



BYLAWS

Revised May 2018

**BYLAWS
OF
THE ORPHEUS MALE CHORUS OF PHOENIX, INC.**

ARTICLE I: NAME AND REGISTERED OFFICE

Section 1.01 Name: The name of the corporation is The Orpheus Male Chorus of Phoenix, Inc. (the “Corporation”).

Section 1.02 Registered Office: The registered office of the Corporation shall be in Maricopa County, State of Arizona, United States of America.

ARTICLE II: PURPOSE

Section 2.01 Purpose: The purposes for which the Corporation is created are:

- a. the operation and preservation of a male chorus (the “Chorus”);
- b. the presentation of quality choral music and the encouragement of interest in this form of music; and
- c. such other purposes as the Board of Directors (the “Board”) may from time to time deem appropriate.

ARTICLE III: MISSION STATEMENT

Section 3.01 Mission Statement: The mission of the Chorus is to present choral music that entertains and adds cultural value to Arizona communities by delivering quality performances and engaging in outreach activities while providing a rewarding experience for members.

ARTICLE IV: MEMBERSHIP

Section 4.01 Membership in the Corporation: Any person shall be a member of the Corporation (“Corporation Member”) who is at least eighteen (18) years of age and either:

- a. an Active Member of the Chorus (as hereinafter defined) (“Chorus Member”); or
- b. a Board Member (as hereinafter defined) who is not a Chorus Member.

Section 4.02 Active Member Defined: An Active Member of the Chorus is one who pays dues and is up-to-date in the payment thereof, and who has not resigned from the Chorus.

Section 4.03 Residency: Corporation Members need not be residents of the State of Arizona.

Section 4.04 Handbook: The responsibilities of membership in the Chorus and the particulars of its organization and operation shall be separately set forth in a Member Handbook approved by the Board in consultation with the Artistic Director.

Section 4.05 Exceptions: Exceptions to these membership requirements may be made on a case-by-case basis upon a majority vote of the Board.

Section 4.06 Rights of Corporation Members:

- a. All Corporation Members shall have the right to attend and vote at all Annual Meetings (as hereinafter defined) and Special Meetings (as hereinafter defined) of the Corporation.
- b. All Corporation Members shall have the right to attend all Board meetings, to bring business before the Board, and to participate in discussions at Board meetings. However, no Corporation Member may vote at any Board meeting unless entitled to do so by virtue of membership on the Board.
- c. Further privileges of Corporation Members shall be as specified by the Board.

Section 4.07 One Member, One Vote: In all matters, each Corporation Member entitled to vote shall have one (1) vote.

ARTICLE V: THE BOARD OF DIRECTORS

Section 5.01 Composition: The Board shall consist of the following members ("Board Members") as hereinafter described:

Officers
Members-At-Large
Additional Board Members
The Artistic Director

Section 5.02 Membership (Voting):

- a. **Officers:** The Board shall include the following Officers, elected at the Annual Meeting or at a Special Meeting from among the Corporation Members:

President
Vice President
Secretary
Treasurer

- b. **Members-At-Large:** The Board shall also include four (4) Members-At-Large, elected at the Annual Meeting or at a Special Meeting from among the Chorus Members.
- c. **Additional Board Members:**
 - (i) At any time, the Board may, by simple majority, elect Additional Board Members who are not Corporation Members.
 - (ii) However, the election of any such Additional Board Member must be ratified by a simple majority vote of the Corporation Members at the next occurring Annual Meeting.
 - (iii) Failure to ratify shall not constitute a negation or repudiation of any action taken by any such Additional Board Member by virtue of his Board membership, between the time of his appointment and such failure to ratify.
- d. **Right to Vote:** All Officers, Members-At-Large, and Additional Board Members shall be entitled to cast one vote apiece at any Board meeting on any issue for which a vote is called.

Section 5.03 Membership (Non-Voting): The Artistic Director shall not be entitled to cast a vote at any Board meeting on any issue.

Section 5.04 Term of Office:

- a. Each Board Member elected at an Annual Meeting shall serve for a term of two (2) years, such term to commence at the start of the Fiscal Year (as hereinafter defined) immediately following such election.
- b. Each Board Member elected at a Special Meeting shall serve for a term to commence immediately upon election and to extend through the date on which the term would have expired of the immediately previous Board Member to have occupied the position, had that Board Member remained in the position. However, if such Special Meeting occurs after the most recent Annual Meeting but before the start of the new Fiscal Year following such Annual Meeting, such term shall commence at the start of the new Fiscal Year.
- c. Each Additional Board Member shall serve for a term of one (1) year, such term to commence immediately upon election. However, should the Corporation

Members fail to ratify any such election as specified above, the term of such Additional Board Member shall expire immediately upon such failure to ratify.

- d. There shall be no limit to the number of consecutive terms that any Board Member may serve.

Section 5.05 Resignations; Vacancies:

- a. Any Board Member may resign at any time by written notice to the President; or, in the case of the President, to the Vice President.
- b. If the President or Vice President are for any reason unavailable to receive the resignation of a Board Member, such Board Member may resign by giving written notice to at least ten per cent (10%) of the Corporation Members.
- c. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of the receipt thereof.
- d. Acceptance shall not be necessary in order for the resignation to be effective.
- e. Notwithstanding any other provision of these Bylaws to the contrary, if all elected Board positions should fall vacant at once, whether by virtue of accident, resignation en masse, or otherwise, the following procedure shall apply:
 - (i) Any Corporation Member who wishes to do so may call a Special Meeting; provided, however, that once a Corporation Member has exercised said privilege, the privilege shall expire for all other Corporation Members.
 - (ii) The order of business at such Special Meeting shall be as follows:
 - The Corporation Members present shall elect, by voice vote, a Chairman Pro Tem of the Special Meeting, who may (but need not) be the Corporation Member who called the Special Meeting.
 - The Chairman Pro Tem shall receive nominations for each vacant office of the Board that is filled by election, to-wit: President, Vice President, Secretary, Treasurer, and Members-At-Large.
 - The Corporation Members present shall vote by written ballot to fill each office from among the nominations so received.
 - If no nominations are received for the office of President, the Chairman Pro Tem shall appoint a Corporation Member of his choosing to said office, and such person shall serve in that office as if he had been nominated and elected.

Such appointment shall not be subject to ratification by the Corporation Members.

- If no nominations are received for any Board position other than President, the President elected at the Special Meeting shall call another Special Meeting as soon thereafter as practicable for the purpose of filling all such positions.
- The Special Meeting shall then adjourn.
- The Board Members elected or appointed at the Special Meeting shall immediately assume their offices and shall continue to serve until such time as the term would have expired of the immediately preceding person to have occupied each office, had that person remained in office.

f. Vacancy in the Office of President:

- (i) Should the office of President become vacant for any reason, including resignation, or should the President be unable to perform his duties, then the Vice President shall immediately assume all roles, duties, responsibilities, and privileges of the President (“Acting President”), and shall serve as Acting President until such time as specified in Section 5.06 below; and the office of Vice President shall be vacant until such time as it is filled as specified in Section 5.06a(ii) below.
- (ii) Should the Vice President be unable or unwilling to serve as Acting President as specified above, or should the office of President become vacant while the office of Vice President is also vacant for any reason other than the Vice President becoming Acting President as specified above, then all roles, duties, responsibilities, and privileges of the President shall pass to one of the remaining Board members (“President Pro Tem”) in the following order; and the office vacated by such Board member shall be filled as specified in Section 5.05g(i) or Section 5.05h(i) below, as the case may be:
 - Treasurer
 - Secretary
 - A Member-at-Large, nominated to become President Pro Tem by those Board members present at the time such business is considered, and receiving a majority vote of those Board members.
 - An Additional Board Member, nominated to become President Pro Tem by those Board members present at the time such business is considered, and receiving a majority vote of those Board members; provided, however, that such Additional Board Member shall have been ratified by the Corporation Members at the immediately preceding Annual Meeting.

g. Vacancy in the Office of Other Officers:

- (i) Should the office of any Officer, other than the President or Vice President, become vacant for any reason, including resignation or appointment of the holder of such office to the position of President Pro Tem as specified above, or should such Officer be unable to perform his duties, the President (or President Pro Tem, as the case may be) shall appoint any Corporation Member of his choosing to perform all roles, duties, responsibilities, and privileges of the office in question (“Officer Pro Tem”); and such Officer Pro Tem shall serve until such time as specified in Section 5.06a(vi) or Section 5.07 below, whichever occurs first.

h. Vacancy in the Office of Member-at-Large:

- (i) Should the office of any Member-at-Large become vacant for any reason, including resignation, or should such person be unable to perform his duties, then such office shall remain vacant until the next Annual Meeting, at which time a new Member-at-Large shall be elected.
- (ii) Notwithstanding the above, the President may, at his discretion, call a Special Meeting for the purpose of electing a new Member-At-Large.

i. Vacancy in the Office of Additional Board Members:

- (i) Should the office of any Additional Board Member become vacant for any reason, including resignation, or should such person be unable to perform his duties, then the office shall remain vacant until such time as the Board, at its pleasure, appoints a new Additional Board Member to take his place.
- (ii) The appointment of such Additional Board Member shall be subject to ratification by the Corporation Members at the next Annual Meeting as specified above.

Section 5.06 Length of Term – Acting President or President Pro Tem:

- a. Should the office of President pass to an Acting President or President Pro Tem as specified above, the Board shall act as follows:
 - (i) At its next Regular Meeting, the Board shall decide by majority vote whether or not the office of President is deemed to have been permanently vacated.
 - (ii) If the Board determines that the office of President has been permanently vacated, and if that office has passed to an Acting President, then the Acting President shall immediately assume the office of President; and the new

President shall, as soon as practicable, call a Special Meeting for the purpose of filling the office of Vice President.

- (iii) If the Board determines that the office of President has been permanently vacated, and if that office has passed to a President Pro Tem, then the President Pro Tem shall, as soon as practicable, call a Special Meeting for the purpose of filling all vacant Officer positions, including that of President.
- (iv) Notwithstanding the above, if the time of the next Annual Meeting is less than sixty (60) days from the time such determination has been made, the President Pro Tem may, at his discretion, postpone the filling of all vacant Officer positions until such Annual Meeting.
- (v) If the Board determines that the office of President has not been permanently vacated (in which case the person who vacated the office shall be known as the “Absent President”), then the Board at its next Regular Meeting shall reconsider the status of said vacancy, regardless of whether the office of President has passed either to an Acting President or to a President Pro Tem.
- (vi) Should the Absent President return to office before said office has been determined to be permanently vacated as described above, or before the period referred to in Section 5.06a(vii) below has run, then the following shall occur:
 - The Absent President shall re-assume the office of President and shall serve in said office until the term to which he was elected shall have expired.
 - The Acting President, if there be one, shall re-assume the office of Vice President and shall serve in said office until the term to which he was elected shall have expired.
 - The President Pro Tem, if there be one, shall re-assume the office he held before such appointment and shall serve in said office until the term to which he was elected shall have expired; and the Board membership of any Officer Pro Tem who may have been appointed to that office shall immediately expire; provided, however, that if said Officer Pro Tem were a Board member before said appointment, he shall re-assume the office he held and shall serve in said office until his term shall have expired.
- (vii) Notwithstanding any of the above, under no circumstances shall a period in excess of one hundred forty-five (145) days, or in excess of the date on which the term to which the Absent President was elected would have expired – whichever occurs sooner – elapse before a vacated office of President shall be deemed to have been permanently vacated.

Section 5.07 Length of Term – Other Officers Pro Tem:

- a. Should the office of Secretary or Treasurer pass to an Officer Pro Tem as specified above, then the President shall, as soon as practicable, call a Special Meeting for the purpose of filling all vacant Officer positions.
- b. Notwithstanding the above, if the time of the next Annual Meeting is less than sixty (60) days from the time such determination has been made, the President may, at his discretion, postpone the filling of all vacant Officer positions until such Annual Meeting.

Section 5.08 Powers of the Board:

- a. Subject to any limitations set forth in the Articles of Incorporation, applicable federal and Arizona law, and these Bylaws, the Board shall be responsible for the general management and control of the business and affairs of the Corporation, including all of its property and funds, and may exercise all powers that may be exercised or performed by the Corporation under federal and Arizona law, the Articles of Incorporation, and these Bylaws, including the power to borrow money and to authorize its officers to execute, in the name of the Corporation, any and all bills, notes, and other evidence of indebtedness.
- b. No contract shall be made or expense incurred on behalf of this Corporation except with the authorization of the Board.
- c. Board Members shall exercise all power and authority and perform all duties normally incident to their respective offices and as may be further prescribed by the Board.

ARTICLE VI: MEETINGS OF THE CORPORATION

Section 6.01 Annual Meeting:

- a. The Annual Meeting of the Corporation (“Annual Meeting”) shall be held between April 1 and June 30 of each calendar year at a time and place specified by the Board.
- b. At the Annual Meeting, the Corporation Members shall, by majority vote, elect Officers and Members-At-Large to those positions that shall become vacant at the close of the current fiscal year; and transact such other business as is properly before them.

Section 6.02 Special Meetings:

- a. A Special Meeting of the Corporation (“Special Meeting”) may be called at any time by the President or at the request of at least five (5) Board Members.
- b. Additionally, a Special Meeting shall be called by the President within thirty (30) days after receipt of a written request from at least twenty per cent (20%) of the Corporation Members.
- c. Business transacted at any Special Meeting shall be limited to those items listed in the agenda included with the announcement of said meeting.

Section 6.03 Notice:

- a. Corporation Members shall be given written notice of the Annual Meeting and any Special Meeting, stating the place, date, hour and agenda, at least seven (7) calendar days prior to such meeting.
- b. Notice shall be served on each Corporation Member, at the address maintained for that Corporation Member by the Corporation, by first-class mail, postage prepaid, and/or by electronic mail.
- c. Notwithstanding the above, verbal announcement of a meeting place, date, hour and agenda given at two consecutive regular rehearsals of the Chorus shall constitute lawful notice in lieu of written notification.

Section 6.04 Quorum:

- a. The Corporation Members present at the Annual Meeting or any Special Meeting shall constitute a quorum; provided, however, that at least twenty-five per cent (25%) of the Corporation Members are present.
- b. If a quorum is not present at the Annual Meeting or any Special Meeting, such meeting shall adjourn immediately without any business being conducted, and the Board shall reschedule the meeting for a time when it reasonably expects that a quorum will be present.

Section 6.05 Voting: The Board shall take all necessary steps to ensure that only those Corporation Members entitled to vote at the Annual Meeting or any Special Meeting actually vote.

ARTICLE VII: MEETINGS OF THE BOARD

Section 7.01 Regular Meetings:

- a. Regular Meetings of the Board shall be held at least once each month at a time and place to be mutually agreed upon by the Board Members.
- b. Notwithstanding the above, the Executive Committee (as hereinafter defined) may elect to forgo a Regular Meeting if it determines that there is no business to be brought before the Board at the time.

Section 7.02 Special Meetings:

- a. Special Meetings of the Board may be called at any time at the request of the President or at least five (5) Board Members.
- b. Business transacted at any Special Meeting shall be confined to the subject(s) stated in the notice and matters germane thereto.

Section 7.03 Notice:

- a. Written notice of all Board meetings shall be given to the Board Members at the address maintained for that Board Member by the Corporation by first-class mail, postage prepaid, and/or by facsimile transmission and/or by electronic mail, not less than seven (7) days before such meeting.
- b. Notwithstanding the above, if the President determines that an emergency necessitates a meeting of the Board on shorter notice, then notice shall include the nature of the emergency and the purpose(s) of the proposed meeting and shall be given by hand-delivery, facsimile, and/or electronic mail at least twenty-four (24) hours before the meeting.
- c. A Board Member's presence at a meeting shall constitute waiver of notice of such meeting, except when the Board Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened.

Section 7.04 Quorum:

- a. A majority of the Board Members shall be a quorum for all purposes.
- b. The act of a majority of the Board Members present at any meeting at which there is a quorum shall be the act of the Board, except as may otherwise be prohibited by federal or Arizona law, the Articles of Incorporation or these Bylaws.

Section 7.05 Voting Without a Meeting:

- a. In such circumstances that holding a meeting is not expedient and discussion on an issue is not expected, the President may call for a vote on an issue via electronic mail.
- b. A quorum of Board Members must reply with electronic mail votes in order for the vote to be official.
- c. Hard copies of the votes will be made by the President and will be reviewed at the next scheduled meeting of the Board.
- d. Should any Board Member wish to have a discussion on the subject of the vote, an electronic vote will not be held.

Section 7.06 Electronic Participation: Any one or more Board Members may participate in a Board meeting by means of a conference telephone call or other comparable communications device that allows all persons participating in the meeting to hear each other, and by such participation in a meeting shall be deemed present in person at the meeting.

ARTICLE VIII: COMMITTEES

Section 8.01 Executive Committee:

- a. There shall be an Executive Committee consisting of the Officers, to-wit:
 - President
 - Vice President
 - Secretary
 - Treasurer
- b. The Board shall create and maintain documentation outlining and describing the roles and responsibilities of the Executive Committee as set by the Board.

Section 8.02 Ad-Hoc Committees:

- a. The Board, by action of a majority of its members at a Regular or Special Meeting, may designate one or more ad-hoc committees, each of which shall consist of a minimum of one Board Member who may (but shall not be required to) serve as the committee's chair; and each of which shall have such other members as the Board shall authorize.

- b. An ad-hoc committee shall have and exercise such authority and responsibilities as the Board shall delegate to the committee for such period of time as shall be established upon its formation.
- c. The designation and appointment of any ad-hoc committee and the delegation of authority thereto shall not relieve the Board or any individual Board Member of any responsibility it or he would otherwise have.

Section 8.03 Standing Committees:

- a. The Board, by action of a majority of its members at a Regular Meeting, may designate one or more standing committees, each of which shall consist of a minimum of one Board Member who may (but shall not be required to) serve as the committee's chair; and each of which shall have such other members as the Board shall authorize.
- b. The Board shall create and maintain documentation outlining and describing the roles and responsibilities of each standing committee.

ARTICLE IX: RECORDKEEPING

Section 9.01 Roster:

- a. The Corporation shall keep a roster of present and former Chorus Members, Corporation Members who are not Chorus Members, Board Members, and the Officers of the Board.
- b. Said roster shall include the address of each Chorus Member, Corporation Member, Board Member and Officer as provided to the Corporation by that individual, as well as any other means of contact such as telephone number, facsimile number, or electronic mail address.

Section 9.02 Minutes: The Corporation also shall keep minutes of the proceedings of the meetings of Corporation Members and of the Board, such minutes to be accessible to Corporation Members during business hours.

Section 9.03 Books and Records: The Corporation shall further keep books and records of account also in an accessible manner.

ARTICLE X: MISCELLANEOUS

Section 10.01 Remuneration:

- a. No Board Member, other than the Artistic Director, shall receive any fee, salary or remuneration of any kind from the Corporation for services rendered as a Board Member, except that such Board Member may be reimbursed for necessary and reasonable expenses incurred with the prior approval of the Board.
- b. Neither shall any Board Member be on the payroll of any other organization receiving financial support from this Corporation.
- c. The Corporation shall not lend money or use its credit to assist its Board Members, Corporation Members or employees.

Section 10.02 Good Faith:

- a. A Board Member shall perform the duties of a Board Member, including duties as a member of any committee of the Board upon which the Board Member may serve, in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Board Member reasonably believes to be in or not opposed to the best interests of the Corporation.
- b. In discharging such duties, a Board Member shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by any of the following:
 - (i) one or more officers or employees of the Corporation whom the Board Member reasonably believes to be reliable and competent in the matters presented;
 - (ii) legal counsel, public accountants or other persons as to matters which the Board Member reasonably believes to be within such person's professional or expert competence; or
 - (iii) a committee of or appointed by the Board of which the Board Member is not a member, duly designated in accordance with these bylaws as to matters within its designated authority, which committee the Board Member reasonably believes to merit confidence.
- c. Notwithstanding the above, the Board Member shall not be considered to be acting in good faith if the Board Member has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

Section 10.03 Hold Harmless:

- a. The Corporation shall indemnify or hold harmless its current or former Board Members against reasonable expenses, costs, attorneys' fees, liability and loss actually and reasonably asserted against him or her acting in the capacity of a Board Member or arising out of his or her status as such to the full extent permitted and as provided by federal and Arizona law.
- b. Such person shall not, however, be indemnified if he or she shall be judged liable on the basis that he or she breached or failed to perform the duties of his or her position, and the breach or failure to perform constituted willful misconduct or recklessness.
- c. Such indemnification may include only amounts paid to satisfy a judgment or to compromise or settle a claim.
- d. Advance indemnification may be permitted at the discretion of the Board for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding, provided, however, that the Board Member must reimburse the corporation if it is subsequently determined that he or she was not entitled to the indemnification.

Section 10.04 Insurance: The Corporation shall purchase and maintain insurance on behalf of the Corporation and any person who is or was a Board Member of the Corporation against any expense, liability or loss asserted against him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability, expense or loss under federal and Arizona law, the Articles of Incorporation or these Bylaws.

Section 10.05 Validity of Actions:

- a. Any contract or other transaction between the Corporation and its Board Members, or between the Corporation and any other corporation, firm, association or entity in which its Board Members are members, directors or officers or are financially interested, shall be valid if the following apply:
 - (i) the fact of such relationship or interest is disclosed or known to the Board which authorizes, approves or ratifies the contract or transaction by a vote; and
 - (ii) the contract or transaction is fair and reasonable to the Corporation at the time the contract or transaction is authorized, approved or ratified.
- b. Any such common or interested Board Members may not be counted in determining the presence of a quorum at a meeting of the Board which authorizes,

approves or ratifies the contract or transaction; nor may they be permitted to vote on such contract or transaction.

Section 10.06 Fiscal Year: Unless otherwise declared by the Board, the Fiscal Year of the Corporation shall begin on the first day of July and end on the last day of June each calendar year.

Section 10.07 Corporate Seal: A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation.

Section 10.08 Gender Inclusive: The use in these Bylaws of the masculine personal pronoun or possessive adjective shall be deemed to include the feminine personal pronoun or possessive adjective as well.

ARTICLE XI: AMENDMENT

Section 11.01 Amendment: The Articles of Incorporation and these Bylaws may be amended by a two-thirds (2/3) quorum vote of the Board, and by a two-thirds (2/3) quorum vote of the Corporation Members at any Annual Meeting or Special Meeting, joint or several, properly noticed in accordance with these Bylaws.

ARTICLE XII: PROCEDURAL AUTHORITY

Section 12.01 Procedural Authority: The latest edition of Robert's *Manual of Parliamentary Procedure* shall govern the procedures of the Corporation except to the extent inconsistent with these Bylaws.

Adopted in conformity with the Arizona Nonprofit Corporation Act by the Board of the Orpheus Male Chorus of Phoenix, Inc., and ratified by the Corporation Members at the Annual Meeting, on May 8, 2018.

/s/ B. Drew Peterson
President

Attest:

/s/ Ira Rubins
Secretary

Revised by vote of Corporation Members present at Annual Meeting _____.