

# **Bylaws of the Las Vegas Men's Chorus**

AMENDED & RESTATED

LAS VEGAS, NEVADA

August 2022

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# Purpose

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The Las Vegas Men's Chorus is a non-profit corporation whose business address is permanently on file with the office of the Secretary of the State of Nevada.

The Las Vegas Men's Chorus mission is to create safe spaces for our community and allies through musical experiences which inspire all of us to be stronger together.

## Article I: General Provisions

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### Amendment & Restatement

All prior Bylaws are hereby revoked and replaced in their entirety by these Amended & Restated Bylaws.

### Name

The name of the organization shall be Las Vegas Men's Chorus hereinafter referred to as LVMC or the Chorus.

### Governance

The Chorus shall be governed by its Bylaws and such other actions as the Board and/or membership may take consistent therewith such as the Member Code of Conduct and Member Handbook.

# Article II: Board of Directors

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## Qualification

Any Voting Member of the Chorus shall be eligible to serve on the Board of Directors.

Any Community Representative demonstrating strong support for the mission of the Chorus, and having relevant skills and access to community resources useful to the Chorus in the pursuit of that mission, shall be qualified to serve on the Board Of Directors.

## Number of Members

The Board of Directors shall consist of at least five (5), and at most fifteen (15) persons.

The Artistic Director, and others approved by the Board of Directors, shall be non-voting ex officio members of the Board.

## Duties

The Board shall be the governing body of the Chorus. All corporate powers, including, without limitation, those granted by the Articles of Incorporation and the laws of the State of Nevada, except those that are otherwise provided for in these Bylaws, shall be vested in, and exercised by, the Board exclusively.

All members of the Board shall conduct themselves in good faith, in a manner believed to be in the best interest of the Chorus, and with such care, including reasonable inquiry, as an ordinarily prudent person in like position would use in similar circumstances and in the conduct of their own business affairs.

The determination that a member of the Board acted in a manner complying with this standard shall be made by:

- A. The Board, by majority vote of a quorum consisting of directors not partied to the act(s) in question.
- B. The affirming vote or written proxy of a majority of the Members represented and eligible to vote at a duly held Meeting, in which a quorum is present or a court of law/arbitration proceeding in which the action is pending.

## Election

Elections are to be held annually, or as a Member's Term(s) expire, to provide a new List of Officers for the completion of the "Annual Filing of Officers" required under incorporation with the State of Nevada. Elections are by written ballot, with nominations permitted from the floor. Ballots are to be counted by the Secretary and certified by the Member-at-Large, or an appointed designee, for accuracy. The individuals receiving the most votes for open seats shall be deemed the newly elected Board Members.

If a Board Member's position becomes vacant and three (3) months or less remain in that Board Member's term of office, the vacancy will be filled by an individual recommended by the Board and elected by the Board, if such an individual exists. If more than three (3) months remain, vacancies may be filled by a vote by Chorus Membership at a Regular Meeting, General Membership Meeting, or Special Meeting of the Chorus. Board Members elected to fill a vacated position shall serve for the remainder of the term of office of the vacant directorship.

## Term Limits

Members shall serve for a term of two (2) years and may serve no more than five (5) consecutive terms. If a member is elected to fill a vacant directorship, then such election will not count towards these Term Limits. Terms of directorship begin on the 1<sup>st</sup> of the month following an election. If a Member is serving an existing term, that Member shall continue to serve until the expiration of the term(s), or upon resignation.

In order to ensure continuity, a maximum of one-third of Board positions shall be filled at each annual Election. Care shall be taken such that the total number of Board positions filled each year remains reasonably close to one-third of the total number of Board positions.

## Removal

Any Board Member may be removed by a majority vote of the existing or remaining Board members.

## Officers

The Officers of Chorus shall consist of President, Vice-President, Treasurer, Secretary, and Member-at-Large. These Officers shall perform the duties prescribed by these Bylaws and by the Parliamentary Authority adopted by the Chorus.

No Officer may serve in more than one (1) office at any one (1) time.

## Officers Election

All Officers of the Chorus shall be elected by the Board from among the members of the Board for a one (1) year term to begin on the 1<sup>st</sup> of the month following an election.

Within two (2) days after the annual Election of Board Members, the continuing Board Members and Board Members-elect are required to announce an Election Meeting to be held at the next regularly scheduled Board Meeting. For the purposes of this Election, only the newly elected Board Members and continuing Board Members may vote for the positions of Officers, as well as be nominated to run for said positions. Outgoing Board Members are not eligible to be nominated or to participate in this Election.

If the office of President becomes vacant, the Vice-President automatically assumes the role and position as President. The then vacant position of Vice- President shall be elected by the Board from among the members of the Board and by a majority vote by the remaining Board Members, and will serve in that position for the remainder of the original term of office.

If any office other than President becomes vacant, a new officer shall be elected from among the Members of the Board at the next meeting of the Board. The individual so elected shall serve for the remainder of the original term of office.

## Officers' Duties

### President

The President shall serve as the chief executive officer of the Chorus and the main spokesperson.

The President shall:

- Represent the Chorus as spokesperson on matters of policy or at their discretion, assign responsibility to a designee.
- Appoint all Chairpersons and Committee Members.
- Preside over all Chorus and Board Meetings.
- Arrange for the Election of new Board of Directors as necessary or required.
- Create Ad Hoc Committees, as necessary.

### Vice-President

The Vice-President shall serve as the chief executive officer of the Chorus in the absence of the President.

The Vice-President shall:

- Represent the Chorus as a secondary spokesperson for the Chorus or at the direction of the President.
- Support the President at the Board and Membership Meetings.
- Oversee all Chairpersons and Committee Members, as designated by the President.
- Perform such duties as assigned by the President and/or the Board.

### Treasurer

The Treasurer shall serve as the chief financial officer of Chorus and shall maintain all financial records, coordinate the Chorus' financial oversight and responsibilities by recommending policy to the Board and monitoring its implementation.

The Treasurer shall:

- Hold the funds of the Chorus and disburse them upon authorization of the Board.
- Submit a financial report to the Board at every regularly scheduled meeting or upon request from any Board Member.
- Prepare budgets annually or as necessary.
- Preside and oversee all meetings of the Finance Committee, if such a Committee is created and appointed by the President.
- Perform such duties as assigned by the President and/or the Board.

## Secretary

The Secretary shall maintain all correspondence and Meeting minutes for the Chorus, and safely and systematically keep all books, papers and documents belonging to the Chorus or in any way pertaining to its business, except the books and records incidental to the duties of the Treasurer. The Secretary shall be responsible for timely preparation and filing of all legal documents, except those incidental to the duties of the Treasurer.

The Secretary shall:

- Record and maintain the minutes for all official Meetings held by Chorus to include Board and Membership Meetings.
- Give or cause to be given all required notice of Meetings.
- Keep or cause to be kept a record of the Membership of the Chorus to include names, addresses, class of Membership, and important dates.
- Perform such duties as assigned by the President and/or the Board.

## Member-At-Large

The Member-At-large shall serve as the official representative of the Chorus Membership and a liaison for the Chorus Members to the Board of Directors.

The Member-At-Large shall:

- Represent Chorus Members on any matters requiring the attention of the Board.
- Perform such duties as assigned by the President and/or the Board.

## Additional Officers

The Board may provide for the appointment of such additional Officers from among its Members as it may deem to be in the best interest of the Chorus.

## Officer Removal

Any Board Member may be removed by a majority vote of the existing or remaining Board Members.



# Article III: Membership

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## Membership and Eligibility

There shall be two (2) classes of Membership within the Chorus: Singing and Non-Singing.

Membership in the Chorus shall be ratified by a vote of the Board based upon a demonstrated desire to support and/or participate in Chorus activities, to uphold and abide by the Code of Conduct as defined in the Chorus' Member Handbook, and to support and uphold the mission of the Chorus.

## Singing Membership

Singing Membership shall be open to any person identifying within the community who is supportive of the Chorus purpose as stated in the Mission Statement. Singing Membership is granted upon successful completion of audition and vocal placement with the Artistic Director or designee. Singing Members shall fulfill attendance requirements as set forth by the Board.

## Non-Singing Membership

Non-Singing Membership shall be open to any person identifying within the community who is supportive of the Chorus purpose as stated in the Mission Statement. For the avoidance of doubt, Board Members, Staff, volunteers, contractors, vendors, and others deemed to be affiliated with the Chorus can be considered for Non-Singing Membership.

## Responsibilities

All Members must support and/or participate in Chorus activities, uphold and abide by the Chorus' Code of Conduct and the Chorus' Member Handbook, support and uphold the mission of the Chorus, and satisfy any financial requirements set forth by the Board, or secure an appropriate waiver from the Board.

## Voting Privilege and Rights

Singing Members shall have the right to full participation including rehearsals, performances, and voting in-person or by absentee ballot when it is not possible for that individual to attend a Meeting.

Non-Singing Members shall have the right to limited participation including attending, but not singing in, rehearsals and performances as approved by the Board. Non-Singing Members shall not be eligible for Voting Privilege.

## Leave of Absence

A Leave of Absence may be granted by the Board to a Member upon request. Membership financial requirements are not required during a Leave of Absence nor is the Member on leave eligible to vote. An audition is not required to reinstate Membership.

## Suspension and Expulsion

The Board may, through a majority vote, Suspend and/or Expel a Member for cause. This will occur when a Member fails to abide by the Member Handbook, Rules and Regulations, and/or other policies enacted by the Board. The Member will have the opportunity to appear before the Board prior to any action being taken. The Board will then make the determination to allow for continued Membership, Suspension, and/or Expulsion. Current or previously paid financial requirements will not be refunded to the Member.

## Resignation

Any Member may Resign at any time either written or verbally to one or more Board Members. Current or previously paid financial requirements will not be refunded to the Member.

## Article IV: Staff Positions and Committees

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### Artistic Director

The Artistic Director conducts rehearsals and concerts, auditions potential Singing Members and recommends them to the Board for Membership, works with the Board in developing the artistic goals of the Chorus through the lens of the mission and is responsible for moving the Chorus toward those goals. The Artistic Director has sole and final responsibility for the selection of musical repertoire, hires and supervises Artistic Staff and selects and/or hires soloists and instrumentalists and approves performance venues. The Artistic Director represents the Chorus in the arts community and to the general public. Other duties and responsibilities of the Artistic Director may be set forth in a job description established by the Board.

The Artistic Director is an ex officio, non-voting member of the Board.

Upon the occasion of a vacancy in the position of Artistic Director, the Board will establish a replacement process and appoint a Search Committee composed of representatives of Members and such other persons as may be appointed by the Board. The Board shall present one (1) candidate to Membership for ratification. Ratification shall require an affirmative majority vote.

Removal of the Artistic Director shall require an affirmative vote of a majority of the Board at any Regular or Special Meeting.

### Other Staff

The Board may appoint such additional Artistic and/or Administrative Staff as they deem to be in the best interest of the Chorus, subject to the funding of those positions by the Board.

### Committees

Committees may be formed as appropriate or necessary by the Board. Such Committees, standing or special, shall be appointed by the President as deemed necessary to carry out the work of the Chorus.

# Article V: Meetings

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## Regular Meetings

Rehearsals of the Chorus are considered Regular Meetings and are announced in advance, unless otherwise changed by the Board with guidance from the Artistic Director. The schedule will be announced via the most current communication systems established by the Board.

## General Membership Meetings

There will be at a minimum two (2) General Membership Meetings per year. General Membership Meetings are to be held at a time and place to be announced at least two (2) weeks' prior. The schedule will be announced via the most current communication systems established by the Board.

## Board Meetings

Regular Meetings of the Board are to be held monthly unless cancelled by a two-thirds majority vote of the Board. Time and place will be announced at least one (1) week prior. The schedule will be announced via the most current communication systems established by the Board.

Any Board Meeting may be held by video conference, telephone conference, in person, or by similar means so as long as all Board Members participating in the meeting can simultaneously hear one another.

## Special Meetings

Special Meetings of the Board or Membership may be called by the written request of any two or more Board Members. The reason for the Meeting, location, date, and time shall be included in the request preferably with a minimum of one (1) week notice for the Meeting date. The schedule will be announced via the most current communication systems established by the Board.

## Quorum

A quorum for all meetings of the Chorus shall consist of a simple majority of the Members having Voting Privilege. A quorum for the Board of Directors shall be a simple majority.

## Article VI: Miscellaneous

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### Bank Drafts

All checks, drafts or other orders for payment, issued in the name of or payable to the Chorus, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board.

### Contracts

The Board, except as otherwise provided, may authorize, by written resolution, any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of or on behalf of the Chorus. Such authority may be general or confined to specific instances, and, unless so authorized by the Board, no Officer, agent, Member, volunteer, or employee shall have the power or authority to bind the Chorus by a contract or engagement or to pledge its credit or render the Chorus liable for any purpose of for any amount.

### Actions Without Meeting

Any action required or permitted to be lawfully taken by the Board may be taken without a Meeting, or individual attendance, if the members of the Board, or the absent Member(s), individually or collectively consent to such action. Such written consent(s) shall be filed with the minutes of the Board.

### Maintenance and Inspection of Records

The accounting books, records and minutes of proceedings of the Membership and the Board, including any Committees directed to record minutes by the President, shall be kept at such place or places designated by the Board. The minutes shall be kept in written or typed form or in any other manner capable of being converted into written, typed or printed form. The minutes, accounting books and records of the Chorus shall be open to inspection on written demand of any Member in good standing, at any reasonable time during usual business hours, for a purpose reasonably related to a Member's interest as a Member.

The inspection may be made in person or by an agent or attorney. The Board shall establish reasonable rules with respect to: (a) advance notice to be given to the custodian of the records; (b) the hours and days such inspections can be made; and (c) payment of the cost of reproducing documents or excerpts requested by the Member.

Each Board Member shall have an absolute right at any time to inspect all books, records, documents and property(ies) of the Chorus, including the right to make extracts and copies of the documents.

Notwithstanding the foregoing, the list of the Membership of the Chorus and Board shall be considered confidential and proprietary information. Under no circumstances may the list of the Membership of the Chorus or Board be used or released for any other purpose than legitimate business of the Chorus.

## Article VII: Parliamentary Authority

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The rules contained in the most current edition of Robert's Rule of Order shall govern the Chorus in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Chorus may adopt.

## Article VIII: Amendment of Bylaws

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The Board, by resolution, or a two-thirds majority of Members of the Chorus eligible to vote as evidenced by a signed petition submitted to the Secretary of the Chorus, may cause a proposed Amendment of these Bylaws to be introduced for consideration by Chorus Membership. Notice of the proposed Amendment shall be given to each Member of the Chorus in written or electronic form, along with notice of the date and time of the Meeting at which they are to be considered during any Regular Meeting, General Membership Meeting, or Special Meeting of the Chorus. The amendment shall be ratified upon affirmative vote of a two-thirds majority of all Members eligible to vote.

## Certification of Adoption of Bylaws

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We do hereby certify that the above Amended and Restated Bylaws are approved and adopted by The Las Vegas Men's Chorus Membership on August 28, 2022, and that all other preceding Bylaws, Amended and Restated or otherwise, are null and void.

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James Koperski, President

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Date

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Christian Garcia, Vice-President

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Date

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Aaron Valentine, Treasurer

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Date

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Stephen Sumner, Secretary

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Date

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David Korn, Member-At-Large

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Date

# Certification of Secretary

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I, the undersigned, do hereby certify:

That I am the duly elected, qualified and acting Secretary of the Las Vegas Men's Chorus, a Nevada non-profit organization, and that the above and foregoing Amended & Restated Bylaws, comprising fifteen (15) pages, including this page, were duly adopted.

IN WITNESS WHEREOF, I have hereunto set my hand this 28th day of August, 2022.

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Stephen Sumner, Secretary

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Date