

**BYLAWS
OF
RIVER CITY MIXED CHORUS**

A Nebraska Corporation
As Amended and Restated by Members of the Corporation
June 2019

The River City Mixed Chorus (the "Corporation"), a 501(c)(3) nonprofit organization incorporated in Nebraska, is dedicated to the art of choral singing and fulfills its mission through performances, education and related activities.

**ARTICLE I
CORPORATE MEMBERSHIP**

Section 1. Directors.

Directors of the Corporation are dues paying members of the Corporation and, when meeting as Directors, may exercise the rights and powers of members.

Section 2. Membership.

Membership is comprised of individuals who have paid current annual dues.

1. Singing Members make up the performing part of the Chorus. They are selected through audition by the Artistic Director. The Artistic Director may request periodic re-auditions in order to maintain musical excellence.
2. Associate Members are non-singing members who provide support to the activities of the Chorus. They have all the rights and privileges of membership.

Section 3. Dues and Fees

1. The Board shall set annual corporation dues and rehearsal fees.
2. Dues are not prorated when a person joins mid-year. Dues paid late in one fiscal year do not extend into the next fiscal year. Dues and fees are not refundable.

Section 4. Annual and Special Corporate Meetings

1. An annual meeting shall be specified by the Board to elect Directors, to review the annual financial statements of the Corporation, and to transact other business. Notice of the meeting shall be given to all members either by notice in writing, or electronically, at their last known address, at least 20 days prior to the meeting. Unless the business to be transacted is a proposed amendment to the Bylaws, or the election of Directors, the notice need not state the nature of the business to be transacted or the purpose of the meeting.
2. Special meetings may be called by the Board of Directors or by petition of two-thirds of the membership. Notice of the meeting shall be given to all members either by notice in writing, or electronically, at their last known address, at least 10 days prior to the meeting. Unless the business to be transacted is a proposed amendment to the Bylaws, or the election of Directors, the notice need not state the nature of the business to be transacted or the purpose of the meeting.

3. Quorums for annual meetings shall be 51 percent of the membership of the fiscal year under review. For meetings to revise the Bylaws, the quorum shall be two-thirds of the membership. The majority of those present must approve any business presented.
4. Quorums for special meetings shall be 51 percent of the membership as of the notice of the special meeting.

ARTICLE II BOARD OF DIRECTORS

Section 1. Numbers and Powers.

The business and property of the Corporation, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws, shall be conducted and managed by its Board of Directors (the "Board"), which shall consist of at least 7 voting members and no more than 11 voting members. The Board shall keep written minutes of its meetings and a full account of its transactions.

Section 2. Ex-Officio Members.

As described below, the Artistic Director and President of the Chorus shall be *ex officio* members of the Board. The Artistic Director shall be a non-voting member.

Section 3. Duties of Board Members.

The Board is responsible for setting the vision and goals of the organization, approving the strategic plan, approving annual goals and budgets, reviewing the performance of the Artistic Director, ensuring the financial health of the organization, and ensuring Board effectiveness in governing the organization. The major responsibilities of each member of the Board are to:

- Participate in Board meetings
- Attend performances and special events
- Be active on Board committees or task forces
- Assist with fundraising and advocacy
- Identify new talent for the organization's governance and activities

Section 4. Election and Terms.

Candidates for Board membership shall be nominated by an ad hoc nominating committee appointed by the Chair of the Board. Each Director shall be elected by the majority vote of those members present at the meeting at which the candidate is presented. Directors shall be elected for a term of three years effective the first day of the proceeding fiscal year, renewable for two reelections, for a total of nine consecutive years. After an individual has served three consecutive terms on the board, said individual must take a leave from the board for a period of one term, equal to three consecutive years from the time of their departure. After the period of leave, said individual is then eligible to be elected to the board for a new term, following the guidelines outlined above. The elected Directors shall be divided into three classes to provide for the expiration of the term of one-third of the elected Directors at each annual meeting of the Corporation.

Section 5. Regular Meetings.

Regular meetings of the Board shall be held at least quarterly at such time as may be fixed by the Board. At all meetings of the Board of Directors, each Director present will be entitled to cast one vote on any motion coming before the Board.

Section 6. Special Meetings.

Special meetings of the Board shall be held as called by the Chair or at least three Directors, by seven days advance notice either in writing, or electronically, to the remaining Directors.

Section 7. Place of Meetings.

The Board may hold its regular and special meetings at such places in the local metropolitan area as it may from time to time determine.

Section 8. Notice of Meetings.

Notice of place, day and hour of every regular and special meeting shall be given to each Director, either by notice in writing, or electronically, no later than seven days before the date set for the meeting. Unless the business to be transacted is a proposed amendment to the Bylaws, or the removal of Directors, the notice need not state the nature of the business to be transacted or the purpose of the meeting.

Section 9. Quorum and Manner of Actions.

The presence of a majority (defined as half plus one) of all Directors then serving on the Board shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of the Board. Unless otherwise specified herein, the affirmative vote of a majority of those Directors participating in a meeting, with any Directors abstaining on any matter not counted for any purpose other than the presence of a quorum, shall be an action of the Board.

Section 10. Remote Meeting Participation.

If a Director is unable to attend a meeting of the Board in person, the Director may attend the meeting electronically by computer or conference call as long as all persons participating in the meeting can hear each other at the same time. Participation in a meeting of the Board by these means shall constitute presence in person at the meeting with the Director retaining all voting privileges.

Section 11. Removal of Directors.

At any regular or special meeting of the members of the Board called for the purpose, any elected Director or Director who has been appointed to fill a vacancy may, by the vote of a two-thirds majority of all Directors then serving on the Board, be removed from office, with cause. Notice of the proposed removal will be given to Directors with the notice of the meeting. The Director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Section 12. Vacancies.

The Board may fill vacancies on the Board, including vacancies arising because of an increase in the number of Directors, by majority vote of those Directors present at the meeting at which the candidate is presented. Candidates to fill Board vacancies shall be nominated by an ad hoc nominating committee appointed by the Chair. An individual elected to fill a vacancy resulting from a resignation or removal of a Director will complete the unexpired term of the vacant position. If the unexpired term of the vacant position is one year or less, the Director elected to fill such term shall be eligible to renew his or her term of office twice, not to exceed a total of seven years.

Section 13. Compensation.

Neither the Directors nor the Officers of the Corporation may receive compensation from their positions, except as permitted under applicable state law and under Section 501(c)(3) of the federal Internal Revenue Code. Nothing in this Section shall be construed so as to preclude a Director or Officer from serving the Corporation in any other capacity and receiving compensation therefore, or so as to preclude a Director from receiving reimbursement for expenses incurred in connection with his or her work as a Director. 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 USC §170(c)(3).

Section 14. Dissolution of Corporation.

In the event the Corporation is dissolved, the Directors shall first use the assets to pay all of 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 Corporation shall inure to the benefit of any private individual.

ARTICLE III OFFICERS

Section 1. Executive Officers.

The Executive Officers of the Board shall be Chair, Vice Chair, Secretary and Treasurer. The first order of business at the first meeting of the Board during each fiscal year shall be the election of these officers. The executive officers shall be elected by majority vote of all Directors then serving on the Board, from its members.

Section 2. Chair of the Board.

The Board shall elect one of its members to be Chair of the Board. The Chair of the Board shall preside at all meetings of the Board, shall have responsibility for ensuring that all orders and resolutions of the Board are carried into effect, and shall execute all contracts with the artistic staff. The Chair of the Board shall perform such other duties as are assigned by the Board.

Section 3. Vice Chair of the Board.

The Board shall elect a Vice Chair of the Board who shall perform duties of the Chair of the Board in his or her absence. In the absence of the Chair, the execution by the Vice Chair on behalf of the Corporation of any instrument will have the same force and effect as if it were executed on behalf of the Corporation by the Chair. The Vice Chair shall perform such other duties as are assigned by the Board or Chair of the Board.

Section 4. Secretary.

The Secretary shall keep minutes of all meetings of the Board; shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; shall be the custodian of records and, in general, shall perform all duties ordinarily incident to the office of the secretary of a corporation, and such other duties as from time to time, may be assigned by the Board or the Chair of the Board.

Section 5. Treasurer.

The Treasurer shall be responsible for all funds, securities, receipts and disbursements deposited or withdrawn, in the name of the Corporation, and account for all money or other valuable effects in such banks, trust companies or other depositories as selected by the Board; shall render to the Chair of the Board and to the Board, whenever requested, an account of the financial condition of the Corporation; and, in general, shall perform all duties ordinarily incident to the office of a treasurer of a corporation, and such other duties as may be assigned by the Board or by the Chair of the Board.

Section 6. Officers Holding More Than One Office.

No officer shall hold more than one office at one time. No officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 7. Removal of Officers.

The Board shall have the power at any regular or special meeting to remove any officer, with or without cause, by vote of the majority of all Directors then serving on the Board.

Section 8. Vacancies of Officers.

The Board, by majority vote of all Directors then serving on the Board, at any regular or special meeting, shall have the power to fill a vacancy occurring in any office for the unexpired portion of the term.

ARTICLE IV BOARD STRUCTURE

Section 1. Ad-hoc Committees.

The Board of Directors may designate one or more ad hoc committees, each of which will consist of at least one committee chair and two or more committee members. Committee members may be members of the Board of Directors, members of the Corporation, or other interested individuals. The chair of the committee will be appointed by the Chair of the Board who will act with the Board's approval.

After consultation with the Chair of the Board, the committee chair will appoint committee members. The studies, findings, and recommendations of all committees will be reported to the Board of Directors for consideration and action, except as otherwise ordered by the Board of Directors. Committees may adopt such rules for the conduct of business as are appropriate and consistent with these bylaws, the articles of incorporation, or state law.

Section 2. Executive Committee.

The Executive Committee shall be chaired by the Chair of the Board of Directors and consist of all officers of the Board. The general duties of the Executive Committee shall be to take action in emergency situations where it is not possible to convene a quorum of the Board; direct appraisal process for the artistic staff and recommend retention or termination and compensation; and perform other duties as may be assigned by the Board or the Chair of the Board.

ARTICLE V ARTISTIC STAFF

Section 1. Artistic Director.

The Board shall engage an Artistic Director who shall have responsibility, under the general direction of the Board, for all of the artistic activities. The Artistic Director shall, whenever requested, report to the Board, and shall perform such other duties as may be assigned to him or her by the Board.

Section 2. Other Staff.

The Board may contract other artistic staff, as recommended by the Artistic Director, to carry out the artistic activities of the Corporation.

ARTICLE VI CHORUS PRESIDENT

The Board shall request that members of the Chorus elect a President of the Chorus each year. The purpose of this position is to improve communication between the two bodies. The Chorus President shall have full voting rights as a member of the Board.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 1. Contracts, Negotiable Instruments and Other Evidence of Indebtedness.

All contracts, checks, drafts or orders for payment of money, notes and other evidence of indebtedness, issued in the name of the Corporation shall be signed by designated chorus staff, or by any other designated officers. Requirements for dual signatures by such Chair, or other designated officers, may be designated from time to time by resolution of the Board. No checks shall be signed in blank.

Section 2. Fiscal Year.

The fiscal year of the Corporation shall extend from July 1st to June 30th unless otherwise provided by the Board.

Section 3. Amendments.

These Bylaws or any additional or amended bylaws, may be altered or repealed and new Bylaws may be adopted at any regular or special meeting of the Corporation, the notice of which shall set forth the terms of the proposed amendment, by a two-thirds vote of all corporate members.

Section 4. Indemnification.

The Corporation may purchase and maintain insurance for the purpose of reimbursing and indemnifying any Director, officer, agent or employee against losses reasonably incurred by him or her (including without limitation, judgments, penalties, fines, settlements and reasonable attorney fees and other expenses) in connection with any action, suit or proceeding to which he or she may be made a party by reason of being or having been a Director, officer, employee or agent of the Corporation. To the losses in connection with any such action, suit or proceeding which are not reimbursed by insurance (whether purchased by the Corporation or by the individual Director, officer, agent or employee), the Corporation shall indemnify such Director, officer, agent or employee against such losses including reasonably incurred expenses to the full extent permitted by Article II, Section 12 of the Corporation Bylaws and the Nebraska Nonprofit Corporation Act.

Section 5. Confidentiality.

No personal information about a Singing or Associate Member of the Corporation may be provided or disclosed to any outside person, commercial or other entity without the member's prior written consent. The Chorus' mailing lists are to be considered the exclusive property of the Corporation and will not be shared.

Section 6. Policies and Procedures.

The Board of Directors will establish and maintain a Policies and Procedures Manual for general operating guidelines of the Corporation. It is policy which defines the arena in which a decision is to be made and serves to guarantee that decisions made by the Board of Directors are in keeping with the overall goals and objectives of the Corporation. Procedure is a consistent guide to follow through any decision-making process of the Corporation. Procedures are also the rules and regulation that entities within the Corporation abide by in the conduct of business. Revision to the Policies and Procedures Manual may occur at any regular or special meeting of the Board of Directors by a majority vote. The Policies and Procedures Manual will be made available, in either hardcopy, if requested, or electronically, to all members of the Corporation.