

**BYLAWS  
OF  
COLUMBIA CHOIRS ASSOCIATION**

**ARTICLE I Name and Character**

- 1.1Name – The name of this corporation is the COLUMBIA CHOIRS ASSOCIATION, dba Columbia Choirs of Metropolitan Seattle (hereinafter “CCA”).
- 1.2Corporate Status – CCA is a nonprofit corporation incorporated and maintained under and pursuant to the laws of the State of Washington, having been organized in January 1985, by civic-minded citizens of Washington.

**ARTICLE II Objects and Purposes**

- 2.1Objects – It is the object of CCA to encourage, sponsor, aid, and promote choral music education, artistry, and culture in the State of Washington for the pleasure and cultural benefit of its participants and the public generally.
- 2.2Additional Powers. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the organization.
- 2.3Dissolution or Termination. In the event of dissolution or termination of CCA, the property and assets of CCA shall be distributed, according to a majority vote of the Board of Trustees, to organizations and corporations which qualify as exempt from income tax under Section 501(c)(3) of the United States Internal Revenue Code of 1954; or organizations and corporations to which contributions are deductible under Section 170(c)(1) of said code, as such sections may be amended.

**ARTICLE III Tenure**

The organization shall have perpetual existence.

## **ARTICLE IV Membership and Voting**

4.1 CCA shall have no capital stock but shall have members in the following categories, contingent upon satisfaction of the requirements of membership set by the Board of Trustees:

4.1.1 Parents. Each parent or guardian of any youth enrolled in a choral group supported by CCA shall be eligible to be a member of CCA.

4.1.2 Board of Trustees. Each person elected or appointed to the Board of Trustees or as an officer of CCA shall automatically be a member of CCA, provided that, if the Officer or Trustee is a choir member who terminates membership in the choir, or the Officer or Trustee's child(ren) terminate(s) membership in the choir, the Officer or Trustee must apply pursuant to Section 4.1.5.

4.1.3 Adult Choir Members. Each adult (18 years of age or older) enrolled in a choral group supported by CCA shall be a member of CCA.

4.1.4 Youth Members. Each child or youth (under age 18) enrolled in a choral group supported by CCA shall be a member of CCA.

4.1.5 Other members. All other persons shall file an application with the Board of Trustees. Such applications shall be duly considered and approved or disapproved by majority vote of the Board of Trustees. On approval of the application by the Board of Trustees and satisfaction of the requirement of membership set by the Board of Trustees, the applicant shall become a member. Any applicant who has been disapproved by the Board of Trustees shall have the privilege of review by the membership at large, according to such procedure as shall be fixed by the Board of Trustees.

4.2 Voting Rights. Each CCA member as per Section 4.1 eighteen years of age or older shall be entitled to one vote on each matter raised at any Membership Meeting. Voting by the membership by proxy shall be allowed. The proxy must be in writing in a form approved by the Board of Trustees.

4.3 Termination of Membership.

4.3.1 The Board of Trustees, by the affirmative vote of 2/3rds of the Board of Trustees, may suspend or expel for cause after an appropriate hearing before the Board of Trustees.

4.3.2 The Board of Trustees may, by majority vote of those Trustees present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

4.3.3 The membership of parents or guardians of children or youth ceasing to participate in a choir supported by CCA shall be terminated upon the termination of the child's or

youth's participation in the choir, provided that the terminated parents may forthwith file for membership with the Board of Trustees.

4.3.4 The membership of adult singers ceasing to participate in a choir supported by CCA shall be terminated upon the termination of participation in the choir, provided that the terminated member may forthwith file for membership with the Board of Trustees.

4.4 Resignation. Any members may resign by filing a written notice of resignation with the secretary of the corporation.

4.5 Transfer of Membership. Membership in CCA shall be nontransferable, nor may it be assigned or delegated to another.

## **ARTICLE V Membership Meetings**

### **5.1 Annual Meetings**

5.1.1 An Annual Meeting of the members shall be held no earlier than April and no later than June, at a time and place designated by the President of the Board of Trustees.

5.1.2 Notice of the time and place of such annual meeting shall be e-mailed, mailed, or delivered to each member at least twenty (20) days in advance of said meeting.

5.1.3 The principal purpose of the Annual Meeting shall be the election of Trustees other than the Artistic Director, Administrative Assistant and or General Manager who are to take office at the next regularly scheduled board meeting of the new fiscal year.

5.1.4 The Annual Meeting shall act by majority vote of voting members or their proxies present on any matter duly put before the meeting. Alternatively, if fewer than 20% of the voting members of the CCA cast votes at the Annual Meeting, within one week after the Annual Meeting, a ballot shall be e-mailed to those members who did not cast their votes at the Annual Meeting. No ballot can be disclosed until a quorum is reached. If enough of the e-mails with clear votes are returned within two (2) weeks to add up to at least 20% of the membership when combined with the votes at the meeting; any proposal that clearly has more affirmative than negative votes shall be considered binding, any alternative that clearly has more votes than any other(s) in its category shall be considered binding, and any candidate that clearly has more votes than any other(s) in its category shall be deemed elected.

5.1.5 Twenty percent (20%) of the voting members of the CCA shall constitute a quorum at the Annual Meeting, at a Special Meeting, or by e-mail.

5.1.6 An annual report to the membership by the prior year's President of the Board of Trustees and by the Artistic Director shall be made at the Annual Meeting, to discuss the reports and plans for the coming year.

## 5.2 Election Procedures

- 5.2.1 The Nominating Committee shall ask for nominations for Officers of the Board of Trustees from the Membership at least twenty-one (21) days before the Annual Meeting.
- 5.2.2 The name and a brief description of each Candidate it nominates for election to the Board of Trustees shall be submitted to the Board of Trustees for approval no later than seven (7) days before the Annual Meeting. The Nominating Committee may, but need not, nominate more candidates than the number of positions to be filled.
- 5.2.3 The Secretary shall send to each CCA member, no later than five (5) days before the Meeting, the material supplied by the Nominating Committee.
- 5.2.4 Nominations from the floor shall be accepted.
- 5.2.5 The Membership shall elect Officers of the Board of Trustees from the Candidates so nominated. The method of election shall be determined by the Board of Trustees prior to the Meeting. Candidates receiving the largest numbers of votes in accordance with the method so selected shall be elected.

## 5.3 Special Meetings

- 5.3.1 Upon agreement at a meeting of the Board of Trustees and duly recorded in the minutes, or upon written request to the Secretary by five (5) members of the Board of Trustees or by twenty percent (20%) of CCA members, the Secretary shall call a Special Meeting to act upon any matter authorized by the Articles of Incorporation, including the Amendment of these Bylaws, providing that the request must designate the proposed action with reasonable particularity.
- 5.3.2 The date of such a Special Meeting shall be set by the Board of Trustees or the President but shall not be sooner than twenty (20) days after the Secretary has been requested to act pursuant to Section 5.3.1. The Secretary shall notify all CCA members of the meeting, and of the action proposed by those requesting the meeting, at least ten (10) days before the date so set.
- 5.3.3 Provided a quorum has been attained, the Special Meeting shall act by majority vote of voting members present on any matter duly put before the meeting. Alternatively, if fewer than 20% of the voting members of the CCA cast votes at the Special Meeting, within one week after the Special Meeting, a ballot shall be e-mailed to those members who did not cast their votes at the Special Meeting. If enough of the e-mails with clear votes are returned within two (2) weeks to add up to at least 20% of the membership when combined with the votes at the meeting; any proposal that clearly has more affirmative than negative votes shall be considered binding, any alternative that clearly has more votes than any other(s) in its category shall

considered binding, and any candidate that clearly has more votes than any other(s) in its category shall be deemed elected.

5.3.4 Any decision of the Board of Trustees may be overturned by vote of two-thirds (2/3) of the members present at an Annual Meeting or Special Meeting called in accordance with Section 5.3; provided, however, that a quorum, which for the purposes of this Section 5.3.4, only, shall be 50% of the members entitled to a vote, is present, is represented by proxy, or has returned, within two weeks of the date it was sent, an e-mailed ballot with the vote clearly shown.

## **ARTICLE VI Board of Trustees**

6.1 General Powers. The affairs of CCA shall be managed by the Board of Trustees.

6.2 Composition and Tenure. Only members of CCA who are residents of the State of Washington are eligible for the position of Trustee.

6.2.1 The Board of Trustees shall be composed of all Officers elected by the Membership at an Annual Meeting or other General Membership Meeting (or their replacements as determined in 6.2.4). Voting rights on the Board of Trustees are limited to these Officers. There will be a minimum of nine (9) elected Officers. Elected Officers of the Board of Trustees are: President, Vice-President, Secretary, Treasurer, Executive Trustee At Large (5-9)

6.2.2 One person may hold two or more Offices, except those of President and Secretary. The positions of President and Secretary may not be vacant. Each Officer shall hold office from the first Board meeting of the new fiscal year until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

6.2.3 One ex officio nonvoting member of the Board of Trustees shall be a representative, referred to herein as "Artistic Director" which contractually provides musical services to CCA.

6.2.4 If an Administrative Assistant or General Manager is under contract with CCA, he or she shall be an ex officio nonvoting member of the Board of Trustees.

6.3 Resignations from the Board of Trustees shall be made in writing. Absence of any member of the Board of Trustees from three (3) successive meetings without prior notice to the President, the Vice President, or the Secretary shall automatically constitute the resignation of such Trustee from the Board of Trustees. Any member of the Board of Trustees may be removed, for cause, by unanimous vote by the other Trustees of the Board or by two-thirds (2/3) vote of the membership at a Special Meeting called in accordance with the provisions of Section 5.3.

6.4 Any vacancy occurring in the Board of Trustees and any trusteeship to be filled by reason of any increase in the number of Trustees shall be filled by the majority vote of the Board of Trustees. At least five days' notice of the vacancy and proposed election to fill such vacancy shall be given to all Trustees. A Trustee appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

6.5 Trustees as such shall not receive any salaries for their services. No Trustee, except the Artistic Director and the Administrative Assistant or General Manager, may receive compensation for serving CCA in any capacity.

## 6.6 Duties of Officers.

### 6.6.1 President

6.6.1.1 The President shall be the chief executive officer of CCA. It shall be the duty of the President to preside at members' meetings and at all meetings of the Board of Trustees.

6.6.1.2 The President shall make and sign all contracts and agreements in the name of this association which are authorized by the Board of Trustees unless other resolutions are made by the Board of Trustees per section 8.2.

6.6.1.3 The President may sign notes, drafts or bills of exchange, acceptances, and other instruments, for the payment of money as per section 8.3.

6.6.1.4 He or she shall submit a report of the operations of this association for each year, due prior to the Annual Meeting

6.6.1.5 From time to time he or she shall report to the Trustees on matters within his or her knowledge which the interest of this association may require to be brought to their notice.

6.6.1.6 In general, he or she shall perform all the duties incident to his or her office.

6.6.2 Vice President – In the absence or disability of the President, the Vice President shall perform all the duties of the President.

### 6.6.3 Secretary

6.6.3.1 The Secretary shall keep minutes of all meetings of the Board of Trustees. The minutes shall be available for inspection or downloading by any CCA member by appointment during regular business hours, and the current fiscal years' minutes shall be available at regularly scheduled Board meetings.

6.6.3.3 The Secretary shall give, or cause to be given, notice of all the meetings of the Members and of the Board of Trustees required by the Bylaws or by law to be given.

6.6.3.4 The Secretary shall keep in the Legal Documents Binder and on the 365 file share, copies or originals of all important organizational documents, including, but not limited to: Articles of Incorporation, Business Licenses, Letter of Determination, and the Bylaws, and shall update them with any amendments passed by vote of the membership. The Secretary shall provide updates in a timely manner to any Administrative Assistant or General Manager retained by the CCA. The Secretary should provide an electronic copy of the Bylaws to any member who wants them and ensure they are made available on the CCA website.

6.6.3.5 The Secretary may sign notes, drafts or bills of exchange, acceptances, and other instruments, for the payment of money as per section 8.3.

#### 6.6.4 Treasurer

6.6.4.1 The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of CCA. The books of accounts shall at all reasonable times be open to inspection by any Trustee or member.

6.6.4.2 The Treasurer may sign notes, drafts or bills of exchange, acceptances, and other instruments, for the payment of money as per section 8.3.

#### 6.7 Meetings

6.7.1 Regular Meetings – At the first meeting of the Board of Trustees for the fiscal year, a calendar of meetings sufficient for the competent management of the affairs of CCA for each year shall be established by the Board of Trustees.

6.7.2 Special Meetings – Special meetings of the Board of Trustees may be called by, or at the request of, the President or any two (2) Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix any place for holding any special meeting of the Board of Trustees called by them. All meetings shall be open to attendance by any CCA member, unless closed by affirmative vote of two-thirds (2/3) of the Trustees present at the meeting for good cause reflected in the minutes.

6.7.3 Notice – Notice of any meeting of the Board of Trustees shall be given at least three (3) days previously thereto by notice delivered by email to each Trustee at his or her email address as shown by the records of CCA. In any emergency, the nature of which shall be reflected in the minutes, Trustees' meetings may be held on 24-hour notice.

Notice of a continued meeting shall be deemed to have been waived by any Trustee or member actually attending the meeting to be continued.

6.7.4 Quorum – One-half (1/2) of the members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but if less than one-half (1/2) are present at said meetings, a majority of the Trustees present may adjourn the meeting until a quorum can be present. The Artistic Director and any Administrative Assistant or General Manager serving on the Board of Trustees shall not be a voting member of the Board of Trustees and shall not be included in the determination of the existence of a quorum. The Secretary shall, in such a case, give reasonable telephone, e-mail, or written notice of the rescheduled meeting, or (as per section 6.7.6) e-mail a ballot to the members of the Board of Trustees.

6.7.5 Proxies – Voting by proxy shall not be allowed by Trustees at any meeting of the Board of Trustees. Voting is to be confined to those Trustees personally or electronically present in real time at the meeting of the Board of Trustees, or who have responded within one week to a ballot sent to their main e-mail address in all matters requiring the action of the Board of Trustees. Each Trustee shall have one (1) vote.

6.7.6 Emailed Ballots – Voting by email shall be allowed providing the ballot is agreed upon by the President, Vice President, and Secretary, or a committee designated by the President; the ballot agreed upon is e-mailed to each member of the Board of Trustees; and at least 50% of the ballots are returned with a clear vote within one week of being sent.

## 6.8 Limitations

6.8.1 The Board of Trustees shall have all the powers granted under Section 6.1 above, except to the extent any such powers are granted to the members hereunder.

6.8.2 Each Trustee or Officer now or hereafter serving CCA, and each person who, at the request of or on behalf of CCA is now serving or hereafter serves as a Trustee or Officer of any other corporation, and the respective heirs, executors, and administrators of each of them, shall be indemnified by the corporation pursuant to RCW 24.03.045 (14) and RCW 23A.08.025 as follows:

6.8.2.1 Any person made a party to any proceeding (other than a proceeding referred to in subsection 6.4.2.2 below) by reason of the fact that he or she is or was a Trustee or officer against judgments, penalties, fines, settlements, and reasonable expenses actually incurred by him or her in connection with such proceeding if:



6.8.2.1.1 He or she conducted himself in good faith, and (a) in the case of conduct in his or her own official capacity with CCA, he or she reasonably believed his or her conduct to be in CCA best interest, or (b) in all other cases, he or she reasonably believed his or her conduct to be at least not opposed to CCA's best interest; and

6.8.2.1.2 In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

6.8.2.2 Any person made a party to any proceeding by or in the right of CCA by reason of the fact that he or she is or was a Trustee against reasonable expenses actually incurred by him or her in connection with such a proceeding if he or she conducted himself or herself in good faith; and,

6.8.2.2.1 In the case of conduct in his or her official capacity with CCA, he or she reasonably believed his or her conduct to be in its best interests; or

6.8.2.2.2 In all other cases, he or she reasonably believed his or her conduct to be at least not opposed to its best interests; provided that no indemnification shall be made pursuant to this subsection in respect to any proceeding in which such person shall have been adjusted to be liable to CCA.

The foregoing right of indemnification shall not be exclusive of other rights to which such Trustee may be entitled as a matter of law.

6.9 Powers - The Board of Trustees shall have the power to oversee the operations of CCA which includes without limitation the following:

6.9.1 Establishing general policies and seeing that all policies and procedures of CCA are in accordance with generally accepted practices of arts-related non-profit organizations and the laws of the State of Washington.

6.9.2 Appointing, overseeing, and ensuring effective work by Board of Trustee committees.

6.9.3 Responding to committee and staff recommendations and acting accordingly.

6.9.4 Reviewing and authorizing new actions and programs of CCA.

6.9.5 Developing and implementing an ongoing Long-Range Strategic Plan for CCA

- 6.9.6 Establishing and modifying titles for employees and managers of CCA, along with developing and/or approving job descriptions therefore as well as the compensation.
- 6.9.7 Selecting, hiring, evaluating, and dismissing employees of CCA.
- 6.9.8 Helping preserve tangible assets of the CCA.
- 6.9.9 Assuring effective fiscal management, to include: monitoring the annual operating budget, monitoring endowments, raising necessary gift income and establishing charges or payments.
- 6.9.10 Working to expand CCA's financial base of support to help ensure the availability of resources for programs.
- 6.9.11 Acting as emissary to the community-at-large.
- 6.9.12 Providing for the annual self-evaluation of the Board of Trustees.
- 6.9.13 Providing an ongoing process to recruit and retain Trustees.
- 6.9.14 Ensuring CCA obtains adequate corporate liability and property insurance.
- 6.9.15 Seeing that Trustees execute and abide by the terms of the Columbia Choirs Association Board Commitment Letter.

## **ARTICLE VII Committees**

### **7.1 Composition**

- 7.1.1 Except as otherwise specified below, the members of each Committee shall be appointed by the President.
- 7.1.2 Any CCA member is eligible to be a member of any Committee except a Committee of Trustees.

### **7.2 Committees**

The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more standing committees, each of which shall consist of two (2) or more members.

Such committees shall have and exercise the authority of the Trustees in the management of CCA, subject to such limitations as may be prescribed by the Board of Trustees or President as the case may be; except that no committee shall have the authority to: (a) amend, alter, or repeal these Bylaws; (b) elect, appoint, or remove any member of any other committee or any Trustee of CCA; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or

exchange of all or substantially all of the property and assets of CCA not in the ordinary course of business; (f) authorize the voluntary dissolution of CCA or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of CCA; (h) hire the Artistic Director, Artistic or General Manager of CCA without a majority vote of the Board of Trustees obtained in accordance with these Bylaws; or i) amend, alter, or repeal any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered, or repealed by a committee.\_

7.3 Notice – No committee may take any action unless at least one week’s written, e-mailed, or oral notice of the meeting has been given to all members of the committee and a quorum of at least one-half (1/2) the committee members has been established at the meeting; provided, however, that all members of a committee, including ex-officio and non-voting members, may unanimously waive for any particular meeting, in writing, the foregoing requirements. Alternatively, if an e-mail which particularly describes the action has been sent to each committee member’s main e-mail address, a quorum of these e-mails returned within one week with clear vote responses shall be deemed equal to a majority vote of a quorum at a meeting.

#### **ARTICLE VIII Budget, Contracts, Checks, Deposits, and Funds**

8.1 Budget – The Board of Trustees shall have prepared by the Finance Committee an annual budget for CCA. This budget shall be submitted to the Board of Trustees for approval. No expenditures shall be made, or indebtedness incurred unless authorized by the budget or by the Board of Trustees.

8.2 Contracts – The Board of Trustees may authorize any officer(s) or agent(s) of the Association to enter into any contract or to execute and deliver any instrument in the name of and on behalf of CCA, and such authority may be general or confined to specific instances.

8.3 Checks, Drafts, etc. – All checks, drafts, or orders for the payments of money, notes, or other evidences of indebtedness issued in the name of CCA shall be signed by such officer(s) or agent(s) of CCA and in such a manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by any two of the following: the Treasurer, President, or Bookkeeper.

8.4 Deposits – All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

8.5 Gifts – The Board of Trustees, Administrative Assistant, or General Manager may accept, on behalf of CCA, any contribution, gift, bequest, or device for the general purpose or for any special purpose of the CCA. The Treasurer shall be responsible for sending notice of its receipt to the contributor, stating whether or not goods or services were received in exchange for the contribution, gift, bequest, or device.

## **ARTICLE IX Fiscal Year**

The fiscal year for the corporation shall begin August 1<sup>st</sup> through July 31<sup>st</sup> of the next year, unless otherwise determined by resolution of the Board of Trustees.

## **ARTICLE X Amendments**

Amendments by Members – These Bylaws may be amended by the members acting at an Annual or Special Meeting of members as provided for in Article V. Alternatively, if a proposed amendment is e-mailed to the members' main e-mail addresses, at least 20% of the membership has returned e-mails with clear responses, and more than 50% of these responses are clearly favorable, the amendment shall be deemed approved.

## **ARTICLE XI Rules of Order**

Proceedings of CCA shall be governed by the latest edition of Roberts' Rules of Order, as may be amended by a majority of those present at *any* particular meeting.