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**Pueblo Choral Society, Inc.**

P.O. Box 3780, Pueblo, CO 81005  
719-544-4455

**PUEBLO CHORAL SOCIETY, INC.**

**BYLAWS**

**As Adopted On:**

June 16, 1986

**Amended On:**

September 12, 1988

January 6, 1997

June 7, 2004

January 30, 2006

June 4, 2012

May 20, 2013

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## PUEBLO CHORAL SOCIETY, INC., BYLAWS

As adopted on June 16 1986 and Amended on September 12, 1988; January 6, 1997; June 7; 2004, January 30, 2006 and June 4, 2012.

### **ARTICLE I**

#### ORGANIZATIONAL NAME

**SECTION 1** The name of the organization shall be the Pueblo Choral society, Inc., hereinafter called the Society. The Society, having been certified by the Secretary of State of Colorado as a non-profit corporation under the laws of the State of Colorado, and its officers and members shall be subject to all provisions, administrative, and legal requirements of the applicable statutes, the Articles of Incorporation, and the Bylaws. The period of duration is perpetual.

### **ARTICLE II**

#### PURPOSE

The purposes of the Society will be:

**SECTION 1** The purpose or purposes for which the corporation is organized are exclusively charitable and educational within the meaning of Section 501(C)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, and which purposes include:

- A. To support development and operation of the Society.
- B. To perform choral music.
- C. To support and promote choral music, musical activities, and any other such activities that contribute to the betterments of the quality of cultural life.
- D. To facilitate the general well-being of the Society through membership meetings and social activities
- E. To generate the resources required to support Society programs from development activities (such as solicitations, fund raising, grants, etc.) and to administer such funds and resources as may be received.
- F. To cooperate with other agencies, organizations and groups in Pueblo County, and Colorado, that are dedicated to choral music and the positive

development of our community in regards to choral and other music development and education.

**SECTION 2** No part of the net earnings of the corporation will inure to the benefit of or be distributable to the directors, officers, members or employees of the corporation, or other private persons, except that the corporation will be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Section 1 hereof. No substantial part of the activities of the corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and political action. The corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of the ARTICLES, the corporation will 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 the corresponding section of any further 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.

**SECTION 3** In the event that revenue from all sources in any fiscal year produces a surplus over operating expenses of every character, in excess of the sum reasonably estimated to be necessary to meet the deficit which is forecast for the ensuing two fiscal years, such surplus will be put in an endowment or restricted fund, provided that in so doing, the prohibition against excess accumulation in Section 501(c)(3) of the United State Internal revenue Code as not enacted or as may hereafter be amended is not violated.

**SECTION 4** Upon the dissolution of the corporation the Board of Directors will, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as will at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, as the Board of Directors will determine. Any such assets

not so disposed of will be disposed of by the District Court of Pueblo County, Colorado, exclusively for such purposes or to such organization or organization as said Court will determine which are organized and operated exclusively for such purposes.

## **ARTICLE III**

### **MEMBERSHIP**

Membership in the Society shall consist of participating and supporting members. The definitions and qualifications of each classification shall be as follows:

#### **SECTION 1** Participating Members:

- A. Individuals who intend to sing with Pueblo Choral Society, Inc., and attend the organizational meetings will be accepted as participating members upon annual payment of dues. Any individual may become a participating member upon approval of the Artistic director or appointed representative following a vocal audition.
- B. Participating members are entitled to all due benefits of membership including the right to vote.
- C. Participating members are expected to attend and participate in rehearsals, performances, membership meetings, special meetings, fund raising events, and any activities for the furtherance, promotion, and support of the Society.
- D. Participating members will provide for themselves the required uniforms, concert wear, and/or costumes and music as decided upon by the Society in order to participate in performances, and tours.

#### **SECTION 2** Supporting Members

- A. Any individual or organization contributing financial, material, or in-kind services to the Society may become a supporting member of the Society.
- B. Supporting members will be entitled to all benefits of membership except voting privileges.

### **SECTION3** Cessation of Membership

- A. Any member may resign from the Society upon written notice submitted to the Board of Directors.
- B. Participating members will automatically be dropped from membership after four successive absences in which the Artistic director or appointed representative has not been notified.
- C. A choral singer may request a leave of absence at any time but must pay any assessed annual dues. Anyone not paying such dues will be considered to have resigned and in order to return must re-audition and pay the same initial fees as new members.

## **ARTICLE IV**

### OFFICERS

Officers of the Society will consist of elected officers and appointed officers.

#### **SECTION 1** Elected officers

- A. Elected officers will consist of a President, President-Elect; Vice President of Finance; Secretary and Treasurer. Term of office will be concurrent with fiscal year or until their successors are elected.
- B. Elected officers will be elected from participating members.
- C. Elected officers' terms will be for one (1) fiscal year.
- D. The offices of President, President-Elect, Vice President of Finance, and Secretary may be held for two (2) successive terms. A period of one (1) year must elapse before a member can be re-elected to the same office after serving for two (2) consecutive terms. The office of Treasurer may be held for a maximum of five (5) successive terms. A period of one (1) year must elapse before a member can be re-elected to the office of Treasurer after serving for five (5) consecutive terms.

#### **SECTION 2** Appointed officers

- A. The President of the Society will appoint a Librarian and Historian from the participating members. Appointed officers will serve one (1) year terms, but may be reappointed for unlimited successive terms.

- B. The President of the Society, with input from the Board of Directors, may appoint a Community Representative, who is not a participating or supporting member of the Society. The Community Representative will serve a one (1) year term, but may be reappointed for unlimited successive terms.

### **SECTION 3 Officers' Job Descriptions**

#### **A. Elected Officers**

1. President – As senior administrative officer of the society, the President will provide general and specific direction for the overall management of the Society's activities. Namely:
  - a. Preside at all meetings of the officers, Board of Directors and Membership;
  - b. Appoint the Librarian, Historian and Committee Chairpersons from participating members;
  - c. Appoint committee members from the participating and supporting members, have general supervision of the affairs of the Society;
  - d. see that all orders and resolutions of the society are put into effect act as the society's representative in the community and as liaison with other appropriate organization;
  - e. perform other duties as may from time to time be necessary for the success of the Society's purposes.
2. The President is an ex-officio member of all committees except for the Nominating committee with the right to vote on all such committees only in the event of a tie.
3. The President will make all committee chairperson appointments and any other designated appointments prior to the first meeting of the new Board of Directors.

#### **B. President-Elect**

1. The President-Elect will:
  - a. provide direct assistance to the President;
  - b. preside at meetings and perform other presidential functions in the absence of or upon direction of the President;

- c. serve as the liaison between the Society and guest performing artists;
  - d. coordinate the printing of all Society publications and literature, such as tickets, promotional materials, and concert programs;
  - e. perform other such duties as directed by the President.
2. Should the office of President become vacant during the fiscal year, the President-elect will become President for the remainder of the term.

C. Vice President of Finance

1. The Vice President of Finance will be the chairperson of the Finance Committee.
2. The Vice President of Finance will preside at meetings and perform other presidential functions in the absence of the President and the President-Elect.

D. Secretary

1. The Secretary will:
  - a. record the minutes of all meetings of the Board of Directors and all other Society meetings;
  - b. advise the presiding officer regarding quorum requirements;
  - c. record the official count for all actions wherein a vote is required;
  - d. prepare and distribute meeting agendas;
  - e. prepare correspondence as required;
  - f. maintain the official files of the Society.
2. The Secretary will work with the Treasurer on maintaining office supplies.
3. The Secretary will perform such other duties related to this office as may be required from time to time.

E. Treasurer

1. The Treasurer will:



- a. establish and maintain the Society's financial and accounting records;
- b. prepare financial reports as required for the preparation of applicable federal, state, and local tax reports;
- c. establish and maintain records of any membership dues and fee payments;
- d. keep an account of all monies received and expended for the use of the Society.

F. Appointed Officers

1. Librarian

- a. The Librarian will maintain a file and/or collection of the Society's musical scores, catalog the music collection, assure adequate procurement of musical scores, and will issue and collect music as appropriate.
- b. The Librarian may keep attendance records in conjunction with the issuance of music.

2. Historian

- a. The Historian will maintain current and accurate membership rosters of both participating and supporting members as well as past roster.
- b. The Historian will maintain a collection of published media release copy, performance programs, photos of clippings about the Society's activities, posters, advertising campaigns, etc. and will maintain such collected documents and information in files, notebooks, or other appropriate record keeping devices as necessary.

2. Community Representative

- a. The Community Representative will outreach into Pueblo and surrounding communities in order to assist the Society in building a good relationship with other community entities.

- b. The Community Representative will be a community liaison to provide the Society with feedback from the Pueblo community at large.
- c. The Community Representative will assist the President and other elected officers as needed.

**SECTION 4** Vacancies -- The President-elect shall fill the remaining term of the President if the President's office is vacated. The then vacant office of President-elect will be filled through appointment by the new President with the approval of the board of Directors. Any other officer vacancies will be filled by Presidential appointment with approval of the Board of Directors. Vacancies will be filled within thirty (30) days.

**SECTION 5** Removal From Office -- Any officer may be removed from office by a majority vote of the participating members voting at any membership meeting upon the recommendation of the Board of Directors following appropriate measures.

## **ARTICLE V**

### BOARD OF DIRECTORS

**SECTION 1** The Board of Directors of the Pueblo Choral Society, Inc. shall consist of the elected officers, Community Representative, immediate past-President and the Chairpersons of the following standing committees: Finance (namely, the Vice President), Membership, Artistic, Public Relations, Hospitality, and Operations.

**SECTION 2** The Board of Directors will be responsible for the setting up and carrying out of such activities as are necessary in the function of the Society. The Board may consider items as are set out in the Policy of the Membership as directed in the annual budget, personnel matters, and items brought before it by the membership at any membership meeting.

**SECTION 3** The board of Directors will approve all contractual agreements.

**SECTION 4** The Board of Directors will approve the annual budget.

**SECTION 5** No paid employee of the Society will be eligible for the Board of Directors, and no Director or officer will receive compensation for his or her service as a Director.

## **ARTICLE VI**

### **MEETINGS**

**SECTION 1** Annual Meeting of the Membership -- The annual meeting of the Society will be held the First Monday in June of each year, unless otherwise designated by the Board of Directors, at which time officers will be elected for the following fiscal year, and an annual report from the President will be presented to the Membership. If the meeting date is changed, participating members must be notified at least seven (7) days before the meeting by written notice.

**SECTION 2** Quarterly Meetings of the Membership -- Quarterly meetings of the participating members will be held on the following days unless a change of meeting is deemed necessary by the Board of Directors: the second rehearsal session in September, the first rehearsal session January, and the second rehearsal session in March. Participating members must be notified at least seven (7) days before the first quarterly meeting by written notice.

**SECTION 3** Special Meetings of the Membership -- Special meetings may be held at the call of the President or by the Secretary upon the written request of five participating members. No special meeting will be held unless participating members are notified at least seven (7) days before the special meeting by written notice or by telephone call stating the specific agenda as directed by the President. In cases of telephone notification, records of the special meeting must show that the meeting was convened by telephone communication and shall include the names of members who are not contacted.

**SECTION 4** Rehearsals - Regular, scheduled, rehearsals, special rehearsals and dress rehearsals will be held throughout each concert season and attendance by Membership is required. Specific rehearsal information will be addressed in the Society's Standing Rules.

**SECTION 5** Voting at Meetings

A. Each participating member will have one vote.

- B. Voting will be by secret ballot when considering:
  - i. Election of Officers
    - a. However, when a single uncontested candidate has been nominated for an office, the election for this office may be held by acclamation.
  - ii. Any other question upon motion and majority approval of voting
- C. Voting will be in person, at the official meetings, as related in ARTICLE VI, SECTIONS 1, 2, and 3. Proxy voting will not be allowed.

**SECTION 6** Membership Meeting Attendance -- All annual, quarterly, and special meetings will be open to the membership at large.

**SECTION 7** Meeting of the Board of Directors -- Meetings of the Board of Directors will be scheduled as necessary by the President to facilitate the business of the Society, if three (3) days' notice has been given to all Board members. Meetings will be open to the membership at large except during Executive Session. The President will have the authority to request the presence of the Artistic Director at any such Meeting.

## **ARTICLE VII**

### DUES AND FEES

**SECTION 1** Dues -- Appropriate membership dues will be set at the discretion of the Society's Board of Directors and collected annually from each Society Member. Such dues must be reviewed by the Society's Board of Directors, on a bi-annual basis, in order to maintain an appropriate dues schedule. Members will be promptly notified of any changes in the dues schedule at either a quarterly or annual meeting of the membership.

**SECTION 2** Special Levies -- Special levies may be recommended by the Board of Directors and will be applicable to all participating members after membership approval.

## **ARTICLE VIII**

### COMMITTEES

**SECTION 1** Standing committees will fall into two (2) categories as follows:

- A. Committees whose chairpersons will be members of the Board of Directors are Finance, Membership, Artistic, Public Relations, Hospitality, and Operations.
- B. Committees without membership on the Board of Directors are the Auditing Committee and Nominating Committee.

**SECTION 2** Appointments -- The President will appoint Standing Committee chairpersons and committee members, except for the Nominating Committee, with input from the elected officers. Appointments will be presented at the first quarterly meeting of the Fiscal Year.

- A. The President may appoint Ad Hoc committees as needed.
- B. Committee chairpersons may be selected only from participating members.
- C. Committee members may be selected from both participating and supporting members, with the exception of the Nominating Committee, which will have only participating members.

**SECTION 3** Standing Committee Descriptions

A. Finance Committee

1. The Finance Committee will consist of five (5) members:
  - a. The Vice President of Finance as Chairperson,
  - b. The Treasurer, and
  - c. Three (3) members as appointed by the President
2. The purpose of the Finance Committee will be to oversee the Society's finances and fundraising, including grant proposals, to assure adequate income.
3. This committee will see that all monies received will be deposited into an operating account from which funds for the operation of the Society will be withdrawn, supported by vouchers or statements of disbursements. Disbursements from the operating account will be by check signed by two elected officers; one of whom will be the Treasurer or the Treasurer's desinee.
4. The Society's records will be subject to annual audit.

5. The committee will make a recommendation to the Board of Directors as to a suitable banking facility.

#### B. Membership Committee

1. The Membership Committee will consist of the chairperson and four (4) members.
2. The committee will be responsible for the recruitment of members of the Society. These duties will include:
  - a. Running ads for auditions;
  - b. Advertising visitation nights;
  - c. Coordinating auditions and vocal reviews;
  - d. Introducing new members to the Society;
  - e. Coordinating the “buddy system” in which a new member is assigned an active Participating Member to be his or her “buddy”;
  - f. Creating and distributing a membership packet of the Bylaws, Standing Rules, Concert Dress Requirements and Membership List to the new members.
3. The committee will be responsible for the retention of members of the Society. These duties will include:
  - a. Maintaining the Membership List of active members and members on leave;
  - b. Keeping attendance records;
  - c. Enforcing attendance rules as specified by the Standing Rules;
  - d. Notifying members, via email, of pending loss of membership;
  - e. Presenting written requests for leaves of absence to the Board of Directors;
  - f. Processing written suffestation and grievances by members of the society.

#### C. Artistic Committee

1. The Artistic Committee will consist of a Chairperson and eight (8) members.
2. This committee will be responsible for search and screen efforts for and Artistic Director

3. The committee will make recommendations to the Artistic Director, through its Chairperson, for music programming, performance schedules, and procurement of an accompanist and musicians as needed. The Artistic Director will submit recommendations back to the Artistic Committee for approval, and the committee will in turn submit its proposals to the Board of Directors for its final approval.
4. The Artistic Committee will recommend dress codes to be approved by the membership

D. Public Relations Committee

1. The Public Relations Committee will consist of the Chairperson and four (4) members.
2. This committee will be responsible for the following:
  - a. Media releases;
  - b. All publicity for meetings and events;
  - c. Promoting the Society's positive public image.

E. Operations Committee

1. The Operations Committee will consist of the Chairperson and four (4) members.
2. The committee will be responsible for the following:
  - a. Contractual agreements of the Society, including the review of Incoming contracts and the negotiation and writing of contracts under the direction of the President. Finalization of contracts will be subject to approval of the Board of Directors;
  - b. Locating, securing, and maintaining rehearsal facilities, concert venues, meeting facilities, and production equipment necessary for the attainment of the Society's purposes;
  - c. Designating an Access Coordinator who will collect and maintain information about Section 504 of the Rehabilitation Act of 1973 and the Americans with Disabilities Act, administer an access plan that allows accessibility by persons with disabilities to activities and facilities of the Society, work with all parts of the Society affected by the regulations, clarify Staff and Board responsibilities to implement the access plan and maintain an access plan that is approved by Very Special Arts Colorado;
  - d. The distribution of mass mailings;

- e. The distribution of concert tickets and sales of concert tickets and Society Merchandise;
- f. Assigning a backstage coordinator for concert performances;
- g. Making recommendations on bylaw changes, interpretation of bylaws, managerial procedures, parliamentary procedures and establishment of standing rules for the function of the Society and attainment of the Society's purposes as approved by the membership.

F. Hospitality Committee

- 1. The Hospitality Committee will consist of the Chairperson and four (4) members
- 2. The Committee will be responsible for the following:
  - a. Providing name tags at rehearsals;
  - b. Sending appropriate correspondence to members or their immediate families in case of illness or death;
  - c. Coordinating the annual dinner and other Chorale social activities;
  - d. Handling catering arrangements and leftovers for concert receptions and news conferences;
  - e. Coordinating housing as necessary for visiting choral performing groups and musical ensembles;
  - f. Providing refreshments at rehearsals.

G. Auditing Committee

- 1. The Auditing Committee will consist of the Chairperson and two (2) members
- 2. This committee will audit the books yearly between the Annual Meeting and the first Quarterly Meeting.

**SECTION 4** Nominating Committee

- A. The Nominating Committee will consist of a Chairperson and **up to** four (4) participating members.
- B. The Committee will be elected from the participating members at the third Quarterly Meeting.
- C. This committee will conduct the election of officers.



## **ARTICLE IX**

### **ARTISTIC DIRECTOR**

The Board of Directors will engage an Artistic Director, who will carry out musical and program policies as may be determined by the Board of Directors, in accordance with the purposes of the Society.

## **ARTICLE X**

### **ACCOMPANIST**

The Board of Directors will engage an accompanist who will attend rehearsals and performances of the Society as required by the Artistic Director. The duties of the accompanist are to be detailed in a contractual agreement with the Society.

## **ARTICLE XI**

### **ASSISTANT ARTISTIC DIRECTOR**

The Board of Directors, upon the recommendation of the Artistic Director, will appoint a participating member to serve as the assistant Artistic Director. The duties of the assistant Artistic Director will include conducting rehearsals and concert performances in the absence of the Artistic Director, assist the Artistic Director in the rehearsal seating arrangement, assist the Artistic Director with other assigned duties, attend the Artistic Committee meetings as a nonvoting member, and assist the Artistic Committee in the search for a new Artistic Director in the event of a vacancy. The membership dues of the assistant Artistic Director will be waived.

## **ARTICLE XII**

### **ARTISTIC PERSONNEL**

The Board of Directors will engage artistic personnel as necessary for rehearsals and performances of the Society. The duties of such artistic personnel are to be detailed in a contractual agreement with the Society.

## **ARTICLE XII**

### **MEMBERSHIP / FISCAL YEAR**

**SECTION 1** The fiscal year will commence on the first day of July each year and will end on the thirtieth day of June of the following year.

**SECTION 2** The membership year will be concurrent with the fiscal year which will commence on the first day of July of each year and will end on the thirtieth day of June of the following year.

## **ARTICLE XIV**

### **QUORUMS**

**SECTION 1** Membership Meetings -- Annual, Quarterly and Special

- A. A quorum will consist of the majority of participating member of record.
- B. To take official action on the subjects listed below, a two-thirds (2/3) affirmative vote of the participating members voting will be required:
  - 1. To amend the Articles of Incorporation;
  - 2. To amend the bylaws;
  - 3. To assign dues, fees, and/or other monetary obligation to the Membership.
- C. A majority vote of the participating members present and voting at any officially convened meeting will be sufficient to act upon any Society matter, which is properly brought before the meeting, except as otherwise provided in ARTICLE XV, SECTION 1, paragraph B.

**SECTION 2** Board of Directors Meetings

A quorum will consist of six (6) members of the Board of Directors for any official enactment of Board Business.

## **ARTICLE XV**

### **INDEMNIFICATION**

The Society may 'hold harmless' the Board of Directors, and provide indemnification to the Directors and officers (Model Act 8.52) to the full extent allowed by law.

## **ARTICLE XVI**

### **DISCRIMINATION, EQUAL EMPLOYMENT OPPORTUNITY AND NONDISCRIMINATION**

In accordance with federal and state law, the Society is an equal opportunity employer and does not discriminate against any employee or volunteer based upon race, color, creed, religion, gender, age, national origin, political belief, sexual orientation, disability, veteran status, and marital status.

This policy also applies to selection or hiring of Board members, officers, employees and volunteers, internal promotions, training, opportunities for advancement, terminations, relationships with outside vendors and customers, use of contractors and consultants and in dealing with the general public and those we serve.

In compliance with the Americans with Disabilities Act, the Society will make reasonable accommodations for qualified individuals with know disabilities unless doing so would result in an undue hardship to the Society. We encourage both prospective and current employees and volunteer to discuss potential accommodations with management.

## **ARTICLE XVII**

### **AMENDMENTS**

These bylaws may be amended at any annual or quarterly meeting of the Society but no amendment will be in order at any meeting unless not less than thirty (30) and not more that sixty (60) days previous notice of the nature of the proposed amendment will have been distributed to all participating members.

**CERTIFICATION**

I, \_\_\_\_\_, Secretary of the Pueblo Choral Society, Inc., hereby certify that the foregoing Bylaws, consisting of 20 pages, including this page, constitute the Bylaws of the Pueblo Choral Society, Inc., adopted by the Board of Directors of the Pueblo Choral Society, Inc., as of \_\_\_\_\_.

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Secretary  
Pueblo Choral Society, Inc.

Date: \_\_\_\_\_