

**BYLAWS**  
**CASCADE CHORALE ASSOCIATION**  
**Amended 12-3-09**

ARTICLE 1

Name of the Corporation

The name of this corporation is CASCADE CHORALE ASSOCIATION, also doing business as the CASCADE CHORALE or other name(s) as approved by the Board of Directors.

ARTICLE 2

Offices of the Corporation

The principal office of this corporation shall be located at Bend, County of Deschutes, State of Oregon. The corporation may have such other offices, either within or without the State of Oregon, as the Board of Directors may determine from time to time.

ARTICLE 3

Objectives and Purposes

The primary objectives and purposes of this corporation shall be:

- To provide a framework for governance and promotion of the operations of the Cascade Chorale as a choral performance group.
- To bring outstanding choral performances to the public.
- To provide Cascade Chorale members with the opportunity for personal musical growth.
- To promote and encourage excellence in fine arts performance.

ARTICLE 4

Members and Supporters

There shall be no general membership of the corporation. Participants in the Cascade Chorale musical program, as well as donors, volunteers and other supporters of the Cascade Chorale may be called "members" or other similar designation, but such designation shall neither imply nor convey any authority or role in the governance of the corporation.

ARTICLE 5

Board of Directors and Officers

Section 5.1. Powers and duties of the Board of Directors. The affairs of the corporation shall be managed by the Board of Directors. The Directors shall set policy

and aid in fund raising. The Directors shall be responsible for the employment, termination of employment and setting of compensation for paid staff. The Board of Directors shall nominate and elect Directors and Officers.

Section 5.2. Membership of the Board of Directors. The Board of Directors shall consist of not less than 5 and not more than 11 members. All active members of the Board in good standing will be voting members. The Music Director of the Cascade Chorale shall be an *ex-officio* voting member of the Board.

Section 5.3. Officers. The Officers of the corporation shall be a President, Vice President, Secretary, and Treasurer.

Section 5.4. Terms and term limits of Directors. The Board of Directors shall elect Directors for three (3) year terms. To the greatest degree possible, Directors shall be elected to staggered terms so that approximately 1/3 of the terms are finished and elected each year. In order to accomplish this, the initial Board of Directors of the corporation may be elected to one, two, or three year terms to create the staggered terms. No Director may serve for more than three (3) consecutive terms or nine (9) consecutive years, whichever comes first, except for the Music Director, who may serve without limitation as long as he or she serves as Music Director of the Cascade Chorale. After a minimum interim period of one year, Directors having previously reached this term limit may be elected to the board for a new cycle. Vacancies of unfinished terms created by resignation, death, or removal of a director may be filled through election at any meeting as provided herein. Directors elected to unfinished terms shall serve out the remainder of that term.

Section 5.5. Terms of Officers. The Officers shall serve for two-year terms. They may succeed themselves without limitation, except as limited by the term limits for Directors. Service as an Officer shall not extend the term limit as a Director.

Section 5.6. Elections. Officers and Directors shall be elected by the Board of Directors at the Annual Meeting of the corporation, which shall take place during the second term of each academic year on a date set by the Board of Directors. Directors and Officers shall assume their duties upon election or at a subsequent time as set by the Board of Directors.

Section 5.7 Meetings. The Board of Directors shall meet at least once each term of the academic year and otherwise as necessary. Notice shall be given for meetings by the President, Secretary, or the Music Director to each Director at least seven (7) days prior to the meeting, except when additional notice is required as provided herein for an amendment to the Bylaws of the corporation. A meeting may be requested by any three (3) Directors. Upon receipt of such a request, the President, Secretary, or Music Director shall publish notice of the requested meeting within five (5) business days of the receipt of the request. Electronic notification shall be deemed appropriate as legal notification of all meetings of the Board of Directors, including the Annual Meeting.

Section 5.8. Quorum and voting. A quorum shall consist of a majority of the Board of Directors then serving. A quorum shall be required to conduct business of the Chorale at meetings of the Board of Directors. At any meeting of the Directors, every voting Director present in person at such meeting shall be entitled to one vote and, except as otherwise provided by law or by these Bylaws, the act of the majority of the Directors present in person at any meeting at which a quorum is present shall be the act of the Directors. Voting may additionally be conducted by e-mail or conference call. Proxy voting is not permitted.

Section 5.9. Compensation. Directors shall not receive any salary for their services, except for the Music Director, who may be compensated. However, nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation therefore.

Section 5.10. Honorary and emeritus directors. The Board of Directors may, from time to time, elect one or more honorary or emeritus directors of this corporation as advisory members of the Board of Directors, for such term and based on such criteria as the Board of Directors establishes. Any honorary or emeritus directors shall be non-voting directors of this corporation.

## ARTICLE 6

### Music Director and Business Manager

Section 6.1. Music Director. The Music Director shall make all decisions pertaining to musical personnel, music selection, preparation and performances. The Music Director shall be responsible for concert and rehearsal scheduling and will conduct all rehearsals and performances under ordinary circumstances. The Music Director may designate or employ other individuals to assist in carrying out the musical and performance goals of the Chorale.

Section 6.2. Business Manager and other employees. The Board of Directors may employ a part-time or full-time Business Manager or other employees who shall oversee the affairs of the Cascade Chorale such as bookings, publicity, ticket sales, photography, recording, fundraising, grant writing and such other duties as may be required by the Board of Directors. The Business Manager or other employees shall be responsible to and report directly to the President. The Business Manager or other employees may in addition serve as a Director and Officer if duly elected to the Board of Directors and as an Officer of the corporation.

## ARTICLE 7

### Duties of the Officers

Section 7.1. President. The President shall preside over the meetings of the Board of Directors, and perform such other duties as may be assigned by the Board of Directors. The authority of the President shall include the powers to function in

accordance with and subject to the provisions of the Articles of Incorporation and these Bylaws.

Section 7.2. Vice President. The Vice President shall perform the duties of the President in case of the absence or disability of the President. In that case the execution of any instrument by the Vice President on behalf of this corporation shall have the same force and effect as if it were executed on behalf of this corporation by the President.

Section 7.3. Secretary. The Secretary shall provide for the keeping of accurate minutes of all meetings and shall be responsible for the custody of the records, documents and papers of this corporation. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she, or other designee of the Board, shall act as parliamentarian of the Board of Directors and shall serve on the Nominating Committee.

Section 7.4. Treasurer. The Treasurer shall provide for the maintenance of accurate financial records and safeguard the assets of the corporation. He or she shall present regular reports of the corporation's financial transactions and status to the Board of Directors and shall serve on the Finance Committee.

## ARTICLE 8

### Committees

Section 8.1. Committees. The Board of Directors shall name standing committees and the chairs and members of each committee. The Board of Directors may adopt charters outlining the responsibilities and authorities of each committee. All members of a committee need not be Directors, but in each case the chair of the committee and at least one other member of each committee must be a Director. The standing committees will be:

Nominating Committee shall nominate candidates for Directors and officers, carry out and oversee elections of officers and directors, and oversee other board development functions. The Secretary shall be a member of the Nominating Committee.

Finance Committee shall prepare regular financial statements and the annual budget of the corporation. The Finance Committee shall conduct regular audits of the finances of the corporation. The Treasurer shall be a member of the Finance Committee.

Music and Program Committee shall work with the Music Director to enhance the musical and artistic purposes of the Chorale. The chair of the Committee shall be the Music Director.

Fundraising Committee shall be responsible for engaging the entire Board of Directors and the Members in raising funds to support the music and performance programs of the Chorale.

Section 8.2. Temporary Committees. The Board of Directors may create temporary committees to work on special needs and issues. In such cases, the Board of

Directors may adopt specific goals and timetables for such temporary committees to carry out and complete their work.

## ARTICLE 9

### Additional Provisions

Section 9.1. Fiscal year. Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on July 1<sup>st</sup> of each year and end on the succeeding June 30th.

Section 9.2. Corporate seal. This corporation shall have no seal.

Section 9.3. Amendments. Any amendment, modification, or suspension of these Bylaws or any provision hereof must be approved by a two-thirds (2/3) majority of the total number of Directors currently serving. No proposal to amend, modify, or suspend these Bylaws may be voted on in the same meeting at which such action is proposed. Fifteen (15) day notification is required prior to any meeting of the Board of Directors where any such proposed amendment, modification, or suspension of these Bylaws or any provision hereof is to be voted on. The proposed action must be provided in writing to every member of the Board of Directors fifteen (15) days prior to the meeting at which it is to be voted on.

Section 9.4. Authority to borrow or encumber assets. No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

Section 9.5. Execution of instruments. All deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation shall be signed on behalf of this corporation by the President, or the Vice President, or by such other person or persons as may be designated from time to time by the Board of Directors.

Section 9.6. Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

Section 9.7. Indemnification. To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as: (a) a director, officer, employee or member of a committee of this corporation or, (b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of this corporation, is or was serving the other organization or employee benefit plan at the request of this corporation or whose duties as a director, officer or employee of this corporation involve or involved such service to the other organization or employee benefit plan, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

Section 9.8. Books of record. The corporation shall keep at its registered office correct and complete copies of:

- (a) its Articles of Incorporation and Bylaws;
- (b) accounting records; and
- (c) minutes of meetings of the Board of Directors and of committees having any of the authority of the Board of Directors.

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These Bylaws adopted by the Board of Directors of this corporation on January 20, 2009.

Amended December 3, 2009.

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President