prescribed in these By-Laws or assigned to him or her by the Chorale or by the Board of Directors; and shall coordinate the work of the officers and committees of the Chorale in order that the purposes may be promoted.

2. The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act.

(a) The Vice President shall serve as the Chair for the fundraising committee.

3. The Secretary shall record the minutes of all the meetings of the Chorale and of the Board of Directors and shall perform such other duties as may be delegated to him or her.

(a) The Secretary is responsible for updating the content of the Chorale's webpage, Facebook page, and any other social media or internet related content on a regular basis, as approved by the Board of Directors.

4. The Treasurer shall have custody of all the funds of the Chorale; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Chorale or the Board of Directors and shall make a full report at the annual meeting.

(a) The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the By-Laws.

(b) The Treasurer shall be responsible for filing all annual paperwork required to maintain the Chorale's status as a non profit corporation, including both state and federal.

(c) The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the Board of Directors at least two weeks before the annual meeting.

5. All officers shall perform the duties prescribed in these By-Laws and those assigned from time to time. They shall deliver to their successors all official material not later than ten days following the election of their successors.

6. The Librarian shall perform the duties and have the responsibilities as set forth in Article XIII.

7. All five officers shall have authority to sign on checks issued by the Chorale. Two signatures are required.

Article VI

Board of Directors, Powers and Duties

1. The Board of Directors shall consist of the officers of the Chorale, and one individual to be elected from the membership of the Chorale at large, who shall be the Grant Writer, and one individual from any of the small chorale groups to be elected from the membership of the Chorale at large. The members of the Board of Directors shall serve until the election and qualification of their successors. Election of the Director at Large shall be in the same manner and under the same terms as election of officers. A vacancy occurring in the position of Director at Large shall be filled for the unexpired term by a majority vote of the remaining members of the Board of Directors.

The duties of the Board of Directors shall be:

(a) To transact necessary business in the intervals between meetings of the Chorale and such other business as may be referred to it by the Chorale.

(b) To create standing committees and appoint the chairs.

(c) To approve the plans of the programs of the standing committees.

(d) To present a report at the regular meetings of the Chorale.

(e) To appoint an auditor or an auditing committee at least two weeks before the annual meeting to audit the Treasurer's accounts.

(f) To prepare and submit to the Chorale for approval a budget for the fiscal year.

(g) To approve routine bills within the limits of the budget.

(h) To appoint a Grant Writer, who shall also serve as a member at large on the Board of Directors.

(i) To set compensation, if necessary, for the Librarian, Musical Director, Assistant Musical Director and Accompanist.

(j) To approve the style and content of the Chorale's webpage, Facebook page, and any other social media or internet related content.

(k) To appoint either a member in good standing or an officer or director to act as Registered Agent for the Chorale. The person appointed as Registered Agent shall serve until he or she resigns the position. The Board shall once each year contact the person designated as Registered Agent for confirmation that the person consents to continue to serve in that position.

(l) To select, in consultation with the Musical Director, and hire an Accompanist for the Chorale.

2. The Board of Directors shall meet as necessary to conduct the business of the Chorale. A majority of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board. No expenditure or indebtedness undertaken or approved by the Board in excess of Five Hundred Dollars (\$500.00) shall be valid unless a majority of the entire Board of Directors shall have voted affirmatively in favor thereof.

Article VII

Meetings and Notices

1. An annual meeting of the membership shall be held, at a time and place directed by the Board of Directors. Written notice, including notice by e-mail, shall be given to all members in good standing prior to the scheduled date of the meeting. At such annual meeting any and all proper business, including nomination and election of officers and directors shall be conducted. Special meetings of the membership may be called by majority vote of the Board of Directors at any time. Notice of the special meeting shall be given as provided for the annual meeting. At special meetings of the membership only such business as is noted in the notice of the meeting, or approved by a two-thirds majority of those present and voting, shall be considered. A majority of members shall constitute a quorum for the transaction of business at any meeting of the Chorale.

2. Notice to members regarding meetings, practices, concerts and any other business required to be communicated to the members shall be by email, unless otherwise requested by a member.

Article VIII

Standing and Special Committees

1. The Board of Directors may create such standing and special committees as may be necessary to promote the purposes and carry on the work of the Chorale. The term of each Chair shall be one year or until the selection of his or her successor.

2. The Chair of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without consent of the Board of Directors.

3. The President shall be a member ex officio of all committees except the nominating committee.

Article IX

1. A review of the By-Laws shall be made by any member of the Chorale in good standing.

2. Members in good standing may suggest amendments to the By-Laws by presenting proposals to the Board of Directors 30 days prior to the annual meeting. Board members shall review the proposed amendments and decide by majority vote whether to present the amendments to the members. The Board of Directors, by majority vote, may also present amendments to the By-Laws. All proposed amendments to the By-Laws must be sent to all members in good standing at least fifteen (15) days prior to the annual meeting.

3. Members in good standing may suggest additional amendments to the By-Laws at the annual meeting, which suggestions will be taken under consideration by the Board, but shall not be voted on at the annual meeting.

4. Amendments to the By-Laws must receive at least sixty (60) percent approval from the members in good standing, who are present and voting at the annual meeting. Proxy voting will be permitted with the permission of the Board of Directors.

Article X

Musical Director

1. The Board of Directors shall hire a Musical Director who shall have general responsibility, under the advice and consent of the Board of Directors, for all of the musical activities of the Chorale. Specific duties shall be outlined in these By-Laws and in the contract for hire.

2. The Musical Director provides the artistic vision of the chorale and is responsible for the leadership and direction of every aspect of the performances by the Chorale.

3. The Musical Director reports to the Board of Directors and works in conjunction and consultation with Board President, the Board of Directors and the Librarian.

4. The Musical Director shall be an ex officio member of the Board of Directors, serving in an advisory capacity.

5. In addition to duties outlined in the engagement contract, the Musical Director shall:

(a) Present monthly reports to the Board of Directors regarding the status of the upcoming programs and projects.

(b) Attend committee meetings, as necessary.

(c) Participate in fund raising.

(d) Serve as a spokesperson for the Chorale.

(e) Participate in community activities to promote the Chorale.

(f) Represent the Chorale in all media appearances.

(g) Participate in musical and professional organizations locally, nationally and internationally.

(h) Collaborate with the Board President and various standing committees to develop marketing campaigns and publicity for the Chorale.

(i) Annually develop a comprehensive artistic plan, in collaboration with the budget committee, to provide a basis for the annual budget, to include selection of venues, music, soloists, orchestra and other accompanists, promotion, and recordings.

(j) Collaborate in the preparation of grant applications.

(k) Provide overall artistic leadership and direction for the Chorale.

(l) Select all artistic personnel, including soloists and accompanists.

(m) Supervise the Assistant Musical Director.

Article XI

Assistant Musical Director

1. The Assistant Musical Director works under the guidance of the Musical Director. The Assistant shall attend all rehearsals and sectionals, direct ensembles when requested and provide general musical assistance. The Assistant reports to the Musical Director on all artistic matters and Musical Director and the Board of Directors on administrative, organizational and outreach activities.

2. Additional duties shall be assigned as needed by the Board of Directors through an engagement to hire letter.

Article XII

Accompanist

1. The Board of Directors, in consultation with the Musical Director, shall hire a pianist to accompany the Chorale at all rehearsals and at concerts. Duties shall be set forth in the engagement for hire letter. Additional duties may include attendance at assigned sectionals, promotional events and meetings when the Board of Directors and Musical Director are considering and choosing music for the coming year.

2. The Accompanist must, at a minimum:

(a) Be familiar with a wide variety of music;

(b) Be able to play both the written score and underlying parts, as needed or requested by the Musical Director;

(c) Be able to lead or conduct a sectional at the request of the Musical Director;

3. If the Accompanist is unable to attend a rehearsal, he or she, in consultation with the Musical Director, provide a substitute at the Accompanist's expense.

4. If the Accompanist is unable to attend a concert, he or she must notify the Musical Director no less than four weeks prior to the scheduled performance.

Article XIII

Librarian

1. The Board of Directors shall appoint a Librarian to order, organize, hand out and collect music used by the Chorale. Duties shall include:

(a) Ordering rental music and return it promptly after use.

(b) Collecting music from authorized sources and return promptly after use.

(c) Cataloging and maintaining organized library of purchased music for Chorale.

(d) Taking delivery of and tracking incoming music, packing and shipping outgoing music, and maintaining shipping records.

(e) Taking roll at all rehearsals.

(f) Maintaining an updated list of all members, including physical addresses, phone numbers and email addresses.

(g) Sending out emails to the membership as requested by the President, the Board of Directors or the Musical Director.

Article XIV

Dissolution

Dissolution shall be effectuated in accordance with the Articles of Incorporation.