

BYLAWS
ST. JOSEPH YOUTH CHORALE
A NONPROFIT CORPORATION
Adopted – JUNE 30, 2012.
Amended- August 12, 2014

Article 1 GENERAL ORGANIZATION

1.01 Name

The name of this non-profit corporation shall be “St. Joseph Youth Chorale”, hereinafter referred to as “SJYC”.

1.02 Purposes

SJYC is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purpose of SJYC is to promote, serve, and cause the performance of choral music in the community by educating (the instruction and training of singers for the purpose of improving and developing their capabilities), introducing, and informing the community and its youth concerning the value and expression of choral music. SJYC may acquire by purchase, lease, or otherwise, any and all real and personal property necessary and incidental to the fulfillment of the foregoing purposes, raise money, and accept gifts of money or property, and to do any and all other acts permitted under the provisions of the General Nonprofit Corporation Law of Missouri and section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, and not for any excluded purposes.

No part of the net earnings of SJYC shall be to the benefit of, or be distributable to its Members, trustees, officers, or other private persons, except that SJYC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No part of the activities of SJYC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and SJYC shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, SJYC 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 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.

Article 2 MEMBERSHIP

2.01 Classes of Membership

There shall be only one class of membership, Voting Members, hereinafter referred to as “Members”.

2.02 Dues

Members are those persons, including business entities and other associations, who contribute \$25 or more to SJYC during the current fiscal year. However, the Advisory Board may solicit and recognize varying levels of membership accorded by varying levels of contributions to SJYC.

2.03 Voting

Each member shall have one vote on each matter submitted for a vote at any membership meeting. The vote of a business entity or other association shall be cast by a duly authorized representative. If a contribution of \$50.00 or more is made by a husband and wife, they shall each be entitled to a vote.

2.04 Membership Meetings

There shall be at least one meeting each year of the membership of the SJYC which shall be called the Annual Membership Meeting. The Annual Membership Meeting shall be held prior to the first rehearsal of the fiscal year at a time and place to be determined by the Advisory Board.

2.05 Quorum

A quorum for the transaction of business at a membership meeting shall consist of ten percent (10%) of the Members of SJYC.

2.06 Notice of Meetings

Any meetings of the membership of SJYC, including the Annual Membership Meeting, must be preceded by at least a five day notice to the Members.

Article 3 ADVISORY BOARD

3.01 Number, Qualifications, Election, and Responsibilities

SJYC shall have an Advisory Board of not less than seven (7) or more than eleven (11) members.

An Advisory Board member must be a Member of SJYC and have obtained the age of majority, pursuant to Missouri law. No paid employee of SJYC shall be eligible for election to the Advisory Board, and no Advisory Board Member shall receive compensation for his/her services as an Advisory Board Member.

The Advisory Board Members shall be elected by the Members. Election of the Advisory Board Members may be by mail, email, at the Annual Membership Meeting, or at a special meeting. Prior to the election of the Advisory Board Members, a Nominating Committee of the Advisory Board shall submit nominations for all vacancies. Notice of said nominations shall be given together with notice of the time and/or place and manner of voting whether by mail, email, or in person at a scheduled meeting.

The Advisory Board shall have and exercise all the usual powers of Board Members of a nonprofit corporation for the governance and direction of the affairs of SJYC. They shall establish all rules, regulations, and policies deemed necessary and proper for the governance of SJYC, the orderly conduct of SJYC affairs, the management of SJYC property in a manner not inconsistent with the Articles of Incorporation, these Bylaws, and the laws of the State of Missouri. They may exercise all powers not expressly given to the Advisory Board.

3.02 Terms

Advisory Board Members shall serve for a term of three years. At the conclusion of the term, they may be nominated and elected to an additional term.

3.03 Meetings

The Advisory Board shall meet immediately following the Annual Membership Meeting for the purpose of electing officers for the ensuing year. Thereafter, they shall meet once per quarter and at such other times as the Advisory Board or the Board President may direct. At all meetings, business shall be transacted by a majority of Advisory Board Members present and any action taken shall be deemed to be the action of the full Advisory Board. At such meetings, voting cannot be by proxy.

3.04 Notice of Meetings

At least five days written notice shall be given of the time and place of Advisory Board meetings.

3.05 Quorum of the Advisory Board

A quorum for the transaction of business by the Advisory Board shall consist of one-third of the whole Board.

3.06 Advisory Council

There shall be an Advisory Council consisting of all former Presidents of SJYC. Advisory Council members may attend meetings of the Board, but shall not have voting privileges.

3.07 Removal of Advisory Board Members

The Advisory Board shall declare the place of any Advisory Board Member vacant if said Board Member is absent more than three consecutive regularly scheduled meetings of the Board, unless excused for good cause as determined by the Advisory Board. An Advisory Board Member may be removed by a vote of two-thirds of the Board for misconduct affecting SJYC, or if it should reasonably appear that the Member is unable or unwilling to actively participate in the meetings of the Advisory Board.

3.08 Vacancies

A vacancy in any office caused by death, resignation, removal, or any other cause, may be filled by the Advisory Board for the unexpired term.

3.09 Tie Votes

In the event of a tie vote by the Advisory Board, the President shall cast the tie-breaking vote.

Article 4 EXECUTIVE OFFICERS

4.01 Executive Officers and Others

Executive Officers of SJYC shall be the President and the Secretary. The President and Secretary must be members of the Advisory Board.

The Advisory Board shall have the power to appoint and dismiss such subordinate officers and independent contractors as may be necessary, in their judgment, for the conduct of the business of SJYC and designate their titles and compensation, if any, with the direction from the Artistic Director of SJYC.

4.02 Election, Term, and Limitation of Terms

The President and the Secretary shall be elected by a majority of the Advisory Board and shall hold office for a period of one year or at the pleasure of the Advisory Board until their successors are elected and shall qualify. The President and Secretary may be reelected yearly, but may not serve more than four terms.

4.03 Vacancies

Any vacancy in office during a term shall be filled by the Advisory Board at the next meeting.

4.04 Duties and General Powers of the President

The President shall preside over the Annual Membership Meeting, conduct quarterly board meetings, and be, or appoint, a representative for any endowment fund organization such as Allied Arts.

4.05 Duties of the Secretary

The Secretary shall keep the minutes of the meetings of the Members and the Advisory Board, including attendance. The Secretary shall also keep a record of voting on compensation arrangements and the information and source used to determine the amount. The Secretary shall also cause other duties to be performed.

Article 5 COMMITTEES

5.01 Nominating Committee

A Nominating Committee shall be elected by the Advisory Board. The members of the Nominating Board shall be Advisory Board Members. The Nominating Committee shall select and nominate at least one person for each Board and Executive Officer vacancy.

5.02 Other Committees

The Advisory Board may elect and the President may appoint such other standing or special committees as may be required to assist or advise the Advisory Board in the conduct of SJYC business. Such committee members are not required to be Advisory Board Members.

Article 6 CONTRACTS, LOANS, CHECKS, AND DEPOSITS

6.01 Contracts

The Advisory Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of SJYC, and such authority shall be general or confined to specific instances.

6.02 Loans

No loans shall be contracted on behalf of SJYC and no evidence of indebtedness shall be issued in the name of SJYC unless authorized by a resolution of the Advisory Board. Such authority may be general or confined to specific instances.

6.03 Checks and Drafts

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of SJYC shall be signed by such officer or officers, agent or agents of SJYC in such manner as shall, from time to time, be determined by resolution of the Advisory Board Members.

6.04 Deposits

All funds of SJYC not otherwise employed, shall be deposited from time to time to the credit of SJYC in such banks, trust companies, or other depositories as the Advisory Board Members may select.

6.05 Records

The Bookkeeper shall keep a proper record of all monies received for SJYC from all sources, and keep proper vouchers/documentation indicating the amount and nature of all expenditures/payments made from the monies of SJYC in its name.

6.06 Audits of Financial Fitness

Financial records/transactions shall be subject to a compilation by an independent accountant which is limited to presenting financial statements in a standard, readable format.

6.07 Purchase of Educational Materials and Supplies

The Artistic Director/Bookkeeper is given the power to approve discretionary spending for music literature and educational supplies totaling up to \$500 per choir per semester. Amounts above \$500 will require board approval.

Article 7 REPORTS

7.01 Bookkeeper's Report

The Bookkeeper shall make a financial report to the Advisory Board at each board meeting. A yearly update will be provided to the Membership at the Annual Membership Meeting.

7.02 President's Report

The President shall present an annual report to the Advisory Board and the Members reviewing the season end and making such forecasts for the next season as may be appropriate at the Annual Membership Meeting. The report will include the goal, what was accomplished, and the vision for the upcoming year.

Article 8 DESIGNATED BOARD MEMBERS

8.01 Executive Board Members

The Artistic Director shall serve as general manager and consultant to SJYC and is responsible for the day-to-day administration of SJYC subject to the general direction and control of the Advisory Board.

8.02 Music Board Member

The Advisory Board shall engage Music Board Members who, serving as the choral directors and instructors for SJYC choirs, shall create and produce concerts and other performances. As experts in their field, the Music Board Members are empowered with artistic control of all educational and programming decisions regarding each individual choir, and collaborate on the direction of the SJYC program as a whole. These artistic directors serve to advise and inform the Advisory Board on all matters concerning the choirs and choir membership.

Article 9 RESTRICTED FUNDS

9.01 Restricted Receipts

In the event funds are received for restricted purposes with the requirement that principal shall remain intact, the Advisory Board shall provide for the designation of a corporate trustee, with or without one or more Board Members as co-trustees. Upon the execution of a Trust Indenture by officers of the corporate trustee, duly authorized to act, such funds shall be transferred to the corporate trustee.

9.02 Surplus Funds

In the event that all revenues in any season produce funds in excess of all operating expenses and the estimated financial needs of SJYC forecast for the ensuing two seasons, such surplus may be added to SJYC restricted funds provided, however, that such additions shall not violate the requirements of section 501(c)(3) of the United States Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 10 MISCELLANEOUS

10.01 Fiscal Year

The fiscal year of SJYC shall begin the first day of August and end the last day of July of the following calendar year.

10.02 Notice

Notice as used in these Bylaws is defined as actual notice, or notice mailed or emailed to the last known physical or email address of the addressee. Mailed or emailed notices shall be effective the date of mailing.

10.03 Amendments

The Bylaws of SJYC may be amended or repealed and new Bylaws may be adopted at a meeting of the Advisory Board by a vote of two-thirds of the Members present, or at a Members Meeting by a simple majority of the Members present. There must be a 30 day notice setting forth the terms of the proposed amendment or repeal of the Bylaws.

10.04 Termination

Upon the dissolution of SJYC, assets shall be distributed within the meaning of section 501(c)(3) of the United States Internal Revenue Code as follows:

- 1) Cash funds, office supplies, and other assets, excluding the octavo music library, will be donated to the Allied Arts Council of St. Joseph, Missouri.
- 2) All contents of the octavo music library will be donated to the St. Joseph School District, St. Joseph, Missouri.