

**Bylaws**

**Of**

**Greenfield Community Choir, Inc.**

**An Indiana nonprofit corporation and Federal 501(c)(3) entity**

***Version 1 Approved: 13Aug2013***

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**Bylaws**  
**Of**  
**Greenfield Community Choir, Inc.**  
*An Indiana nonprofit corporation and Federal 501(c)(3) entity*

**Article 1: Name and Organization**

The name of the corporation is “Greenfield Community Choir, Inc.” (Hereinafter referred to as the “Corporation”). The Corporation may cause the necessary legal work to be completed to allow the Corporation to use the name “Greenfield Community Choir” in its dealings with the public. The Corporation is an Indiana nonprofit corporation and a Federal 501(c)(3) organization.

**Article 2: Objectives, Mission, and Non-Discrimination Policy**

The objective of the Corporation is to serve as a public benefit and as a musical arts organization. The Corporation will meet this objective primarily through the operation of a choir that will provide musical performances open to attendance by the general public (hereinafter the “Choir”). The Corporation’s mission is to celebrate its love of music through quality choral performance of diverse musical styles. It is committed to excellence and service through quality sponsorships that will secure and enhance the organization in the future. The Corporation will not discriminate on the basis of race, color, national origin, ethnic origin, sexual orientation, or other federally protected classes in the administration of its policies, programs and services.

**Article 3: Membership**

The Corporation has Members, and the status, rights, and obligations of Members are as follows:

**Section 1: Member Classes**

**a. Active Member in Good Standing**

An Active Member is in compliance with these Bylaws, and otherwise participates actively in the Choir.

**Section 2: Member Rights.**

Each Active Member shall have the right to cast a single vote on all matters for which the Membership is entitled to vote during Member meetings or in absentia to submit a written vote to the secretary.

**Section 3: Member Responsibilities and Obligations.**

**a. Dues.**

A payment schedule shall be established by the board each season. If this is a financial burden to any person wishing to be an Active Member, a payment plan/schedule or other arrangements can be made with the Treasurer.

**b. Wardrobe.**

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Members shall care for costumes in accordance with the Wardrobe Policy as established by the Board. (See attached Wardrobe Policy).

**c. Attendance.**

Attendance may be taken by the section representative. Weekly rehearsals will be held on Tuesdays from August/September through May/June. Additional rehearsals may be called by the Music Director.

**d. Music.**

All music that is the property of or on loan to the Corporation must be returned to the librarian following each performance, at the end of the season, or upon leave of absence or resignation of the member.

**Article 4: Meetings of the Membership**

**Section 1: Annual Meetings**

The date, time, and location of each meeting shall be determined by the Board President. All Active Members, shall be given at least three (3) days advance notice of a meeting.

**Section 2: Nominating Committee**

A Nominating Committee, appointed by the President, shall select a slate of candidates to stand for election at the Spring Season meeting. This slate shall be made known to the Members simultaneously with the announcement of the meeting.

Additional nominations may be made from the floor during the meeting. Nominations can be made for oneself or another with prior consent from nominee.

A slate of Nominees shall contain at least one but no more than three nominees for each vacant Office or Section Representative. Nominees are elected by Majority vote; 50% of Active Members, plus at least 1 additional vote.

**Section 3: Officers**

The Officers elected at the Spring Season meeting of Members shall include a President, Vice President, Secretary, Treasurer, and a Parliamentarian.

**Section 4: Additional Meetings**

Additional meetings of the membership may be called by the President, with at least a three (3) day advanced notice, and in conjunction with scheduled rehearsals.

**Section 5: Quorum**

136 A quorum is defined as two-thirds (2/3s) of the total number of Active Members present or  
137 voting in absentia. A quorum is needed for the transaction of business or additional meetings of  
138 the Members.  
139

140  
141 **Article 5: Board of Directors**

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143 **Section 1: Composition**

144 **A. Governing Board**

145  
146  
147 The Corporation's Board of Directors (referred to as the "Board") shall be comprised of  
148 Active Members with an interest in serving the Corporation and in promoting the  
149 Corporation's objectives. The Board shall consist of the elected Officers and the Section  
150 Representatives. The Music Director, Accompanist, and chairpersons of all committees shall  
151 serve on the Board ex-officio (without a vote).  
152

153 The Governing Board may meet in Executive session, without any of the non-voting Board  
154 members, to address personnel matters.  
155

156 **Section 2: Terms of Service**

157 **A. Officers**

158 All Officers, except the Treasurer, shall be elected to serve a two-year term. The Treasurer  
159 shall be elected to serve a three-year term. All officers can run for additional terms.  
160

161  
162 Should an Office be vacated, an Officer may be appointed by the Board to fill the vacancy  
163 until the next scheduled meeting.  
164

165 **B. Section Representatives**

166 Section Representatives shall serve a one-year term and are eligible for reelection by their  
167 section.  
168

169 **C. Term Effective Dates**

170  
171 The term of any person elected to serve as a member of the Board shall begin on the 1<sup>st</sup> of  
172 July following the Spring Season meeting of Members.  
173

174  
175 **Section 3: Functions**

176 **A. Corporate Responsibilities**

177  
178 The Board is responsible for managing and overseeing the corporate affairs of the  
179 Corporation and implementing such policies and programs that will enhance the goal of  
180 meeting the Corporation's objectives as stated in Article 2 (and elsewhere) in the Bylaws.  
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182 **B. Specific Duties**  
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The specific duties of the Board shall include, but not be limited to, the following:

1. Secure employees of the Corporation as needed; Music Director, Assistant Music Director, and/or Accompanist(s), for example. Conduct interviews, Hire (with choir approval), Manage and conduct any disciplinary actions (including termination as needed). (See attached Policies and Procedures.)
2. Work with the Music Director to establish a calendar of performances.
3. Propose dues annually to be voted upon by the Members.
4. Coordinate all committee reports and recommendations. Committee chairs will submit all major decisions by their committees for review and approval by the Board.
5. Fill vacancies in the offices of the Board that occur between elections.
6. Manage the business of the Corporation.
7. Develop policies as needed and submit them to the membership for adoption.
8. Assume responsibility to make decisions on behalf of the membership and on behalf of the Corporation in an emergency.
9. The approved minutes of each meeting will be made available to the Membership.

**Section 4: Meetings**

All meetings of the Board shall be open to the membership except where personnel is discussed. Notices of Board meetings shall be sent electronically, announced at a scheduled rehearsal and/or included in the minutes of the Board. Meetings may be called by any Officer or Director who has the support of one additional Officer. Non-Board Members who wish to speak about agenda items at the meetings must be recognized by a presiding officer. Non-Board Members who wish to place an item on the agenda must contact the President prior to the meeting.

**Section 5: Quorum**

A minimum of five (5) affirmative votes during a Board meeting shall be required for Board action, and therefore a quorum of the Board shall consist of any number needed to obtain five (5) affirmative votes. Quorum of 5 of 9 members of the Board need to be present for a meeting; confirming 5 of 9 members of the Board to make a yes vote. Any decision made or action taken at a meeting in which a quorum was present, physically or electronically, shall constitute a binding decision or action of the Corporation. If unable to attend, a Board Member may vote electronically or via telephone or video conferencing. The Board may vote electronically (via e-mail) on matters that arise between scheduled meetings, with or without prior notice at the discretion of the Board and expressly for the conduction of business and/or decisions relevant to the Members.

234 **Section 6: Compensation of Members of the Board**

235  
236 Members of the Board as such shall not receive any stated salaries for their services; but may  
237 be indemnified for expenses incurred by an individual board member in connection with any  
238 claim asserted against a board member, by action in court or otherwise, by reason of the person  
239 having been a member of the Board, except in relation to matters as to which he shall have  
240 been guilty of negligence or misconduct in respect of the matter of which indemnity is sought.  
241

242 **Article 6: Officers**

243  
244 **Section 1: Number and Functions**

245  
246 The Officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and  
247 Parliamentarian.  
248

249 **Section 2: Vacancies**

250  
251 Vacancies in office that occur between annual meetings shall be filled in the following manner:

- 252
- 253 A. President: If the Presidency becomes vacant, the Vice President shall become the  
254 President until the next officer election.
  - 255
  - 256 B. Vice President: If the Vice Presidency becomes vacant, a new Vice President shall be  
257 appointed by the Board until the next officer election.
  - 258
  - 259 C. Other Offices: Vacancies in the offices of Secretary, Treasurer, and Parliamentarian shall  
260 be filled by appointment of the Board until the next officer election.  
261

262  
263 **Section 3: Compensation of Officers**

264  
265 Officers of the Board as such shall not receive any stated salaries for their services; but may be  
266 indemnified for expenses incurred by an Officer in connection with any claim asserted against  
267 an Officer, by action in court or otherwise, by reason of the Officer having been an Officer,  
268 except in relation to matters as to which he shall have been guilty of negligence or misconduct  
269 in respect of the matter of which indemnity is sought.  
270

271 **Section 4: Duties and Responsibilities**

272  
273 **A. President**

274  
275 The President, subject to the Bylaws and the direction of the Board, shall serve as the  
276 Corporation's Chief Executive Officer and shall manage and control the affairs of the  
277 Corporation and shall preside at all meetings of the Board. The President may appoint  
278 committee chairpersons and committee Members as needed for functions not delineated in  
279 these Bylaws. The President shall preside at all meetings of the Membership and of the  
280 Board.  
281

282 The President may sign, with the Secretary or any other proper Officer of the Corporation to  
283 so act, any contracts or other instruments that the Board has authorized, generally or  
284 specifically, to be executed, except in cases where the signing and execution thereof shall  
285 be expressly delegated by the Board, by these Bylaws or by statute, to some other Officer or  
286 agent of the Corporation.

287  
288 The President shall co-sign, with the Treasurer or the Vice President, all financial reports  
289 and documents of the Corporation. The President shall appoint an ad hoc Audit Committee  
290 to review the financial records of the Corporation and provide financial reports to the  
291 Membership at the end of the Treasurer's term or as needed.

292  
293 **B. Vice President**

294  
295 The Vice President shall perform the duties of the President in the event of the President's  
296 absence or inability to perform. The Vice President shall be an active aide to the President  
297 and perform such tasks as assigned by the President from time to time. The Vice President  
298 may co-sign, with the Treasurer or President, all financial documents of the Corporation.

299  
300 **C. Treasurer**

301  
302 The Treasurer, subject to the Bylaws and the direction of the Board, shall be responsible for  
303 the financial management of the Corporation.

304  
305 The Treasurer shall be responsible for receipts and disbursements of the Corporation and  
306 shall have the power to endorse checks and issue payments on behalf of the Corporation.

307  
308 The Treasurer shall present a current summary of the financial status of the Corporation at  
309 each meeting of the Board at meetings of the membership or upon the request of the  
310 membership.

311  
312 In the absence of the Treasurer, the President may appoint an Interim Treasurer to perform  
313 his/her duties temporarily until such time as the Treasurer returns. In the case of vacancy or  
314 long-term projected absences, the Treasurer is replaced with an appointed Treasurer by the  
315 Board to serve until the next election.

316  
317 See Article 13: Tax Exemption Provisions

318  
319 **D. Secretary**

320  
321 The Secretary shall keep the Minutes to all meetings of the Members and of the Board, shall  
322 be responsible for custody and control of those Minutes, and shall provide the Minutes of the  
323 meeting to all Board Members and/or membership.

324  
325 The Secretary shall have custody of the Corporation's corporate and business documents.

326  
327 The Secretary shall maintain the roll of Members.

328  
329 The Secretary shall maintain a list of committees and their members.

330



331 The Secretary or President shall give any required notice of meetings.  
332

333 In the absence of the Secretary, the President may appoint an Interim Secretary to perform  
334 his/her duties temporarily until such time as the Secretary returns. In the case of vacancy or  
335 long-term projected absences, an Interim Secretary shall serve until the next election.  
336

337 See Article 12: Corporate Records  
338

339 **E. Parliamentarian**

340  
341 The Parliamentarian Officer shall be responsible for acting as a point of order at all meetings  
342 of the Board or Membership for maintenance and adherence of Corporate Bylaws, Roberts  
343 Rules of Order, and Federal 501(c)(3) regulations.  
344

345 In the absence of the Parliamentarian, the President may appoint an Interim Parliamentarian  
346 to perform his/her duties temporarily until such time as the Parliamentarian returns. In the  
347 case of vacancy or long-term projected absences, an Interim Parliamentarian shall serve  
348 until the next election.  
349

350 **F. Section Representatives**

351 Each section will appoint a Section Representative to the Board. If a section fails to appoint  
352 a representative, the President may do so.  
353

354  
355 In the temporary or permanent absence of the Section Representative, the section shall  
356 appoint an Interim Section Representative to serve on the Board until the original Section  
357 Representative returns or the next election.  
358

359 Section Representatives, with the Secretary, will maintain current contact information for  
360 members of their section. The Section Representative is responsible for contacting their  
361 section members to provide schedule changes or other information relevant to the choir.  
362 Members without email must be contacted by phone or in person.  
363

364 Section Representatives are to contact active members if they miss two (2) rehearsals  
365 without notification.  
366

367 Section Representatives are to follow-up with welcoming committee on new members to  
368 make sure they get wardrobe, questions, comments, and all dues taken care of.  
369

370 **Article 7: Governance**

371  
372 **Section 1: Robert's Rules of Order**  
373

374 All matters of governance not covered by these Bylaws shall be resolved in accordance with  
375 Robert's Rules of Order, as amended and revised from time to time.  
376

377 **Section 2: Removal of Officers or Members**  
378

379 Any Officer, and/or member of the Board, may be removed from of his/her responsibilities  
380 and/or excluded from participation in activities of the Corporation, and/or removed from  
381 membership of the Corporation, for any of the following reasons:

- 382 A. Missing three consecutive Board meetings or the majority of Board meetings held within any  
383 twelve-month period.  
384 B. An Officer failing to carry out the duties specified for the Office within the Bylaws.  
385 C. Any other action not otherwise specifically defined within these Bylaws but which the Board  
386 determines is detrimental and/or harmful to the well-being of and/or reputation of the  
387 Corporation.

388  
389 The power to remove or exclude any person from the membership of the Corporation and/or  
390 its activities for any reason set forth in these Bylaws shall lie exclusively with the Board.  
391

392 **Article 8: Committees**

393  
394 The President and/or the Board may appoint committees as is necessary to effectively carry out the  
395 mission of the Corporation. Committee chairs report to the Board and/or President on an as  
396 needed basis.  
397

398 **Article 9: Independent Sub-Contractors of the Corporation**

399  
400 The Board shall, from time to time and as determined by the Board, appoint specific personnel as  
401 required to conduct the objectives of the Choir or appoint a search committee to fill one or more  
402 vacancies of the following positions: Music Director, Accompanist, and Auxiliary Staff. If a Search  
403 Committee is appointed, the resulting candidates will be presented to the Members for election by  
404 majority vote. If any paid employee knows of absence, they must notify the President of the Board,  
405 in a timely manner, and arrange for a suitable replacement.  
406

407 **Section 1: Music Director**

408  
409 The Music Director shall serve as an advisor on all choir matters and be responsible for the  
410 leadership, instruction, and preparation of the chorus, and the musical quality thereof. The  
411 Music Director may choose works to be performed, and work with the choir in arranging  
412 performances. Recruitment of non-member singers, instrumentalists and production crew shall  
413 be at the discretion of the Music Director to meet the needs of an individual performance. The  
414 Music Director will be paid a stipend as determined by the Board.  
415

416 The Music Director may audition external soloists and performers as needed for concerts.  
417 Payment of the soloist and performers must be approved by the Board.  
418  
419

420 **Section 2: Accompanist**

421  
422 The Accompanist shall be present at all regular and special rehearsals and performances and,  
423 by arrangement, be available to accompany soloists, special groups, and sectional rehearsals.  
424 The Accompanist further may serve as assistant to the Music Director, and at the request of the  
425 latter, assume some leadership responsibilities. The Accompanist will be paid a stipend as  
426 determined by the Board.

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**Section 3: Auxiliary Staff Personnel**

The Music Director may appoint auxiliary staff as needed. Auxiliary staff shall not be entitled to a stipend unless approved by the Board.

See Attached Personnel Policy

**Article 10: The Greenfield Charles K. Wright Memorial Endowment**

The unincorporated Greenfield Community Choir, predecessor to the Corporation, established the Charles K. Wright Memorial Endowment within the Hancock County Community Foundation. Funding of the endowment shall hereafter be maintained by the Hancock County Community Foundation.

The Treasurer shall monitor the endowment fund and work with the Foundation in funding the annual scholarship, per guidelines established in the endowment founding documents.

**Article 11: Execution of Instruments and Financial Transactions**

The Board may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instances.

The Board shall select a bank to be used by the Corporation for its financial transactions.

All checks, drafts, notes, bonds, bills of exchange or other orders, instruments or obligation for the payment of money shall be signed and executed by such Officer or Officers, employee or employees or agent or agents, of the Corporation as shall be specified by the Board.

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Corporation. The Board may refuse any gift if it deems such refusal to be in the best interests of the Corporation.

**Article 12: Corporate Records**

The Secretary shall maintain minutes of all meetings held by the Board or the Corporation's committees, including details of notice, attendance, and proceedings thereof. The Secretary shall also maintain a copy of the Corporation's Bylaws and Articles of Incorporation, amended to date, both of which shall be open to inspection by the Members, if any, of the Corporation who request such inspection.

The Treasurer shall maintain accurate and correct records of account including all records of deposit, receipts, liabilities, assets, gains, and losses.

Every member of the Board shall have the absolute right at any time to inspect and copy all books, records, and documents of the Corporation.

475 The Board shall cause to be prepared and delivered to the Indiana Secretary of State any and all  
476 periodic reports required of the Corporation by law.

477  
478 **Article 13: Tax Exemption Provisions**

479  
480 **Section 1. Limitations on Activities**

481  
482 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or  
483 otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of  
484 the Internal Revenue Code), and the Corporation shall not participate in, or intervene in  
485 (including the publishing or distribution of statements), any political campaign on behalf of, or in  
486 opposition to, any candidate for public office.

487  
488 Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any  
489 activities not permitted to be carried on (a) by a corporation exempt from federal income tax  
490 under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to  
491 which are deductible under Section 170(c)(2) of the Internal Revenue Code.

492  
493 **Section 2. Prohibition Against Private Enrichment**

494  
495 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to,  
496 its Members, members of the Board or trustees, Officers, or other private persons, except that  
497 the Corporation shall be authorized and empowered to pay reasonable compensation for  
498 services rendered and to make payments and distributions in furtherance of the purposes of this  
499 Corporation.

500  
501 **Section 3. Distribution of Assets**

502  
503 Upon the dissolution of this Corporation, its assets remaining after payment, or provision for  
504 payment, of all debts and liabilities of this Corporation shall be distributed for one or more  
505 exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall  
506 be distributed to the federal government, or to a state or local government, for a public purpose.  
507 Such distribution shall be made in accordance with all applicable provisions of the laws of the  
508 State of Indiana.

509  
510 **Article 14: Liability and Indemnification**

511  
512 **Section 1. Liability**

513  
514 No member of the Board, Officer, Member, Employee, or Agent of the Corporation shall be  
515 liable to any third party for any loss or damage suffered by any third party on account of any  
516 action taken or omitted to be taken by him as a director, Officer, Employee, Member, and/or  
517 Agent, if such person (a) exercised and used the same degree of care and skill as a prudent  
518 person would have exercised and used under the circumstances and in the conduct of his own  
519 affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the  
520 Corporation or upon statements made or confirmation furnished by Officers or employees of the  
521 Corporation which the person(s) had reasonable grounds to believe. The foregoing shall not be  
522 exclusive of other rights and defenses to which any director, Officer, Employee, Member, or  
523 Agent of the Corporation may be entitled by law.

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**Section 2. Indemnification**

Each Officer and Member of the Board, whether or not then in office, shall be held harmless and indemnified by the Corporation against all claims and liabilities and all expenses reasonably incurred or imposed upon him in connection with or resulting from any action, suit or proceeding, civil or criminal, or the settlement or compromise thereof, to which he may be made party by reason of any action taken or omitted to be taken by him as a Director of the Corporation, in good faith, if such person, in the opinion of a court or the Board, (a) exercised and used the same degree of care and skill as a prudent person would have exercised and used under the circumstances and in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or confirmation furnished by Officers or employees of the Corporation which he had reasonable grounds to believe.

**Article 15: Adoption and Amendment of Bylaws**

The Board shall have the power to initially adopt these Bylaws. Amendment of the Bylaws thereafter shall be accomplished as follows:

- A. Proposals for amendments shall be submitted in writing to the Board by any Member or by any member of the Board. After review of the proposal by the Board, the proposed amendment shall be submitted in writing to the Members at least two (2) weeks prior to the vote thereon.
- B. The Bylaws may only be amended by a single vote in which two-thirds of the Members vote to approve the amendment.

**Article 16: Construction and Terms**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

These Bylaws shall be construed and interpreted pursuant to the law of the State of Indiana.

**Article 17: Conflict of Interest Policy**

The Corporation and the Board shall abide by the Conflict-of-Interest Policy attached to these Bylaws and identified as Exhibit "A". The Conflict-of-Interest Policy attached to these Bylaws as Exhibit "A" is hereby adopted by the Board, and the Conflict-of-Interest Policy shall be considered part of these Bylaws.

**Article 18: Adoption of Bylaws**

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We, the undersigned, are all of the Directors of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of fifteen (15) pages (inclusive of cover), as the Bylaws of this Corporation.

Dated: \_\_\_\_\_

Signed: See signature and date on file.

579 **Attachments: Policies, Procedures and Guidelines**

580 Adopted by Board:

581

582 **G. Attachment 1: Conflict of Interest**

583

584 **Greenfield Community Choir, Inc.**

585 **Conflict of Interest Policy**

586

587 **Article I**

588 **Purpose**

589

590 The purpose of the conflict-of-interest policy is to protect the interests of the Greenfield  
591 Community Choir, Inc. (“Greenfield Community Choir”) when it is contemplating entering into a  
592 transaction or arrangement that might benefit the private interest of an officer or director of the  
593 Greenfield Community Choir or might result in a possible excess benefit transaction. This policy  
594 is intended to supplement but not replace any applicable state and federal laws governing  
595 conflict of interest applicable to the Greenfield Community Choir.

596

597 **Article II**

598 **Definitions**

599

600 **1. Interested Person**

601

602 Any director, principal officer, or member of a committee with governing board delegated  
603 powers, who has a direct or indirect financial interest, as defined below, is an interested person.

604

605 **2. Financial Interest**

606

607 A person has a financial interest if the person has, directly or indirectly, through business,  
608 investment, or family:

609

- 610 **a.** An ownership or investment interest in any entity with which the Greenfield Community  
611 Choir has a transaction or arrangement,
- 612 **b.** A compensation arrangement with the Greenfield Community Choir or with any entity or  
613 individual with which the Greenfield Community Choir has a transaction or arrangement, or
- 614 **c.** A potential ownership or investment interest in, or compensation arrangement with, any  
615 entity or individual with which the Greenfield Community Choir is negotiating a transaction or  
616 arrangement.
- 617 **d.** Compensation includes direct and indirect remuneration as well as gifts or favors that are  
618 not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III,  
619 Section 2, a person who has a financial interest may have a conflict of interest only if the  
620 appropriate governing board or committee decides that a conflict of interest exists.

621

622 **Article III**

623 **Procedures**

624

625 **1. Duty to Disclose**

626

627 In connection with any actual or possible conflict of interest, an interested person must  
628 disclose the existence of the financial interest and be given the opportunity to disclose all  
629 material facts to the directors and members of committees with governing board delegated  
630 powers considering the proposed transaction or arrangement.

631  
632 **2. Determining Whether a Conflict of Interest Exists**

633  
634 After disclosure of the financial interest and all material facts, and after any discussion with  
635 the interested person, he/she shall leave the governing board or committee meeting while  
636 the determination of a conflict of interest is discussed and voted upon. The remaining board  
637 or committee members shall decide if a conflict of interest exists.

638  
639 **3. Procedures for Addressing the Conflict of Interest**

- 640  
641 **a.** An interested person may make a presentation at the governing board or committee  
642 meeting, but after the presentation, he/she shall leave the meeting during the discussion  
643 of, and the vote on, the transaction or arrangement involving the possible conflict of  
644 interest.
- 645 **b.** The chairperson of the governing board or committee shall, if appropriate, appoint a  
646 disinterested person or committee to investigate alternatives to the proposed transaction  
647 or arrangement.
- 648 **c.** After exercising due diligence, the governing board or committee shall determine  
649 whether the Greenfield Community Choir can obtain with reasonable efforts a more  
650 advantageous transaction or arrangement from a person or entity that would not give  
651 rise to a conflict of interest.
- 652 **d.** If a more advantageous transaction or arrangement is not reasonably possible under  
653 circumstances not producing a conflict of interest, the governing board or committee  
654 shall determine by a majority vote of the disinterested directors whether the transaction  
655 or arrangement is in the Greenfield Community Choir's best interest, for its own benefit,  
656 and whether it is fair and reasonable. In conformity with the above determination, it shall  
657 make its decision as to whether to enter into the transaction or arrangement.

658  
659 **4. Violations of the Conflicts of Interest Policy**

- 660  
661 **a.** If the governing board or committee has reasonable cause to believe a member has  
662 failed to disclose actual or possible conflicts of interest, it shall inform the member of the  
663 basis for such belief and afford the member an opportunity to explain the alleged failure  
664 to disclose.
- 665 **b.** If, after hearing the member's response and after making further investigation as  
666 warranted by the circumstances, the governing board or committee determines the  
667 member has failed to disclose an actual or possible conflict of interest, it shall take  
668 appropriate disciplinary and corrective action.

669  
670 **Article IV**  
671 **Records of Proceedings**

672  
673 The minutes of the governing board and all committees with board delegated powers shall contain:  
674



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684
1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
  2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

685 **Article V**  
686 **Compensation**  
687

688 A voting member of the governing board who receives compensation, directly or indirectly, from the  
689 Greenfield Community Choir for services is precluded from voting on matters pertaining to that  
690 member's compensation.

691 A voting member of any committee whose jurisdiction includes compensation matters and who  
692 receives compensation, directly or indirectly, from the Greenfield Community Choir for services is  
693 precluded from voting on matters pertaining to that member's compensation.

694  
695  
696 No voting member of the governing board or any committee whose jurisdiction includes  
697 compensation matters and who receives compensation, directly or indirectly, from the Greenfield  
698 Community Choir, either individually or collectively, is prohibited from providing information to any  
699 committee regarding compensation.  
700

701 **Article VI**  
702 **Annual Statements**  
703

704 Each director, principal officer and member of a committee with governing board delegated powers  
705 shall annually sign a statement which affirms such person:  
706

- 707  
708  
709  
710  
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712  
713
1. Has received a copy of the conflicts of interest policy,
  2. Has read and understands the policy,
  3. Has agreed to comply with the policy, and
  4. Understands the Greenfield Community Choir is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

714 **Article VII**  
715 **Periodic Reviews**  
716

717 To ensure the Greenfield Community Choir operates in a manner consistent with charitable  
718 purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic  
719 reviews shall be conducted. The periodic reviews shall, at a minimum, include the following  
720 subjects:  
721

- 722  
723
1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

- 724           2. Whether partnerships, joint ventures, and arrangements with management Greenfield  
725           Community Choir conform to the Greenfield Community Choir's written policies, are properly  
726           recorded, reflect reasonable investment or payments for goods and services, further  
727           charitable purposes and do not result in inurement, impermissible private benefit or in an  
728           excess benefit transaction.  
729

730   **Article VIII**  
731   **Use of Outside Experts**

732  
733           When conducting the periodic reviews as provided for in Article VII, the Greenfield Community  
734           Choir may, but need not, use outside advisors. If outside experts are used, their use shall not  
735           relieve the governing board of its responsibility for ensuring periodic reviews are conducted.  
736

737           Adopted by resolution of the Greenfield Community Choir, Inc. on September 30, 2013.  
738

739 **Attachment 2: Attendance**

740  
741 **Attendance Guidelines**

- 742
- 743 1. **From: Bylaws, Adopted 13 August 2013 for incorporation of GCC, Inc.**  
744 Article 3. Section 2.C. MEMBER ATTENDANCE IS EXPECTED AT ALL REGULAR  
745 REHEARSALS, SPECIAL REHEARSALS ANNOUNCED IN ADVANCE, AND  
746 PERFORMANCES. Eligibility for participation in any given performance shall be determined  
747 by the director. Sign-in sheets are provided at each rehearsal for the attendance record.  
748 Alternatively, attendance may be taken by the section leader. Weekly rehearsals will be  
749 held on Tuesdays from August through May. Additional rehearsals may be called by the  
750 Music Director.  
751
  - 752 2. **Guidelines:**
    - 753 a. Typically, rehearsals are scheduled each Tuesday between August through June  
754 beginning at 7:00 pm through 9:00 pm. Time may be extended or shortened at the Music  
755 Director's discretion as needed. Additional rehearsals are scheduled by the Music  
756 Director as needed.
    - 757 b. Active Members (hereinafter "Members") are expected to attend each scheduled  
758 rehearsal. In order for the Music Director to make reasonable assessments of the blend  
759 and competency of the members for a scheduled performance, Members are  
760 encouraged to attend ALL scheduled rehearsals.
      - 761 1) Exceptions to the recommended attendance expectation for Active Members are  
762 made by the Music Director only.
    - 763 c. Whenever attendance at a scheduled rehearsal is not possible, it is the Member's  
764 responsibility to contact one of the following:
      - 765 1) Their Section Representative
      - 766 2) The Music Director
    - 767 d. Whenever attendance at a scheduled performance is not possible, it is the responsibility  
768 of the Member to contact the Music Director as soon as possible.
    - 769 e. The Music Director retains the right to request Member's to attend special rehearsals or  
770 to not participate in a scheduled performance based on the Member's ability to  
771 contribute to a performance.
    - 772 f. The Music Director reserves the right to request additional qualified vocalists, soloists or  
773 musicians to participate in any performance without requiring active membership in  
774 GCC, Inc.
    - 775 g. Substitute Pay. Whenever necessary, the Board will hire substitute accompanists and  
776 directors who will be paid at the same rate for rehearsals and performances as the  
777 accompanist/director for which they are substituting. Current Choir Members serving in  
778 that role will be paid for performances only. Salaries are determined by the Board as  
779 needed.

780 **Attachment 3: Wardrobe**

781  
782 **Wardrobe Guidelines**

783  
784 **1. From: Bylaws, Adopted 13 August 2013 for incorporation of GCC, Inc.**

785 Article 3. Section 2.B. Members shall care for costumes in accordance with the Wardrobe Policy  
786 as established by the Board. (See attached Wardrobe Policy).

787  
788 **2. Guidelines:**

789 a. The specific Wardrobe selected for a performance of the Greenfield Community Choir, Inc.  
790 is determined by the Music Director.

791  
792 b. It is the responsibility of the Members and any additional soloists, vocalists or musicians to  
793 comply with the Wardrobe required by the Music Director for the specific performance.

794  
795 c. It is the responsibility of each Member to provide his/her wardrobe and maintain them in a  
796 performance-ready state.

797  
798 **d. Formal (Dress) Wardrobe:**

799 **1) May be obtained from:**

800 Formal Fashions

801 1-800-528-7909

802 <http://formalfashionsinc.com>

803  
804 **2) Men:**

805 Black Tuxedo Jacket standard cut and style, Cat # 4501

806 Black Tuxedo trousers, Cat # 6502

807 White Tuxedo shirt, Cat # 2181

808 Black bow tie

809 Black cummerbund

810 Black button covers

811 Black socks and shoes

812  
813 **3) Women:**

814 Black (near) floor-length Dress, Cat # 4935AA-E SAABK

815 Black Sheer Tunic/coat, Cat # 44034 MTBK

816 Black Stockings

817 Black Shoes

818 No necklaces or large or shiny hair adornments

819 No jewelry except for small stud-type earrings

820  
821 **4) Refrain from strong fragrances**

822  
823 **e. Casual Wardrobe:**

824 **1) Other wardrobes can be worn per the Director for Concerts**

825 **2) Refrain from strong fragrances**

826

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834

- f. Other costumes: From time to time, as a performance dictates, the wardrobe may change to reflect the content of the concert. Every effort will be taken to minimize the out-of-pocket cost of wardrobes.
- g. Assistance for the purchase and maintenance of the prescribed wardrobes can be made on a case-by-case basis. Contact the Treasurer or the Music Director.

835 **Attachment 4: Music Director**

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**Director Guidelines**

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1. Be present and preside over each rehearsal of the choir. If he/she is unable to do so, he/she would be expected to arrange for a qualified replacement for the duration of his/her absence.
2. Serve as a non-voting ex-officio member of the board and attend regular Board meetings.
3. Work with the Board and the Membership to designate the dress code.
4. Submit requests to the Board for prior approval regarding additional appropriations for guest conductors, guest performers, visiting dignitaries, sound or audio equipment, budgetary limitations, utilization of stage space, equipment limitations and any other choir functions that may require board approval.
5. Extend invitation to all choir members, including inactive members, to participate in all choir practices and performances, parties and other social events of the choir.
6. Needs to be in communication with the Board to organize and plan for future events and concerts.

854 **Attachment 5: Technical and Production Policy**

855

856 **Technical and Production Guidelines**

857

858 1. Electronic and Sound Equipment

- 859 a. Only those who are given permission by the head of the committee are allowed to handle or  
860 run all electrical equipment, including but not limited to, sound system, microphones, and  
861 the piano.
- 862 b. Storage of all electrical equipment shall remain in GCC without any persons relocating said  
863 equipment without prior authorization from the committee chair.

864

865

866 **Attachment 6: Finance**

867  
868 **Finance Guidelines**

869  
870 **1. From: Bylaws, Adopted 13August 2013 for incorporation of GCC, Inc.**

871 Article 6. Section 4.C. The Treasurer, subject to the Bylaws and the direction of the Board, shall  
872 be responsible for the financial management of the Corporation.

873  
874 The Treasurer shall be responsible for receipts and disbursements of the Corporation and shall  
875 have the power to endorse checks and issue payments on behalf of the Corporation.

876  
877 The Treasurer shall present a current summary of the financial status of the Corporation at each  
878 meeting of the Board.

879  
880 In the absence of the Treasurer, the President may appoint an Assistant Treasurer to perform  
881 his/her duties temporarily until such time as the Treasurer returns or, in the case of vacancies or  
882 long-term projected absences, is replaced with a new Treasurer by the Board.

883  
884 Article 10. The Treasurer shall monitor the endowment fund and work with the Foundation in the  
885 awarding of the scholarship, per guidelines established in the endowment founding documents.

886  
887 Article 12. The Treasurer shall maintain adequate and correct records of account including all  
888 records of deposit, receipts, liabilities, assets, gains, and losses.

889  
890 **2. Guidelines:**

891  
892 a. Financial matters associated with the operations of Greenfield Community Choir, Inc. are the  
893 responsibility of the Board and the Membership.

894  
895 b. The Treasurer will provide periodic accountings to the Board and the Membership as  
896 outlined in the Bylaws of GCC, Inc.

897  
898 c. The Treasurer on behalf of GCC, Inc. will pay bills in a timely manner.

899  
900 d. All monies collected for the operations of GCC, Inc. will be collected by the Treasurer and  
901 transferred to accounts of the corporation.

902  
903 e. The expenses of the corporation shall not exceed its income.

904  
905 f. Purchases made on behalf of GCC, Inc. must be approved by the Treasurer (if less than  
906 \$300) or the Board (if greater than \$300) prior to purchase. Without prior approval of the  
907 Board, purchases may or may not be reimbursable.

908  
909 g. Assets of GCC, Inc. shall be inventoried periodically (at least once each year).

910 1) Music: Music owned by the corporation shall be inventoried at least once each year.

911 2) Music: An annual accounting of the Music inventory shall be presented to the Board at  
912 the close of the season. Any damaged or missing Music may be replaced at the  
913 recommendation of the Music Director and the Librarian upon Board approval.



- 914 3) Music: If Music is purchased by a Member for use in a performance it may be retained
- 915 by the Member or donated to the corporation.
- 916 4) Other assets:
- 917 1) Assets should be maintained in a usable condition.
- 918 2) Assets may be liquidated by the corporation with approval of the Board. Monies from the
- 919 sale of assets shall be transferred into accounts of the corporation.
- 920 3) Trailer and Risers
- 921 a) Storage and transportation of the risers are at the discretion of the committee chair.
- 922
- 923