

BY LAWS OF
THE LIVINGSTON COUNTY CHORALE

Original adoption: April 1991

Revised: June 1993
Revised: June 1994
Revised: November 1994
Revised: April 1995
Revised: May 1999
Revised: June 2000
Revised: May 2001
Revised: February 2002
Revised: April 2008

Article I
NAME

Section 1.01 Name of the Corporation

The name of this Corporation shall be The Livingston County Chorale.

Article II
PURPOSES AND ACTIVITIES

Section 2.01 Purposes of the Corporation

The purposes of the Corporation shall be:

- A. To perpetuate the performance of fine choral literature.
- B. To solicit and receive grants, contributions, and other property, to engage needed personnel and services, and to transfer, hold and invest such real and personal property as may be necessary to carry out the purposes of this Corporation.

Section 2.02 Restrictions and Activities

- A. No part of the money or other property received by this Corporation from any source, including its operations, shall be used directly or indirectly for the benefit of or be distributable to the officers, Members of the Board of Directors, sometimes hereinafter referred to as the Board, or other private persons, except that this Corporation shall be authorized to pay reasonable

compensation for services rendered and to make payments necessary for the furtherance of the purposes set forth in this Article.

- B. No substantial part of the activities of this Corporation shall be lobbying or otherwise attempting to influence legislation, and this Corporation shall not participate in any political campaign on behalf of or against any candidate for public office.
- C. All the activities of this Corporation shall be charitable, educational or religious as are permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (as it may be amended).

Article III
MEMBERSHIP

Section 3.01 Classes of Members

The corporation shall have (2) classes of members. The qualifications of each of these classes shall be as follows:

Class A. Active Members

Any person concerned about and willing to work actively with the Livingston County Chorale and/or the Livingston County Women’s Chorus to accomplish their purposes shall be accepted as an Active Member upon payment of membership dues or upon election to the Board of Directors. All performers of both the Chorale and the Chorus (except guest performers) shall be Active Members. One parent per child shall be an Active Member.

Class B. Other Members

Those individuals, firms or community associates that elect to support the goals and ideals of the Corporation shall be classified into categories of membership as determined by the Board of Directors.

Friends of the Chorale

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Any person who recognizes the importance of choral music in the community and is committed to promote and support the Corporation and its activities shall be accepted as a member of the Friends of the Corporation. The Friends of the Chorale will promote and support the Corporation activities at the direction and suggestion of the Board of Directors.

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Section 3.02 Voting Rights of Members

Except as otherwise may be provided by these Bylaws, the right of members to vote on corporate affairs shall be limited to those Class A Active Members present at annual membership meetings or other membership meetings that may be called by the Board from time to time. A majority of those Active Members present and voting on any matter shall be sufficient to carry the vote unless otherwise provided by these Bylaws.

Section 3.03 Duties of Members

Each Active Member shall:

- 1) pay dues in the amount determined by the Board of Directors.

Deleted: ; members of the Board and the Music Librarian are exempt from dues payment

Section 3.04 Suspension of Membership

An Active Member may be suspended or excluded as determined by the Board for failure to comply with these Bylaws or current Board policy.

Article IV
MEETINGS OF THE MEMBERS

Section 4.01 Annual Meeting of the Active Members

An annual membership meeting of the Corporation shall be called each year by the Board with written notice going to the Class A Active Members 30 days before said meeting. Each Active Member shall be entitled to vote for Board members and on other motions not reserved to the Board of Directors by these Bylaws. Presentation of annual reports shall be made at this time.

Section 4.02 Time and Place of Meetings

Unless otherwise notified the membership meeting shall be combined with the Board of Directors meeting. Each meeting shall be held at the time and place determined by the Board of Directors. The Annual Meeting of the Active Members shall occur near the end of the fiscal year.

Section 4.03 Quorum

A quorum of a membership meeting shall consist of the Active Members present together with a majority of the voting members of the Board of Directors.

Section 4.04 Special Meetings of the Active Members

Special membership meetings may be called by the President or a majority of the Board members.

Section 4.05 Organization and Conduct of Meetings

Each meeting of the members shall be presided over by the President of the Board, or in the case of his or her absence or inability, by another Board officer according to the succession stipulated in Article VI. The President may choose to conduct the meetings according to Robert's Rules of Order, or by a less formal procedure unless a majority of the Active Members present vote to have the meeting conducted according to Robert's Rules. The presiding officer shall vote only when necessary to break a tie vote.

Article V
BOARD OF DIRECTORS

Section 5.01 Powers and Duties of the Board

The duties and responsibilities relative to the management and control of the property and affairs of this Corporation shall be vested in the Board of Directors, which shall serve as the administrative unit of this Corporation. The Board reserves the right to retain an Artistic Director, Business Manager and others as appropriate.

Section 5.02 Directors: Number and Term of Office

The Board of Directors shall consist of no less than ~~five(5)~~ and no more than fifteen (15) members. The Board may consist of the following positions: President, Vice-President of Fundraising, Vice-President of Performances, Secretary, Treasurer, Director of Public Relations, Director of Membership and Director of Publications. All other Board members not elected to one of these positions shall be considered members at large and their responsibilities shall be those as directed by the Board and/or President from time to time.

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At least three (3) of the Board members shall be performers in either the Chorale or Women's Chorus; with one Board member being from the Chorale; one Board member being from the Chorus; and the third Board member being from either the Chorale or Chorus. At least one Board member shall be a parent/guardian of a child participating in the Children's Choir. At least one Board member shall be a member of the Friends of the Chorale.

The Artistic Director, ~~the Director of the Chorale, the Director of the Women's Chorus and the Director of the Children's Choir~~ shall be ~~non-voting members~~ of the Board of Directors.

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Each Board member, shall be elected to a term of two (2) years and shall not serve more than three (3) consecutive terms.

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Section 5.03 Nomination of Directors

The nominating committee shall consist of three persons appointed by the President. The chair of the committee need not be an Active Member (see section 9.01). The other two persons shall be Active Members. The nominating committee shall propose a slate of candidates for election to the Board of Directors for review and approval. If approved by the Board of Directors, the slate shall be submitted at the annual meeting. Additional names may be placed in nomination from the floor at the time of the nominating committee's report.

Deleted: The Friends Board member shall serve a one (1) year term and shall not serve more than three (3) consecutive terms. The Children's Choir Board member shall serve a one (1) year term and shall not serve more than three (3) consecutive terms.

Section 5.04 Voting for the Board of Directors

A. Board Members Except Friends and Children's Choir Board Members

Except for the ~~Board members representing the Friends of the Chorale and the Children's Choir~~, election of new members of the Board of Directors will be held at the Annual Meeting of the Active Members. Voting for members of the Board of Directors shall be by secret ballot. A simple majority of Active Members in good standing, present and voting, shall elect new members of the Board of Directors, a candidate need not be an Active Member of the organization.

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B. Friends of the Chorale Board Member

The individual representing the Friends of the Chorale on the Board of Directors shall be selected by the members of the Friends of the Chorale in a manner deemed appropriate by the Friends of the Chorale.

C. Children's Choir Board Member

The individual representing the Children's Choir on the Board of Directors shall be selected by the parents/guardians of the children participating in the Children's Choir in a manner deemed appropriate by said parents/guardians.

Section 5.05 Election of Officers

The first meeting of the newly elected Board shall be held near the beginning of each fiscal year. At this meeting the President, Vice-president for Fundraising, Vice-president for Performances, Secretary, Treasurer, Director of Public

Relations and Director of Publications shall be elected by the Board of Directors from among its members.

Section 5.06 Regular Meetings of the Board

Board of Directors meetings shall be open to all members in good standing. Board of Directors meetings shall be held monthly unless otherwise determined by said Board.

Section 5.07 Organization and Conduct of Board Meetings

The President (or, in his or her absence, another Board officer according to the succession stipulated in Article VI) shall preside over each meeting of the Board. The meetings may be conducted either informally or in accordance with Robert's Rules of Order at the discretion of the presiding officer unless the majority of Board Members present request that Robert's Rules of Order be followed. The presiding officer shall vote only when necessary to break a tie vote.

Section 5.08 Quorum of the Board

A majority of the voting Board of Directors must be present at a duly called meeting to constitute a quorum for the transaction of business.

Section 5.09 Voting at Board Meetings

All matters before the Board shall be decided by a majority of its voting members present at its meeting.

A Board member may only abstain from voting if he/she has a conflict of interest with regard to an issue presented to the Board for a vote. The Board member shall explain to the Board members the nature of the conflict of interest.

Section 5.10 Resignation of Board Members

Any member of the Board may resign at any time by delivering a written resignation to the President or to the Secretary. The acceptance of such a resignation shall not be necessary to make it effective (unless acceptance is made a condition of the resignation).

Section 5.11 Removal of Board Members

The Board may ask for the resignation of any Director for non-function of duties or for conduct contrary to the best interests of the Corporation. Failure to attend

three (3) consecutive regular Board meetings shall be considered non-function of duties.

Section 5.12 Vacancies of the Board

In the event of a Board vacancy, the Board of Directors shall appoint a successor. The appointed successor shall serve for the unexpired portion of the term. If more than two (2) vacancies occur at one time, a special membership meeting shall be called within thirty days after the vacancies and an election shall be held. Those elected shall serve for the unexpired portion of the term(s).

Article VI
OFFICERS

Section 6.01 Titles and Qualifications of Officers

The principal officers of the Corporation shall be the President, Vice-President of Fundraising, Vice-President of Performances, Secretary, Treasurer, Director of Public Relations, Director of Membership and Director of Publications.

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Section 6.02 Term of Office

Each officer shall hold office until the end of the fiscal year in which elected, or until the officer becomes incapacitated, resigns, or is removed.

Section 6.03 The President

The President shall:

- A. Be the chief administrative officer of the Corporation with all inherent powers and duties normally associated with the office.
- B. Preside at all regular and special Membership and Board meetings. Designate an appropriate Board member to preside over Board meeting(s) and/or membership meeting(s) in the event of the President's absence at any such meeting(s).
- C. Supervise the furtherance of the Corporation's goals and objectives as they are outlined in these Bylaws. This shall include, but not be limited to, appointing various directors, members and outside individuals responsible for specific tasks and/or projects, including an annual review of the Bylaws of the Corporation.
- D. Provide adequate notice to the Board of all Board meetings and membership meetings, and ensure that all Active Members are adequately notified of all membership meetings.
- E. Request committee chairs to attend and report at Board meetings and membership meetings as necessary.

- F. Perform such additional duties as may be delegated to the office by the majority of the Board.
- G. ~~With the Treasurer and Vice-President of Fundraising prepare an annual budget for the next fiscal year, with the assistance of the Business Manager,~~
- H. Appoint Committee Chairs not otherwise appointed by the Artistic Director and/or the Director of Women's Chorus.

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Section 6.04 The Vice-President of Fundraising

The Vice-President of Fundraising shall:

- A. Be an assistant chief administrative officer of the Corporation with all inherent powers and duties normally associated with the office of the Vice-President.
- B. Preside over any Board meeting(s) or membership meeting(s) in the event the President has not designated a temporary replacement.
- C. Be responsible for the inventory control and record keeping of the products sold for fundraising purposes.
- D. Perform such additional duties as may be delegated to the office by the President and/or Board.
- E. Seek approval from the Board for all fundraising activities.
- F. Be responsible for raising funds from outside sources, i.e., businesses and individuals not within the membership of the Chorale.
- G. Oversee the Advertising Committee.
- H. ~~With the President and Treasurer prepare an annual budget for the next fiscal year with the assistance of the Business Manager.~~

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Deleted: Be responsible for writing and sending acknowledgments for gifts and donations on behalf of the Chorale

Section 6.05 The Vice-President of Performances

The Vice-President of Performances shall:

- A. Be an assistant chief officer of the Corporation with all inherent powers and duties normally associated with the office of Vice-President.
- B. Chair any Board meeting(s) and/or membership meeting(s) in the event the President has not designated a temporary replacement and/or the Vice-President of Fundraising is unable to chair said meeting(s).
- C. Oversee all necessary music recording licenses.
- D. Perform such additional duties as may be delegated to the office by President and/or Board.
- E. Secure concert venues.
- F. Investigate and negotiate the cost of concert and rehearsal venues and communicate this information to the Treasurer.
- G. Oversee the Stage Setup Committee.
 - 1. Approximately one (1) month prior to concert visit venue:

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- a. Plan for and assist riser transportation and setup.
- b. Strike risers, reset stage and transport risers to storage.
- 2. If the piano needs tuning, negotiate with venue owners to have them provide the piano tuner prior to dress rehearsal or secure a piano tuner to tune the piano.
- 3. Arrange with the venue for a public address system.
- 4. Take suggestions from the Artistic Director, Director of the Women's Chorus, Director of the Children's Choir, Assistant Director and Accompanist for improvement of the venues.
- H. Secure musicians and announcers with the suggestions from the Artistic Director.
- I. Negotiate fees with the guest musicians and inform the Treasurer.
- J. Arrange for recording engineer to tape record the concerts.
- K. Secure rehearsal sites for Chorale, Women's Chorus, and Children's Choir.
- L. Secure alternate rehearsal site when needed.
- M. Act as host for guest conductors of the Chorale.

Section 6.06 The Secretary

The Secretary shall:

- A. Be the official recorder of the Corporation.
- B. Record and publish the minutes of all regular and special Board and Membership meetings.
- C. Be the corresponding secretary to all outside organizations and activities.
- D. File the Corporation's annual report with the State's Corporate Division.
- E. Perform such additional duties as may be delegated to the office by the President and/or Board.
- F. Be responsible for writing and sending acknowledgements for gifts and donations on behalf of the Chorale.

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Section 6.07 The Treasurer

The Treasurer shall:

- A. Be the chief financial officer of the Corporation.
- B. Be accountable for the receipt and disbursement of funds or property on behalf of the Corporation.
- C. Render a written account of all the Corporation's accounts at each regular meeting of the Board.
- D. File all tax and other financial reports required of the Corporation.
- E. Exhibit the account books of the Corporation and all securities, vouchers, papers and documents of the Corporation in his or her custody to any member upon reasonable request.

- F. Authorize those expenditures deemed necessary for the function of the Livingston County Chorale.
- G. Make arrangements for an annual audit with the approval of the Board.
- H. Perform such additional duties as may be delegated to the office by the President and/or Board.
- I. With the President and Vice-President of Fundraising prepare an annual budget for the next fiscal year with the assistance of the Business Manager.

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Section 6.08 The Director of Public Relations

The Director of Public Relations shall:

- A. Send advance publicity releases of Chorale activities to the media via facsimile, e-mail or regular mail.
- B. Write copy for local publications (i.e., Livingston County Guide, Marketeer, etc.).
- C. Be the contact person for performance requests from the community, passing them on to the Board and Artistic Director for further action.
- D. Maintain and cultivate media contacts (newspapers, radio, public television, etc.) and write thank you notes as appropriate.
- E. Retain copies of publicity documents.
- F. Network in the community to provide Chorale activities (i.e., Chamber of Commerce).
- G. Oversee ticket chairperson.

Section 6.09 The Director of Publications

The Director of Publications shall:

- A. Oversee a committee to publish the Chorale newsletter.
- B. Publish the Chorale newsletter.
- C. Oversee a committee to create the Season Booklet.
- D. Print and distribute the Season Booklet.
- E. Oversee a committee to create the Season Flyer.
- F. Print and distribute the Season Flyer.
- G. Be responsible for postal mailings (i.e., Season Flyer, newsletters, advertiser mailings, President's annual letter, etc.).
- H. Oversee the creation and printing of the concert program with input from the Artistic Director and Director of the Women's Chorus.
- I. Deliver Season Booklets and Concert Programs to the Vice-President of Performances prior to concerts.
- J. Upon approval of the Board and with the input of the Artistic Director and Director of Women's Chorus, publish Chorale and Women's Chorus Handbooks.

Section 6.10 The Director of Membership

The Director of Membership shall:

- A. Recruit and schedule auditions for the Chorale, Chorus and Children’s Choir.
- B. Maintain a database that will minimally include the names and addresses of Chorale members, Chorus members, Children’s Choir participants and their parents/guardians, Friends members, contributors, advertisers and other contacts.
- C. Publish a membership roster for the Chorale, Women’s Chorus, and Children’s Choir and updating the roster as needed.
- D. Oversee the Corporation’s mailing list making additions or corrections with input from the Artistic Director, Director of the Women’s Chorus, Director of the Children’s Choir and Chorale members.

**Article VII
THE ARTISTIC DIRECTOR**

All members of the Artistic Staff shall be approved by the Artistic Director and the Board of Directors.

Section 7.01 The Artistic Director

The Artistic Director shall:

- A. Provide the vision for all musical activities for the Chorale family, assisting the leadership and membership in achieving the goals articulated in the Chorale’s mission statement.
- B. Coordinate the calendar of concerts and programs for all of the component singing groups of the Chorale family, who are responsible for providing him/her with that information.
- C. Be a non-voting member of the Board of Directors.

**Article VIII
THE DIRECTOR OF CHORALE**

Section 8.01 The Director of the Chorale

The Director of the Chorale shall:

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Deleted: The Artistic Director shall be responsible for all musical activities of the Chorale, including the following:¶
¶
<#>Prepare and present one-year and three-year artistic plans for the Chorale to the Board prior to each season.¶
B. . Be responsible for setting the goals of the Chorale and presenting them for . Board approval. ¶
C. . Audition and select all performing members of the Chorale.¶
D. . Appoint and supervise an accompanist who shall be approved and compensated by the Board.¶
E. . Appoint and supervise a Director of Women’s Chorus, Assistant Director. ¶ Director of Children’s Choir, and Section Leaders.¶
F. . Select and order all music to be performed by the Chorale.¶
G. . Prepare and recommend for Board approval the plans for all Chorale performances, including:¶
1. . Rehearsal dates, times and sites.¶
2. . Performance dates, times and sites.¶
3. . Soloists or instrumentalists if not from the Chorale.¶
H. . Conduct rehearsals and performances.¶
I. . Conduct auditions and select all soloists and alternates, appointing ¶ any other persons deemed necessary to assist in the audition process.¶
J. . Be a voting member of the Board of Directors.¶
K. . Receive compensation for professional services rendered, subject to annual review by the Board.¶
L. . Appoint any committee chairs deemed necessary.¶
M. . Appoint the Librarian and Assistant Librarian.¶
N. . Appoint a Marshall and an Assistant Marshall to oversee logistics of co... [1]

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¶
. . The Assistant Director:¶
¶
A. . Shall be a regular member of the Chorale.¶
B. . Is appointed by and responsible to the Artistic Director.¶
C. . Serves for one (1) year with an honorarium provided by the Board.¶
D. . Must share the goals of the Board and the Artistic Director for the growth ¶ and success of the Chorale.¶
E. . Shall conduct rehearsals in the absence of the Artistic Director.¶
F. . Assumes full responsibility for the Ensemble, including auditions, selection of music and directing its rehearsals and performances.¶
G. . Rehearses sections of the Chorale, when divided, with the Artistic Di... [2]

- A. Conduct rehearsals and performances.
- B. Recommend and supervise an accompanist who shall be approved and compensated by the Board.
- C. Select and order all music to be performed by the Chorale.
- D. Submit a schedule of performances and rehearsals to the Board and Artistic Director at the beginning of each half-season.
- E. Audition all singers to be admitted into the Chorale.
- F. Be a non-voting member of the Board of Directors.
- G. Recommend a member of the Chorale to serve as Assistant Director.
- H. If an Ensemble is to exist, the Chorale Director will determine if he/she or the Assistant Director will direct the Ensemble.

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Section 8.02 The Assistant Director of the Chorale

The Assistant Director of the Chorale shall:

- A. Be a regular member of the Chorale
- B. Conduct rehearsals and performances in the Director's absence.

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Article IX
THE DIRECTOR OF WOMEN'S CHORUS

Section 9.01 The Director of the Women's Chorus

The Director of the Women's Chorus shall:

- A. Conduct rehearsals and performances.
- B. Recommend and supervise an accompanist who shall be approved and compensated by the Board.
- C. Select and order all music to be performed by the Women's Chorus.
- D. Submit a schedule of performances and rehearsals to the Board and Artistic Director at the beginning of each half-season.
- E. Audition all singers to be admitted into the Chorus.
- F. Be a non-voting member of the Board of Directors.
- G. Recommend a member of the Chorus to serve as Assistant Director.
- H. Direct or appoint an assistant to direct Ladies First from the Women's Chorus

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Deleted: A. Interview and select all performing members of the Women's Chorus.¶

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Deleted: <#>Appoint and supervise Section Leaders, Librarian, Marshall and Liaison to ¶ the Treasurer and any committee chairs deemed necessary.¶

Deleted: <#>Present to the Artistic Director and the Board all plans for the Women's Chorus rehearsals and performances (dates, times and venues), including a one-year plan prior to each season.¶
<#>Conduct rehearsals and performances.¶

Deleted: <#>Select soloists as needed for the performances.¶

Deleted: <#>Receive compensation for professional services rendered, subject to annual review by the Board.¶

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9.02 The Assistant Director of the Women's Chorus

The Assistant Director of the Women's Chorus shall:

- A. Be a regular member of the Women's Chorus
- B. Conduct rehearsals and performances in the Director's absence.

~~Article X~~
THE DIRECTOR OF THE CHILDREN'S CHOIR

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Section ~~10.01~~ The Director of the Children's Choir

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The Director of the Children's Choir shall:

- A. ~~E.~~ Interview and select all members of the Children's Choir.
- B. Recommend and supervise an accompanist who shall be compensated by the Board.
- C. ~~Select and order all music to be performed by the Children's Choir~~
- D. ~~Submit a schedule of performances and rehearsals to the Board and Artistic Director at the beginning of each half-season.~~
- E. ~~A.~~ Conduct rehearsals and performances.
- G. Be a non-voting member of the Board of Directors.

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Deleted: <#>Obtain the permission of the Artistic Director regarding the musical selections and order all music to be performed by the Children's Choir. ¶ <#>Present to the Artistic Director and the Board all plans for the Children's Choir rehearsals and performances (dates, times and venues), including a one-year plan prior to each season.¶

Deleted: <#>Select soloists as needed for the performances.¶

Deleted: H. Receive compensation for professional services rendered, subject to annual review by the Board. ¶

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Section ~~11.01~~ Business Manager

The Business Manager shall perform tasks as provided by the Board of Directors.

~~Article XI~~
Business Manager

~~Article XII~~
COMMITTEES

Section ~~12.01~~ Committees shall be established by the President or the Board of Directors as they deem necessary to assist the Board in the performance of their duties. Committee chairs shall report at Board meetings and membership meetings as requested by the President.

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The Board may establish standing committees from time to time that may be chaired by persons other than Active Members:

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1. Advertising - Solicit and procure advertisements for the Season Booklet
2. Nominating - Nominate candidates to fill Board positions as required
3. Refreshments - Responsible for purchasing, with Board approval and at Chorale's expense, transporting and setting up of refreshments for Chorale/Chorus/Children's Choir activities

4. Scholarship - Publicize, solicit and arrange Scholarship competition
5. Season Booklet - Create and distribute the Season Booklet
6. Stage Setup - Responsible for riser transportation and set up equipment for rehearsals and concert performances
7. Wardrobe - Oversee, distribute, purchase (when necessary) and store the costume accessories

Article ~~XIII~~
DISSOLUTION

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Section ~~13.01~~ Upon dissolution of the Livingston County Chorale, the Board shall, after paying or making provision for the payment of all of the liabilities of the Livingston County Chorale, dispose of all of the assets of the Livingston County Chorale exclusively for the purposes of the Livingston County Chorale in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or other purposes as shall at the time qualify as exempt organizations, or exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or for the corresponding provision of any future United States Internal Revenue Law) as the Board shall determine. Any of such assets not disposed of shall be disposed of by a court of competent jurisdiction in Livingston County, Michigan, exclusively for such purposes or to such organization or organizations as the court shall determine which are organized and operated exclusively for such purposes.

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Article ~~XIV~~
AUTHORITY

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Section ~~14.01~~ Robert's Rules of Order shall be the authority for all questions not covered by these Bylaws, or the Statutes of the State of Michigan governing non-profit organizations.

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Article ~~XV~~
FISCAL YEAR

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Section ~~15.01~~ The fiscal year of the Chorale shall be from July 1 to June 30.

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Article ~~XVI~~
AMENDING THE BYLAWS

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Section ~~16.01~~ These Bylaws may be altered, amended or repealed by an affirmative 2/3 vote of those Active Members present and voting at either the annual membership

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meeting or special membership meetings called by the Board of Directors in writing to the Active Membership at least 30 days in advance.

Article ~~XVII~~
NON-LIABILITY OF DIRECTORS

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Section ~~17.01~~ Non-Liability Of Directors

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- A. The Board of Directors shall not be liable, personally, for the debts, liabilities, or other obligations of the Corporation.
- B. No Director of the Board shall be liable, personally, to the Corporation or its members for monetary damages resulting from breach of the Director's fiduciary duty, except for liability arising from:
 - 1. A breach of the Director's duty of loyalty to the Corporation or its members;
 - 2. Acts or omissions not in good faith or which involved intentional misconduct or violation of law;
 - 3. A transaction from which the Director derived an improper personal benefit; or
 - 4. An act or omission that is grossly negligent.
- C. This Corporation assumes all liability to any person, other than the Corporation or its members, from all acts or omissions of a Director occurring from the date the Certificate of Amendment to the Articles of Incorporation was filed.

Article ~~XVIII~~
INDEMNIFICATION

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Section ~~18.01~~ Non-Derivative Actions

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Subject to all the other provisions of this article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation). Such indemnification shall apply only to a person who was or is a Director or officer of the Corporation, or who was or is serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of other foreign or domestic

corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

| Section 18.02 Expenses of Successful Defense

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To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in section 1 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

| Section 18.03 Contract Right; Limitation on Indemnity

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The right to indemnification conferred in this article shall be a contract right and shall apply to services of a Director or officer as an employee or agent of the Corporation as well as in such person's capacity as a Director or officer. Except as provided in section 2 of this article, the Corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

| Section 18.04 Determination That Indemnification Is Proper

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Any indemnification under section 1 of this article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case. The Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in section 1, whichever is applicable. Such determination shall be made in either of the following ways:

- A. By a majority vote of a quorum of the Board consisting of Directors who were not parties to such action, suit, or proceeding.

B. By independent legal counsel in a written opinion.

| Section 18.05 Proportionate Indemnity

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If a person is entitled to indemnification under section 1 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

| Section 18.06 Expense Advance

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Expenses incurred in defending a civil or criminal action, suit, or proceeding described in section 1 of this article may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

| Section 18.07 Non-Exclusivity of Rights

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The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

| Section 18.08 Indemnification of Employees and Agents of the Corporation

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The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Directors and officers of the Corporation.

| Section 18.09 Former Directors and Officers

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The indemnification provided in this article continues for a person who has ceased to be a Director or officers and shall inure to the benefit of the heirs, executors, and administrators of that person.

| Section 18.10 Insurance

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The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a Director, officer, employee, or agent of the Corporation or (b) was or is serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against such liability under this article or the laws of the State of Michigan.

| Section ~~18~~, 11 Changes in Michigan Law

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If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide before any such change.

The Artistic Director shall be responsible for all musical activities of the Chorale, including the following:

- Prepare and present one-year and three-year artistic plans for the Chorale to the Board prior to each season.
- B. Be responsible for setting the goals of the Chorale and presenting them for Board approval.
- C. Audition and select all performing members of the Chorale.
- D. Appoint and supervise an accompanist who shall be approved and compensated by the Board.
- E. Appoint and supervise a Director of Women's Chorus, Assistant Director, Director of Children's Choir, and Section Leaders.
- F. Select and order all music to be performed by the Chorale.
- G. Prepare and recommend for Board approval the plans for all Chorale performances, including:
 - 1. Rehearsal dates, times and sites.
 - 2. Performance dates, times and sites.
 - 3. Soloists or instrumentalists if not from the Chorale.
- H. Conduct rehearsals and performances.
- I. Conduct auditions and select all soloists and alternates, appointing any other persons deemed necessary to assist in the audition process.
- J. Be a voting member of the Board of Directors.
- K. Receive compensation for professional services rendered, subject to annual review by the Board.
- L. Appoint any committee chairs deemed necessary.
- M. Appoint the Librarian and Assistant Librarian.
- N. Appoint a Marshall and an Assistant Marshall to oversee logistics of concerts.
- O. Assist in the preparation of the annual budget.

Section 7.02 The Assistant Director

The Assistant Director:

- A. Shall be a regular member of the Chorale.
- B. Is appointed by and responsible to the Artistic Director.
- C. Serves for one (1) year with an honorarium provided by the Board.
- D. Must share the goals of the Board and the Artistic Director for the growth and success of the Chorale.
- E. Shall conduct rehearsals in the absence of the Artistic Director.
- F. Assumes full responsibility for the Ensemble, including auditions, selection of music and directing its rehearsals and performances.

- G. Rehearses sections of the Chorale, when divided, with the Artistic Director.
- H. Assists in music selection and concert site selection.
- I. Assists in Chorale soloist selection if requested by the Artistic Director.
- J. Conducts the Chorale on concert programs.
- K. Supervises accompanist's extra pay for Ensemble rehearsals.