

# Bylaws of the Out Loud Chorus

## Article I Name

The legal name of this organization shall be Out Loud, Inc., a non-profit corporation under the laws of the State of Michigan.

## Article II Mission

Out Loud is a mixed chorus for the Lesbian, Bisexual, Gay, Transgender community, yet open to all. Out Loud provides continuing musical education and performance experience as well as a social outlet for persons interested in choral music and its production. Out Loud is fun and flexible, open to many levels of ability, and committed to embodying the diversity of our community. In addition, the chorus seeks to educate the general public about choral music and, through performances, to reduce bigotry and discrimination against our community. (REVISED April 7, 2003)

## Article III Principal Offices

Out Loud Chorus maintains the following address: Post Office Box 7107, Ann Arbor, MI 48107. Phone: 734.265.0740. In addition, Out Loud can be reached through electronic mail. The chorus may maintain additional offices as determined by the Board of Directors. (REVISED May 24, 1999, REVISED October 3, 2011)

## Article IV Membership

**A. The chorus shall have two classes of membership, performing and associate. All members shall have the right to one vote when required. Members may not vote by proxy.** (REVISED May 24, 1999)

**B. Requirements for performing membership are as follows:**

1. Be at least 16 years of age (EFFECTIVE Oct. 3, 2011).
2. Pay monthly dues as set by the Board of Directors. No one will be denied membership on the basis of inability to pay dues. If a member cannot pay dues, the treasurer will meet with the members to work out an alternative contribution.
3. Complete a Membership form, dues pledge and other required paperwork. Minors' membership forms must have signature of parent/legal guardian (REVISED Oct. 3, 2011).
4. Meet the musical requirements of the organization. The Artistic Director shall provide an audition for each new member. (REVISED May 24, 1999)
5. Come to rehearsal on time, prepared to work on a wide variety of music selected by the Artistic Director in collaboration with the Music Advisory Committee.
6. Obtain the proper attire for performances, as agreed upon by the chorus.
7. Perform in scheduled concerts and performances.
8. All rights of membership shall cease upon termination or removal.

**C. Requirements for associate membership are as follows:**

1. Be a non-performing member of the chorus.
2. Complete a Membership form, dues pledge and other required paperwork.
3. Be willing to donate time and/or resources toward furthering the goals of the chorus.
4. All rights of membership shall cease upon termination or removal.

### D. Removal

Upon determination by the Board of Directors that a member has engaged in conduct materially and seriously prejudicial to the interests and purposes of the chorus, s/he may be removed. Such conduct shall include, but is not limited to, domestic and sexual violence/harassment; discrimination against other chorus members on the basis of race, class, age, religion, and/or sexual orientation; failure to pay dues or make an alternative arrangement; repeated lateness; or otherwise failure to adhere to the requirements of membership. The following steps shall be taken in such instances:

1. The member shall be given written notice explaining the reasons for removal. Such notice will be sent no less than 15 days prior to the proposed effective dismissal date.
2. The member will be given the opportunity to be heard at a hearing to be held not less than 5 days before the proposed dismissal. The hearing shall be held by the Board of Directors in accordance with the quorum rules set forth in these Bylaws. The notice to the member shall state the date, time and place of the hearing on her/his dismissal.
3. Following the hearing, the Board of Directors will decide whether or not the member should be removed, suspended or otherwise sanctioned. The decision of the Board shall be final.
4. Any member removed shall receive a prorated refund of dues paid in advance.

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## Article V Rehearsals and Meetings

### A. Rehearsals

The chorus will rehearse weekly during the annual season. Additional rehearsals may be scheduled by the Artistic Director, as necessary. Rehearsals shall be held at a place and time determined by the Artistic Director and the Board of Directors. (REVISED May 24, 1999)

### B. Business Meetings

Business meetings may be scheduled at the discretion of the Treasurer and/or Board of Directors. Advance notice of business meetings will be given to the chorus at large.

### C. Town Meetings

Town meetings shall be held as needed for the purpose of discussing pertinent issues, as well as to receive feedback on various chorus matters and events from the membership. (REVISED May 24, 1999)

### D. Annual Meeting

The Board of Directors shall make a full report to the general membership no less than once a year. Such a meeting shall include, but is not limited to, an annual financial report, review of the upcoming year's budget and Standing Committee reports. (EFFECTIVE May 24, 1999, REVISED May 19, 2008)

## Article VI Board of Directors

### A. Composition

The Board of Directors shall consist of a President, Vice-President, Secretary, Treasurer, and four Board Members at Large, each elected to co-coordinate one of the standing committees... The Artistic Director shall attend meetings to report on music issues, but shall not be considered a voting member of the Board. Other committee and section representatives are invited to attend Board meetings, but are not required to do so. Board Meetings are open to all members of the chorus. (REVISED May 24, 1999; REVISED November 21, 2005, REVISED May 19, 2008)

1. As changes in Board composition become necessary, the organization shall follow the procedures for amending the Bylaws set forth in Article VII. (EFFECTIVE May 24, 1999)
2. When a position is created the term of office shall turn over July 1, along with a portion of the Board of Directors, last for two years, and be designated as turning over in an odd numbered or even numbered year. . (EFFECTIVE May 24, 1999, REVISED April 7, 2003)
3. The minimum number of Board members shall be six. (REVISED November 21, 2005)

### B. Duties

1. Develop policy and administrative programs
2. Manage the financial integrity of the chorus
3. Hire, supervise and dismiss personnel
4. Evaluate programs and services of the chorus
5. Maintain dialogue with chorus members and general public
6. Refer items to the chorus for a decision when necessary
7. Coordinate all standing and ad hoc committees. There will be two standing committees, "Putting on a Show" (POAS) and "Running a Choir" (RAC). Each of the four Board Members at large would be designated to serve on one of these two committees at the time of election. The Board will maintain a document which describes in detail the tasks to be performed by each Standing Committee and by the Executive Committee. (REVISED May 19, 2008)
8. Formulate a budget for Board approval and report it to the Chorus in a timely manner (EFFECTIVE May 24, 1999, REVISED May 19, 2008)
9. Appoint sub-committee chairs as needed to complete the work of the standing committees. (REVISED May 19, 2008)
10. Keep detailed records on areas of responsibility including, but not limited to, contracts, procedures, budgets and committee updates
11. Develop, research, present and promote the long-term goals of the chorus
12. Call an annual meeting. In addition, report to the membership as necessary (REVISED May 24, 1999)
13. Delegate additional responsibilities as appropriate

### C. Officers

The officers of the Board of Directors shall consist of the President, Vice-President, Secretary and Treasurer and shall compose the Executive Committee of the Board (REVISED May 24, 1999, REVISED May 19, 2008)

### D. Meetings

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The Board of Directors shall meet once per month. Special meetings may be called as needed. Advance notice of Board meetings will be given to the chorus at large. Board members are expected to attend Business meetings as they are called.

## **E. Quorum**

A simple majority of the Board shall constitute a quorum and must be present for any vote.

## **F. Terms of Office, Elections and Vacancies**

1. All Board positions shall be elected for a term of two years. Elections will be held once a year. Membership shall be notified of upcoming elections at least two weeks in advance. Candidates for each office are elected by a simple majority of vote of the chorus. Elections for Vice-president, Treasurer, and two Board Members at Large (one for each standing committee) shall be elected for a term of two years beginning in July 1 of odd numbered years. The President, Secretary, and two Board Members at Large (one for each standing committee) shall be elected for a term of two years beginning July 1 of even numbered years. With notice to the membership, the Board can move to shorten or extend the July 1st installation date, up to 90 days, to accommodate unexpected circumstances. Term expiration dates of incoming board members will continue to be June 30. Unexpired term vacancies shall be filled by election by the Board of Directors and do not require a majority vote of the chorus. (REVISED May 24, 1999, REVISED April 7, 2003, REVISED November 21, 2005, REVISED June 11, 2007, REVISED May 19, 2008)
2. A Chorus special election shall be held to fill any newly established position. Membership shall be notified of the special election at least two weeks in advance. (EFFECTIVE May 24, 1999)
3. When a position is deleted mid-term, the Board member formerly holding that position is no longer a member of the Board, unless the Board votes to allow the Board member to continue on the Board until that Member's term would have completed. (EFFECTIVE May 24, 1999, REVISED May 19, 2008)

## **G. Removal**

Upon determination by a two-thirds majority of the Board of Directors as a whole that a Board member has engaged in conduct materially and seriously prejudicial to the interests and purposes of the chorus, s/he may be removed. Such conduct shall include, but is not limited to, domestic and sexual violence/harassment; discrimination against other chorus members on the basis of race, class, age, religion, and/or sexual orientation; failure to pay dues or make an alternative arrangement; repeated lateness; or failure to appear at scheduled meetings; or otherwise failure to adhere to the requirements of Board membership. A Board member so removed may remain as a chorus member in good standing according to the determination of the Board as a whole. The following steps shall be taken in such instances:

1. The Board member shall be given written notice explaining the reasons for removal. Such notice will be sent no less than 15 days prior to the proposed dismissal date. (REVISED May 24, 1999)
2. The Board member shall be given the opportunity to be heard at a hearing to be held not less than 5 days before the proposed dismissal. The hearing shall be held by the Board of Directors, as a whole, in accordance with the quorum rules set for in these Bylaws. The notice to the Board member shall state the time and place of the hearing on her/his dismissal.
3. Following the hearing, the Board of Directors, as a whole, will decide whether or not the member should be removed from the Board, be suspended, lose chorus membership, or otherwise be sanctioned. The decision of the Board shall be final.
4. Any Board member removed from chorus membership shall receive a prorated refund of dues paid in advance.

## **Article VII Finances**

### **A. Fiscal Year**

1. The fiscal year of Out Loud Chorus shall be September 1 through August 31.
2. The Board of Directors shall adopt an annual budget by August 31 for the following fiscal year. (EFFECTIVE May 24, 1999)

### **B. Debts and Financial Obligations**

1. The Treasurer shall make a monthly written report to the President who shall present it to the Board. Updates from the Treasurer may also be presented to the chorus membership as needed.
2. The Treasurer shall hold the organization's checkbooks and shall be responsible for arranging payment of any authorized debt or reimbursement (REVISED 2001, November 9, 2009)
3. Authorization for payment shall be based on the budget as approved by the Board of Directors. Expenditures will be based on the committee budget as it appears within the chorus budget. Expenditures not previously approved must be reviewed and authorized by the Board. All payments and reimbursements

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must be accompanied by written documentation. Committee Chair monthly reports shall include previous month expenditures and expenses for the upcoming month. (REVISED May 24, 1999)

## **C. Contracts**

All contracts made in the name of Out Loud Chorus shall be authorized by a quorum of the Board of Directors as defined in these Bylaws.

## **Article VIII Amendments**

Amendment(s) to these bylaws may be proposed by a simple majority of the Board of Directors. Written notification of any proposed amendment(s) shall be made to the chorus membership for comment prior to the Board meeting at which said proposal(s) will be brought to a vote. The general membership shall be invited to attend this Board meeting for the purpose of discussion. Once a proposal is agreed to by a simple majority of the Board, the amendment shall be brought to the chorus at large for a vote. Amendments shall be ratified by a simple majority of those present. A Board quorum is not necessary for such a vote. (REVISED May 24, 1999)

## **Article IX Non Profit Status 501(c)(3)**

A. Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws. (EFFECTIVE May 24, 1999)

B. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the corporation (EFFECTIVE May 24, 1999)

C. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise provided by the Internal Revenue Code Section 501(h), and does not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office (EFFECTIVE May 24, 1999)

D. In the event of dissolution, all remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC Section 501(c)(3), or corresponding provision of any subsequent Federal tax laws, or to the Federal government, or state or local government for public purpose, subject to the approval of a Justice of the Supreme Court of Michigan. (EFFECTIVE May 24, 1999)

E. In any taxable year in which the corporation is a private foundation as described in IRC Section 509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC Section 4941(d), (b) retain any excess business holdings as defined in IRC Section 4944, (c) make any taxable expenditures as defined in IRC Section 4945 or (d) corresponding provisions of any subsequent Federal tax laws. (EFFECTIVE May 24, 1999)

## **Article X Intellectual Property**

A. The chorus shall be informed when videotapes and audio tapes are made on behalf of Out Loud. Such tapes may not be distributed or broadcast publicly without permission of a majority vote of active chorus members. (EFFECTIVE May 24, 1999)

B. Any graphic identity item, newsletter or similar property is solely owned by Out Loud, Inc. Such items shall not be used or duplicated for non-chorus purposes without written permission of the Board of Directors. (EFFECTIVE May 24, 1999)

## **Article XI Privacy and Confidentiality**

Out Loud Chorus will not reveal any personal information regarding individual members for non-Chorus use without their written permission. (EFFECTIVE May 24, 1999)