

Bylaws

Of

Greenfield Community Choir, Inc.

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

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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. All dues are non-refundable. Dues are to be paid by the third practice of the half season (first half: after summer break, second half: after winter break). 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.

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b. Wardrobe.

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

c. Attendance.

Attendance will 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. Please see guidelines on page 18.

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.

137 **Section 5: Quorum**

138
139 A quorum is defined as two-thirds (2/3s) of the total number of Active Members present or voting
140 in absentia. A quorum is needed for the transaction of business or additional meetings of the
141 Members.
142

143
144 **Article 5: Board of Directors**

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146 **Section 1: Composition**

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148 **A. Governing Board**

149
150 The Corporation's Board of Directors (referred to as the "Board") shall be comprised of
151 Active Members with an interest in serving the Corporation and in promoting the
152 Corporation's objectives. The Board shall consist of the elected Officers and the Section
153 Representatives. The Music Director, Accompanist, Librarian and chairpersons of all
154 committees shall serve on the Board ex-officio (without a vote).
155

156 The Governing Board may meet in Executive session, without any of the non-voting Board
157 members, to address personnel matters.
158

159 **Section 2: Terms of Service**

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161 **A. Officers**

162
163 All Officers, except the Treasurer, shall be elected to serve a two-year term. The Treasurer
164 shall be elected to serve a three-year term. All officers can run for additional terms.
165

166 Should an Office be vacated, an Officer may be appointed by the Board to fill the vacancy
167 until the next scheduled meeting.
168

169 **B. Section Representatives**

170
171 Section Representatives shall serve a one-year term and are eligible for reelection by their
172 section.
173

174 **C. Term Effective Dates**

175
176 The term of any person elected to serve as a member of the Board shall begin on the 1st of
177 July following the Spring Season meeting of Members.
178

179 **Section 3: Functions**

180
181 **A. Corporate Responsibilities**

182
183 The Board is responsible for managing and overseeing the corporate affairs of the
184 Corporation and implementing such policies and programs that will enhance the goal of
185 meeting the Corporation's objectives as stated in Article 2 (and elsewhere) in the Bylaws.

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B. Specific Duties

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. A quorum of 5 of 9 members of the Board needs 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 email) on matters that arise between scheduled meetings, with or without prior

234 notice at the discretion of the Board and expressly for the conduction of business and/or
235 decisions relevant to the Members.

236
237 **Section 6: Compensation of Members of the Board**

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

244
245 **Article 6: Officers**

246
247 **Section 1: Number and Functions**

248
249 The Officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and
250 Parliamentarian.

251
252 **Section 2: Vacancies**

253
254 Vacancies in office that occur between annual meetings shall be filled in the following manner:

- 255
256 A. President: If the Presidency becomes vacant, the Vice President shall become the
257 President until the next officer election.
258
259 B. Vice President: If the Vice Presidency becomes vacant, a new Vice President shall be
260 appointed by the Board until the next officer election.
261
262 C. Other Offices: Vacancies in the offices of Secretary, Treasurer, and Parliamentarian shall be
263 filled by appointment of the Board until the next officer election.
264
265

266
267 **Section 3: Compensation of Officers**

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

274
275 **Section 4: Duties and Responsibilities**

276
277 **A. President**

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

282 these Bylaws. The President shall preside at all meetings of the Membership and of the
283 Board.

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

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

295

296 **B. Vice President**

297

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

302

303 The Vice President shall maintain a list of committees and their members.

304

305 The Vice President shall oversee various committees, such as: the social, marketing,
306 decorating, outreach, concert set-up, membership, energizing, wardrobe, and fundraising
307 committees. The Vice President shall ensure the committee tasks are completed efficiently,
308 and to ensure alignment to the organization's strategic goals.

309

310 **C. Treasurer**

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312 The Treasurer, subject to the Bylaws and the direction of the Board, shall be responsible for
313 the financial management of the Corporation.

314

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

317

318 The Treasurer shall present a current summary of the financial status of the Corporation at
319 each meeting of the Board at meetings of the membership or upon the request of the
320 membership.

321

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

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327 See Article 13: Tax Exemption Provisions

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D. Secretary

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

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

The Secretary shall maintain the roll of Members.

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

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

See Article 12: Corporate Records

E. Parliamentarian

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

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

F. Section Representatives

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

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

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

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

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

381 **Article 7: Governance**

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383 **Section 1: Robert's Rules of Order**

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

387

388 **Section 2: Removal of Officers or Members**

389

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

393

- 394 **A.** Missing three consecutive Board meetings, or the majority of Board meetings held within
395 any twelve-month period.
- 396 **B.** An Officer failing to carry out the duties specified for the Office within the Bylaws.
- 397 **C.** Any other action not otherwise specifically defined within these Bylaws but which the
398 Board determines is detrimental and/or harmful to the well-being of and/or reputation of
399 the Corporation.

400

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

403

404 **Article 8: Committees**

405

406 The Vice President and/or the Board may appoint committees as is necessary to effectively carry
407 out the mission of the Corporation. Committee chairs report to the Board and/or Vice President on
408 an as needed basis.

409

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

411

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

418

419 **Section 1: Music Director**

420

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

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428 The Music Director may audition external soloists and performers as needed for concerts.
429 Payment of the soloist and performers must be approved by the Board.

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Section 2: Accompanist

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

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

Section 4: Librarian

The Librarian shall maintain an accurate inventory, manage and maintain a digital database, and ensure distribution and collection of all music before and after performances. The Librarian shall order any new music needed.

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.

478 **Article 12: Corporate Records**

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

485

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

488

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

491

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

494 **Article 13: Tax Exemption Provisions**

495

496 **Section 1. Limitations on Activities**

497

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

503

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

508

509 **Section 2. Prohibition Against Private Enrichment**

510

511 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to,
512 its Members, members of the Board or trustees, Officers, or other private persons, except that
513 the Corporation shall be authorized and empowered to pay reasonable compensation for
514 services rendered and to make payments and distributions in furtherance of the purposes of this
515 Corporation.

516

517 **Section 3. Distribution of Assets**

518

519 Upon the dissolution of this Corporation, its assets remaining after payment, or provision for
520 payment, of all debts and liabilities of this Corporation shall be distributed for one or more
521 exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall
522 be distributed to the federal government, or to a state or local government, for a public purpose.
523 All monetary, music, equipment, or any monetary from sales of items shall be distributed to The
524 Ricks Theater. Such distribution shall be made in accordance with all applicable provisions of
525 the laws of the State of Indiana.

526

527 **Article 14: Liability and Indemnification**

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529 **Section 1. Liability**

530

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

541

542 **Section 2. Indemnification**

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

554

555

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

557

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

560

561 A. Proposals for amendments shall be submitted in writing to the Board by any Member or by any
 562 member of the Board. After review of the proposal by the Board, the proposed amendment
 563 shall be submitted in writing to the Members at least two (2) weeks prior to the vote thereon.

564

565 B. The Bylaws may only be amended by a single vote in which two-thirds of the Members vote to
 566 approve the amendment.

567

568

569 **Article 16: Construction and Terms**

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

575

576 These Bylaws shall be construed and interpreted pursuant to the law of the State of Indiana.
577

578

Article 17: Conflict of Interest Policy

579

580 The Corporation and the Board shall abide by the Conflict-of-Interest Policy attached to these
581 Bylaws and identified as Exhibit "A". The Conflict-of-Interest Policy attached to these Bylaws as
582 Exhibit "A" is hereby adopted by the Board, and the Conflict-of-Interest Policy shall be considered
583 part of these Bylaws.
584

585

Article 18: Adoption of Bylaws

586

587 We, the undersigned, are all of the Directors of this Corporation, and we consent to, and hereby do,
588 adopt the foregoing Bylaws, consisting of fifteen (15) pages (inclusive of cover), as the Bylaws of
589 this Corporation.
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Dated: August 27, 2024

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593 Signed: See signature and date on file.
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Attachments: Policies, Procedures and Guidelines

Adopted by Board:

Attachment 1: Conflict of Interest

**Greenfield Community Choir, Inc.
Conflict of Interest Policy**

**Article 1
Purpose**

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

**Article II
Definitions**

1. Interested Person

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

2. Financial Interest

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

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

**Article III
Procedures**

1. Duty to Disclose

644 In connection with any actual or possible conflict of interest, an interested person must
645 disclose the existence of the financial interest and be given the opportunity to disclose all
646 material facts to the directors and members of committees with governing board delegated
647 powers considering the proposed transaction or arrangement.
648

649 **2. Determining Whether a Conflict of Interest Exists**

650
651 After disclosure of the financial interest and all material facts, and after any discussion with
652 the interested person, he/she shall leave the governing board or committee meeting while
653 the determination of a conflict of interest is discussed and voted upon. The remaining board
654 or committee members shall decide if a conflict of interest exists.
655

656 **3. Procedures for Addressing the Conflict of Interest**

- 657
658 a. An interested person may make a presentation at the governing board or committee
659 meeting, but after the presentation, he/she shall leave the meeting during the discussion
660 of, and the vote on, the transaction or arrangement involving the possible conflict of
661 interest.
662 b. The chairperson of the governing board or committee shall, if appropriate, appoint a
663 disinterested person or committee to investigate alternatives to the proposed transaction
664 or arrangement.
665 c. After exercising due diligence, the governing board or committee shall determine
666 whether the Greenfield Community Choir can obtain with reasonable efforts a more
667 advantageous transaction or arrangement from a person or entity that would not give
668 rise to a conflict of interest.
669 d. If a more advantageous transaction or arrangement is not reasonably possible under
670 circumstances not producing a conflict of interest, the governing board or committee
671 shall determine by a majority vote of the disinterested directors whether the transaction
672 or arrangement is in the Greenfield Community Choir's best interest, for its own benefit,
673 and whether it is fair and reasonable. In conformity with the above determination, it shall
674 make its decision as to whether to enter into the transaction or arrangement.
675

676 **4. Violations of the Conflicts of Interest Policy**

- 677
678 a. If the governing board or committee has reasonable cause to believe a member has
679 failed to disclose actual or possible conflicts of interest, it shall inform the member of the
680 basis for such belief and afford the member an opportunity to explain the alleged failure
681 to disclose.
682 b. If, after hearing the member's response and after making further investigation as
683 warranted by the circumstances, the governing board or committee determines the
684 member has failed to disclose an actual or possible conflict of interest, it shall take
685 appropriate disciplinary and corrective action.
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687 **Article IV**

688 **Records of Proceedings**

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690 The minutes of the governing board and all committees with board delegated powers shall
691 contain:
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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.

704 **Article V**
705 **Compensation**

706
707 A voting member of the governing board who receives compensation, directly or indirectly, from
708 the Greenfield Community Choir for services is precluded from voting on matters pertaining to
709 that member’s compensation.

710
711 A voting member of any committee whose jurisdiction includes compensation matters and who
712 receives compensation, directly or indirectly, from the Greenfield Community Choir for services
713 is precluded from voting on matters pertaining to that member’s compensation.

714
715 No voting member of the governing board or any committee whose jurisdiction includes
716 compensation matters and who receives compensation, directly or indirectly, from the
717 Greenfield
718 Community Choir, either individually or collectively, is prohibited from providing information to
719 any committee regarding compensation.
720

721 **Article VI**
722 **Annual Statements**

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

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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.

736 **Article VII**
737 **Periodic Reviews**

738
739 To ensure the Greenfield Community Choir operates in a manner consistent with charitable
740 purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic
741 reviews shall be conducted. The periodic reviews shall, at a minimum, include the following
742 subjects:

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1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm’s length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management Greenfield Community Choir conform to the Greenfield Community Choir’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

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

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

Attachment 2: Attendance

Attendance Guidelines

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

Article 3: Section 2. C. MEMBER ATTENDANCE IS EXPECTED AT ALL REGULAR REHEARSALS, SPECIAL REHEARSALS ANNOUNCED IN ADVANCE, AND PERFORMANCES. Eligibility for participation in any given performance shall be determined by the director. Sign-in sheets are provided at each rehearsal for the attendance record. Alternatively, attendance may be taken by the section leader. Weekly rehearsals will be held on Tuesdays from August through May. Additional rehearsals may be called by the Music Director.

2. Guidelines:

- a. Typically, rehearsals are scheduled each Tuesday between August through June beginning at 7:00 pm through 9:00 pm. Time may be extended or shortened at the Music Director’s discretion as needed. Additional rehearsals are scheduled by the Music director as needed.
- b. Active Members (hereinafter “Members”) are expected to attend each scheduled rehearsal in order for the Music Director to make reasonable assessments of the blend and competency of the members for a scheduled performance.
- c. If more than two rehearsals are missed for a concert, your section representative will reach out to you. If more than three rehearsals are missed for a concert, you will be asked to sit out for that concert only.
- d. New Members who join after 3 rehearsals for a concert will by default be unable to perform in that concert only.
- e. Whenever attendance at a scheduled rehearsal is not possible, it is the Member’s responsibility to contact their Section Representative.
- f. Whenever attendance at a scheduled performance is not possible, it is the responsibility of the Member to contact their Section Representative as soon as possible.
- g. The Music Director retains the right to request Member’s to attend special rehearsals.
- h. The Board retains the right to request members to not participate in a scheduled performance based on the Members ability to contribute to a performance.

- 792 i. The Music Director reserves the right to request additional qualified vocalists, soloists, or
793 musicians to participate in any performance without requiring active membership in GCC,
794 Inc.
795 j. Substitute Pay. Whenever necessary, the Board will hire substitute accompanists and
796 directors who will be paid at the same rate for rehearsals and performances as the
797 accompanist/director for which they are substituting. Current Choir Members serving in that
798 role will be paid for performances only. Salaries are determined by the Board as needed.
799

800 **Attachment 3: Wardrobe**

801 **Wardrobe Guidelines**

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

803 Article 3. Section 2.B. Members shall care for costumes in accordance with the Wardrobe Policy
804 as established by the Board. (See attached Wardrobe Policy).
805

806 **2. Guidelines:**

807 a. The specific Wardrobe selected for a performance of the Greenfield Community Choir, Inc.
808 is determined by the Music Director/Board.
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810 b. It is the responsibility of the Members and any additional soloists, vocalists or musicians to
811 comply with the Wardrobe required by the Music Director/Board for the specific
812 performance.
813

814 c. It is the responsibility of each Member to provide his/her wardrobe and maintain it in a
815 performance-ready state.
816

817 d. Formal (Dress) Wardrobe: 1) May be obtained from:
818

819 Formal Fashions 1-800-528-7909

820 <http://formalfashionsinc.com>
821

822 **2) Men:**

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

824 Black Tuxedo trousers, Cat # 6502

825 White Tuxedo shirt, Cat # 2181

826 Black bow tie

827 Black cummerbund

828 Black button covers

829 Black socks and shoes
830

831 **3) Women:**

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

833 Black Sheer Tunic/coat, Cat # 44034MT Sparkly Overlay Tunic Jacket

834 Black Stockings

835 Black Shoes

836 No necklaces or large or shiny hair adornments

837 No jewelry except for small stud-type earrings
838

839 **4) Refrain from strong fragrances** 840 841

- 842 e. Casual Wardrobe:
- 843 1) Other wardrobes can be worn per the Music Director/Board for Concerts
- 844 2) Refrain from strong fragrances
- 845
- 846 f. Other costumes: From time to time, as a performance dictates, the wardrobe may change to
- 847 reflect the content of the concert. Every effort will be taken to minimize the out-of-pocket cost
- 848 of wardrobes.
- 849
- 850 g. Assistance for the purchase and maintenance of the prescribed wardrobes can be made on
- 851 a case-by-case basis. Contact the Treasurer or the Music Director.
- 852

Attachment 4: Music Director

Director Guidelines

- 856
- 857 1. Be present and preside over each rehearsal of the choir. If he/she is unable to do so, he/she
- 858 will be expected to arrange for a qualified replacement for the duration of his/her absence.
- 859 2. Serve as a non-voting ex-officio member of the board and attend regular Board meetings.
- 860 3. Work with the Board and the Membership to designate the dress code.
- 861 4. Submit requests to the Board for prior approval regarding additional appropriations for guest
- 862 conductors, guest performers, visiting dignitaries, sound or audio equipment, budgetary
- 863 limitations, utilization of stage space, equipment limitations and any other choir functions that
- 864 may require board approval.
- 865 5. Needs to be in communication with the Board to organize and plan for future events and
- 866 concerts.
- 867

Attachment 5: Technical and Production Policy

Technical and Production Guidelines

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- 872 1. Electronic and Sound Equipment
- 873 a. Only those who are given permission by the head of the committee are allowed to handle or
- 874 run all electrical equipment, including but not limited to, sound system, microphones, and the
- 875 piano.
- 876 b. Storage of all electrical equipment shall remain in GCC without any persons relocating said
- 877 equipment without prior authorization from the committee chair.
- 878

Attachment 6: Finance

Finance Guidelines

- 882
- 883 1. **From: Bylaws, Adopted 13August 2013 for incorporation of GCC, Inc.**
- 884 Article 6. Section 4.C. The Treasurer, subject to the Bylaws and the direction of the Board, shall
- 885 be responsible for the financial management of the Corporation.
- 886

887 The Treasurer shall be responsible for receipts and disbursements of the Corporation and shall

888 have the power to endorse checks and issue payments on behalf of the Corporation.

889

890 The Treasurer shall present a current summary of the financial status of the Corporation at each
891 meeting of the Board.

892
893 In the absence of the Treasurer, the President may appoint an Assistant Treasurer to perform
894 his/her duties temporarily until such time as the Treasurer returns or, in the case of vacancies or
895 long-term projected absences, is replaced with a new Treasurer by the Board.

896
897 Article 12. The Treasurer shall maintain adequate and correct records of account including all
898 records of deposit, receipts, liabilities, assets, gains, and losses.

899
900 **2. Guidelines:**

- 901
- 902 a. Financial matters associated with the operations of Greenfield Community Choir, Inc. are the
903 responsibility of the Board and the Membership.
 - 904
 - 905 b. The Treasurer will provide periodic accountings to the Board and the Membership as
906 outlined in the Bylaws of GCC, Inc.
 - 907
 - 908 c. The Treasurer on behalf of GCC, Inc. will pay bills in a timely manner.
 - 909
 - 910 d. All monies collected for the operations of GCC, Inc. will be collected by the Treasurer and
911 transferred to accounts of the corporation.
 - 912
 - 913 e. The expenses of the corporation shall not exceed its income.
 - 914
 - 915 f. Purchases made on behalf of GCC, Inc. must be approved by the Treasurer (if less than
916 \$300) or the Board (if greater than \$300) prior to purchase. Without prior approval of the
917 Board, purchases may or may not be reimbursable.