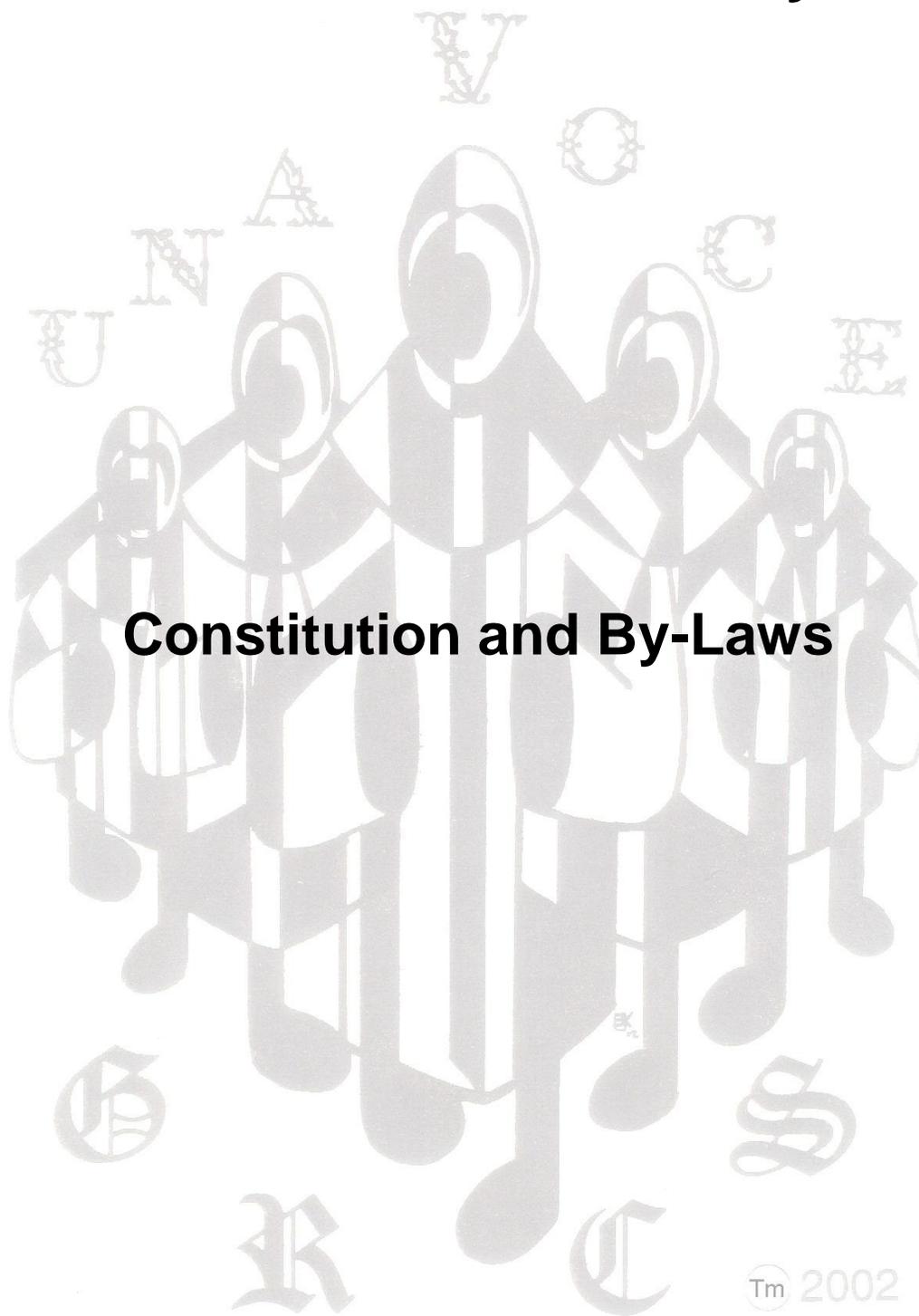


Great Rivers Choral Society, Inc.



Constitution and By-Laws

(As amended July 19, 2007)

TM 2002

CONSTITUTION

Article 1

(Passed 10-11-01 as Articles of Incorporation)

NAME

Section A: This Society shall be known as Great Rivers Choral Society, Inc. (Hereafter referred to as the Society).

PURPOSE

Section B: The purpose of Great Rivers Choral Society, Inc. is to promote, encourage and foster the educational and cultural enrichment of its members and residents of communities located in Southwestern Illinois and Missouri near the conjunctions of the Mississippi, Missouri and Illinois Rivers through study and performance of choral music by:

- 1) Establishing an adult mixed chorus that will strive to grow continually in ability and excellence.
- 2) Creating a learning atmosphere conducive to the skill development of its members by utilizing a music repertoire diverse in style.
- 3) Promoting and cultivating a community interest in, and appreciation of, choral music through performances.
- 4) In the future, demonstrating concern for cultural enrichment within the community by various means, such as, but not limited to, the implementation of youth-focused educational opportunities such as choral experience and in-school programs, and talent-based vocal music scholarships.

DURATION

Section C: The duration of Great Rivers Choral Society, Inc. shall be perpetual.

REMUNERATION

Section D: No part of the net earnings of Great Rivers Choral Society, Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

DISPOSITION OF PROPERTY UPON LIQUIDATION

Section E: Any property held by Great Rivers Choral Society, Inc. shall, upon the dissolution or other termination of Great Rivers Choral Society, Inc. be paid over to such organization(s) as may be selected by the Executive Committee and approved by a simple majority vote of those members of the Board of Directors present, or voting by proxy. Any organization(s) to which such property, or other assets, is transferred shall be an exempt organization, in manner and purpose similar to Great Rivers Choral Society, Inc. within the meaning of those terms as used in Section 501 (c) (3) of the United States Internal Revenue Code, or any provision of law enacted in substitution therefor.

POLITICAL ACTIVITY

Section F: No part of the activities of Great Rivers Choral Society, Inc. shall be the carrying on of propaganda or otherwise attempting to influence legislation and Great Rivers Choral Society, Inc. shall not participate or intervene in (including the publishing of statements) any political campaign on behalf of any candidate for public office.

PROHIBITED ACTIVITIES

Section G: Except as provided in these articles, Great Rivers Choral Society, Inc. shall not carry on any other activities not permitted to be carried on a) by a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code, or by the corresponding section of any future federal tax code, or b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code or notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

NONDISCRIMINATION

Section H: The members, officers, directors, committee members, and all persons served by Great Rivers Choral Society, Inc. shall be selected entirely on a nondiscriminatory basis with respect to age, gender, race, religion, disability, and national origin.

ARTICLE 2

MEMBERSHIP

Section A: Membership in the Society shall consist of Members of the Chorus, a Board of Directors, and Volunteers.

CHORUS

Section B: The Chorus shall consist of Members of the Chorus and the Music Director.

CHORUS MEMBERS

Section : All Members of the Chorus shall pass an audition by the Music Director.

MUSIC DIRECTOR

Section D: The Music Director shall be retained by the Board of Directors with the terms and conditions agreed upon by said Director and the Board.

VOLUNTEERS

Section E: Volunteers shall consist of those persons who are not Members of the Chorus or the Board of Directors, but who work toward the furtherance of the Society's goals, and support its activities as needed.

SIZE

Section F: The size of the Chorus shall be limited to a maximum of sixty (60) members.

MOTTO

Section G: The motto of the Society is "Una Voce", one voice.

FINANCIAL RESPONSIBILITY

Section H: The Board of Directors shall maintain a system of financial safeguards to insure proper use of Society funds.

ARTICLE 3

BOARD OF DIRECTORS

Section A: A Board of Directors shall govern the Society. The Music Director shall be a non-voting, ex-officio Member of the Board.

The maximum number of voting Members of the Board shall be twenty-one (21).

The Members of the Board must be at least twenty-one (21) years of age at the time of assuming office and shall be elected to a two-year term of office by the seated Members of the Board. One half of the Board shall be elected one year with the other half being elected the following year.

Election of Board Members shall be held at the regular meeting during the second month prior to the beginning of the fiscal year. Election to the Board shall be by simple majority of current voting Members of the Board present at the time of the election.

The term of office shall commence with the beginning of the fiscal year.

The Board shall consist of no more than fifteen (15) and no fewer than five (5) Members of the Chorus with the remaining members being drawn from area civic, business, professional, music, and cultural leaders, and other interested citizens.

EXECUTIVE OFFICERS

Section B: The Executive Officers shall consist of the President, Vice-President, Secretary, and Treasurer. This will constitute the Executive Board and the order of succession.

CONSULTANTS

Section C: The Board shall maintain both legal and accounting consultants. The Board shall enlist the services of other consultants as needed and agreed to by majority vote of the Board. Consultants shall be non-voting, ex-officio Members of the Board.

ELECTION OF EXECUTIVE OFFICERS

Section D: The Board of Directors shall elect annually the President, Vice-President, Secretary, and Treasurer from the membership of the Board.

The term of office shall coincide with the fiscal year.

Election of Executive Officers shall be held at the regular meeting in the first month prior to the beginning of the fiscal year.

COMMITTEES

Section E: The Board of Directors shall have the authority to establish committees to conduct the business of the Society.

MEETINGS

Section F: The Board shall hold monthly meetings, at time and place designated by the Board, with notice thereof to be sent to each Board Member prior to the meetings by the President. The notice shall contain an agenda of what is to be discussed at the Board Meeting and be mailed out seven (7) days in advance to each Board Member.

QUORUM

Section G: A quorum shall consist of one-third (1/3) or four (4) voting members of the Board p, whichever is greater.

ARTICLE 4

DUTIES OF OFFICERS

Section A: PRESIDENT: The President shall preside at all meetings. The President shall generate an agenda to be (or sent by electronic mail) to the Board Members at least one week prior to each monthly meeting. He/shall enforce the observance of the Constitution and By-Laws and cast the deciding vote in case of a tie.

In the absence of the Treasurer, the President is authorized to sign checks and other financial documents of the Society, subject to the majority approval of the Board. The said majority is of those in attendance at that meeting.

Upon expiration of the President's term of office, or removal from office, the President shall turn over any and all materials belonging to the Society. Those materials shall be turned over in a timely manner to officers to be designated by the Board.

Section B: VICE-PRESIDENT: The Vice-President shall assume and perform all duties of the President in the President's absence and shall perform any other duties assigned by the President with the majority vote by the Board of Directors. The said majority is of those in attendance at that meeting.

Section C: SECRETARY: The Secretary shall keep a record of the proceedings of all the meetings of the Board of Directors. He/she shall notify all Board Members of the minutes of the monthly meetings, at least one (1) week prior to the meeting and by reading said minutes at the Board meeting.

The Secretary shall maintain a list of the Board Members and Officers.

The Secretary shall issue an annual report and perform all other duties of the office. Upon the expiration of his/her term of office, the Secretary shall turn over to his/her successor all records and other properties of the Society then in his/her possession.

Section D: TREASURER: The Treasurer shall keep a true and accurate accounting of all funds belonging to the Society. The Treasurer shall issue detailed periodic financial statements and compile and issue an Annual Budget. He/she shall perform other financial duties as assigned by the President with a majority vote by the Board of Directors, and shall be authorized to sign checks and other financial documents of the Society. In the absence of the Treasurer at any Board meeting, two other Board Members authorized to sign checks and financial documents shall sign such checks as approved by the Board. Upon expiration of the Treasurer's term of office, he/she shall turn over to his/her successor all records and properties of the Society then in his/her possession.

ARTICLE 5

AMENDMENTS TO THE CONSTITUTION

Section A: All proposed amendments to the Constitution shall be presented in writing at a meeting of the Board of Directors. A copy of all proposed amendments shall be provided to all Members of the Board, both those present and those not present. The proposed amendments shall be read at three (3) successive meetings of the Board.

A special meeting, called for the purpose of considering the proposed amendments, shall be held no sooner than thirty (30) calendar days from the date of the meeting at which the amendments were proposed. All Members of the Board of Directors shall be notified of the date of the meeting.

At that meeting, after discussion, the Board of Directors shall vote on each proposed amendment by secret ballot. Each proposed amendment, receiving at least a two-thirds (2/3) majority of the vote of the Members of the Board who are present, shall be ratified, and the Constitution shall be amended, thereby.

ARTICLE 6

SUSPENSION OF THE CONSTITUTION

A: At times of extreme emergency, the Board of Directors may suspend the Constitution, with the exception of Article 1, with a four-fifths (4/5) majority of Members present.

END OF CONSTITUTION

BY-LAWS

ARTICLE 1

COMMITTEES

Section A: The President shall appoint committee Directors from the membership of the Board, subject to approval by simple majority of the Board Members present at that meeting.

ARTICLE 2

NOMINEES TO THE BOARD

Section A: Persons wishing to be considered to serve on the Board of Directors may be nominated by current Board Members, Members of the Chorus, or citizens of the community. Persons may also nominate themselves.

Nominations to the Board of Directors shall be made at the regular meeting one month prior to the election of the Members of the Board of Directors.

Section B: Nominations for Executive Office shall be made at the regular Board Meeting one month prior to the election of Executive Officers.

ARTICLE 3

PRESIDENTIAL APPOINTMENTS

Section A: Should a vacancy occur on the Board of Directors, the President shall appoint a person to complete the unexpired term. That appointment shall be subject to approval by a simple majority approval by the Board.

Section B: The President shall appoint any special agents and/or presidential assistants subject to approval by a simple majority vote of the Board of Directors.

ARTICLE 4

RESPONSIBILITIES OF THE BOARD

Section A: All officers and Members of the Board shall fulfill the duties of their particular positions to the best of their abilities.

REMOVAL OF MEMBERS OF THE BOARD

Section B: Any Member of the Board of the Society may be removed from the Board for conduct unbecoming his/her position, or for inattention to the duties of that position.

Any and all such complaints and specifications shall be filed with the Secretary in writing over the signature of the party initiating the complaint. The Secretary shall forward a copy of all complaints and specifications to the Member of the Board against whom the complaint is made and shall similarly notify the other Members of the Board. This shall occur within five (5) calendar days of receiving said complaint.

The Board Member so accused shall be required to reply to the complaint in writing to the Secretary within ten (10) calendar days. Failure of the Board Member to reply within the stated time frame shall constitute forfeiture of the decision.

The position of the accused Board member shall be declared vacant and shall be filled in accordance with Article 3, Section A, of the By-Laws of the Society.

An accused Board Member pleading innocent to the complaint may present his/her case to the Board of Directors at a hearing called for that purpose. The Secretary shall notify all parties to the complaint as to the date, time, and place of the hearing.

At the hearing, the person bringing the complaint may present evidence and witnesses. The Board Member against whom the complaint is made may also present evidence and witnesses.

A decision by the Board shall be rendered within fourteen (14) calendar days of the hearing. The accused shall be notified of the decision. If the complaint is upheld, all responsibilities of the accused shall be suspended pending the outcome of any appeal.

RIGHT OF APPEAL

Section C: If the accused is dissatisfied with the decision rendered by the Board, he/she may exercise the right to appeal the decision in writing. The Secretary must receive the appeal within five (5) calendar days. The Secretary shall notify the President of the accused Board Member's request for an appeal. The Board of Directors shall appoint a special Board of Appeals following receipt of the accused's request for an appeal. The Board of Directors shall schedule a hearing at which the accused may present evidence and witnesses. The decision of this Special Board of Appeals shall be rendered within thirty (30)

calendar days of that hearing and shall be final. If the complaint is overturned, the Member shall be reinstated to his/her former responsibilities.

ARTICLE 5

DUTIES AND RIGHTS OF MEMBERS OF THE CHORUS

Section A: It shall be the duty of each Chorus Member to be in attendance at all practice sessions. If unable to attend, the member shall notify the Music Director as soon as possible, giving the reason for non-attendance.

Section B: It shall be the duty of each Chorus Member to learn the music in a timely manner and to obey the rules as set down by the Music Director.

Section C: It shall be the duty of each Chorus Member to perform and represent the Society in a professional manner at all times.

ARTICLE 6

AMENDMENTS TO THE BY-LAWS

Section A: All proposed amendments to the By-Laws shall be presented in writing at a meeting of the Board of Directors. A copy of all proposed amendments shall be given to all Members of the Board, both those present and those not present. The proposed amendments shall be read at three (3) successive meetings of the Board.

A special meeting, called for the purpose of considering the proposed amendments, shall be held no sooner than thirty (30) calendar days from the date of the meeting at which the amendments were proposed. All Members of the Board of Directors shall be notified of the date of the meeting.

At that meeting, the Board of Directors shall vote by secret ballot, after discussing the merits of the proposed amendment(s). Each proposed amendment receiving at least a two-thirds (2/3) majority vote of the Members of the Board of Directors present is ratified and the By-Laws are amended thereby.

ARTICLE 7

RULES AND SPECIAL MEETINGS OF THE BOARD

Section A: All meetings shall be conducted according to Robert's Rules of Order (Revised) with this exception: the Board may elect to modify selected procedures for expediency.

Section B: The Board of Directors shall make such rules for their own conduct and/or governance as do not conflict with the General Rule of the Society, and may hold meetings as deemed necessary. Special Meetings of the Board may be called by the President or the Vice-President, and, in circumstances requiring it, the Secretary shall have the power to convene a special meeting.

ARTICLE 8

OFFICIAL NOTIFICATION

Section A: The Society will use e-mail for official notification. If a Board Member does not have e-mail, another appropriate delivery method will be used.

ARTICLE 9

DISSOLUTION

Section A: The Society shall not, at any time, be dissolved without obtaining the vote or written consent of three-fourths (3/4) of the then seated Members of the Board.

END OF BY-LAWS