



By-Laws of the  
Arizona Masterworks Chorale

November 17, 2020

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## ARTICLE I – INTRODUCTION

These are the By-Laws of the Arizona Masterworks Chorale, Inc., (hereinafter “Corporation”, “Chorale” or “AMC”), an Arizona nonprofit charitable Corporation, as amended November 17, 2020.

The Corporation is formed as a non-profit organization for charitable purposes, to provide musical performances and education, and to collaborate with other civic and artistic organizations in arts education and performance opportunities.

### Section 1 Members

AMC shall be a Membership Corporation unless the Board of Directors specifies otherwise.

### Section 2 Governing Law

The Corporation shall be governed by laws of the State of Arizona, including Title 10, Chapter 24, “General Provisions – Nonprofit Corporations,” and may hold and exercise all such powers as may be thereby conferred upon a nonprofit, and as may be necessary or expedient.

The Corporation has been granted tax-exempt 501(c)(3) status by the Internal Revenue Service with federal tax ID 86-0405912. In no event shall the Corporation engage in activities not permitted by this section of the Internal Revenue Code.

### Section 3 Principal Office

The Corporation shall at all times maintain a mailing address for legal and other purposes within Maricopa County, Arizona. Creation and maintenance of a physical office or other space shall not be required.

### Section 4 Nonpartisan Activities

The Corporation shall be nonprofit and nonpartisan and shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The Corporation may engage in support for or opposition to non-partisan initiatives, referenda, or similar measures affecting its interests.

### Section 5 Dedication of Assets

The properties and assets of the Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or officer of the Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to similar charitable purposes that has established its tax-exempt status under Internal Revenue Code.

### Section 6 Seal

The Corporation shall have a seal consisting of a circle within which the Corporation name and logo and the Corporation seal date shall be placed.

### Section 7 Statutory Agent

A Statutory Agent of the Corporation shall be named and recorded as required with the Arizona Corporation Commission. The Statutory Agent may be changed from time to time by a simple majority of the Board of Directors.

### Section 8 Fiscal Year, Performance Year, and Season

The Fiscal Year, Performance Year, and Season of the Corporation are coincident, from the first day of September through the last day of August of the following calendar year.

### Section 9 Other Governing Documents

Other governing documents of the Corporation, including the Standing Rules, Financial Procedures Manual, and various Policies extend the By-Laws and are incorporated herein by reference.

## ARTICLE II MEMBERS

### Section 1 Definition of Members

Membership in the Corporation may be granted to persons who perform as singers with the Chorale, hereafter referred to as "Choristers".

### Section 2 Eligibility for Membership

Membership as Chorister shall be granted by the Corporation and acknowledged in writing, where practicable, in any program of the Chorale's performance. Persons become Choristers in good standing when the following conditions have been met:

1. A candidate's verbal or written application has been received and accepted as may be required by the Board of Directors and Music Director
2. The candidate's musical and performance ability have been satisfactorily demonstrated to the Music Director through individual audition, as defined in Article VII below
3. Any dues and fees in effect at the time of the candidate's admission into Membership have been paid, or arrangements made for their payment
4. Professional and artistic standards of the Corporation are demonstrated through attendance and participation in rehearsals and performances of the Chorale

Except as explicitly excluded in these By-Laws, individuals engaged as Contractors shall not be qualified as Members of the Corporation unless they satisfy the requirements as a Chorister.

A list of Choristers in good standing shall be maintained by the Music Director and Treasurer.

### Section 3 Chorister Status

Choristers' status shall be identified as follows:

- **NEW CHORISTER:** Persons who are admitted as Choristers for the first time, or are returning after leaving the Chorale, are considered probationary through the end of the Performance Year in which they were admitted. After satisfactory performance during the probationary period and approval by the Music Director, they become Continuing Choristers.
- **CONTINUING CHORISTER:** Persons who were accepted as Choristers for or during the previous Performance Year and who are accepted as Choristers for the current Performance Year.

### Section 4 Auditions

Qualification as a Chorister shall be established through audition on an annual or semi-annual basis for New Choristers, and on an annual basis for Continuing Choristers. Auditions shall be conducted by the Music Director.

- 1) **New Chorister auditions** shall be scheduled and conducted according to procedures and performance standards defined in the Standing Rules of the Corporation. At the discretion of the Music Director a qualified candidate may immediately be accepted as a New Chorister, be placed on a waiting list, or not accepted. Persons who were Choristers in prior Performance Years but who are not Continuing Choristers shall sing in New Chorister auditions. Applicants found to be unqualified and not accepted shall be allowed to re-audition at a later date, at the discretion of the Music Director.
- 2) **Re-auditions for Continuing Choristers** will usually be at the beginning of each Performance Year and individuals accepted or not accepted as a Continuing Chorister at the discretion of the Music Director.
- 3) Choristers may also be placed on artistic probation by the Music Director and required to participate in an **individual assessment re-audition** to address vocal performance issues. Following the audition, the Chorister may continue on artistic probation with a plan to correct deficiencies, or be terminated as a Chorister at the discretion of the Music Director. Choristers on artistic probation may participate in rehearsals and performances at the discretion of the Music Director. Reinstatement from artistic probation shall be determined by the Music Director following a subsequent individual assessment re-audition.

#### Section 5 Leave of Absence

Choristers may request and be granted leaves of absence, in accordance with the procedures set forth in the Standing Rules of the Corporation.

#### Section 6 Resignation

Choristers may resign from Membership at any time during the Performance Year, in accordance with the procedures set forth in the Standing Rules of the Corporation.

#### Section 7 Termination

The Membership of individual Members may be terminated for cause by the Music Director or the Board of Directors when efforts to resolve a concern with musicianship, vocal performance, or professional demeanor have been exhausted in accordance with procedures set forth in the Standing Rules of the Corporation.

#### Section 8 Reinstatement

Any Chorister whose prior resignation was completed, with all dues and assessments paid in full and all Corporation Property returned, shall have the right to request reinstatement according to the procedures set forth in the Standing Rules of the Corporation. Reinstatements shall be granted at the discretion of the Music Director. Individuals who have been terminated may not re-audition for two calendar years.

## ARTICLE III FINANCES

Corporation finances shall be managed by the Treasurer in accordance with the Corporation's published Financial Procedures Manual.

### Section 1 Contracts

Except as described elsewhere in these By-Laws, the Board of Directors may authorize any officer, officers, agent, or agents to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

### Section 2 Loans

No loan shall be made by or received by this Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by the Board of Directors for a specific purpose. In no case shall loans be made by the Corporation to Members, Directors, or Officers.

### Section 3 Chorister Dues

Choristers shall be assessed dues for each Performance Year in an amount set by the Board of Directors. Choristers shall be eligible to participate in performances only when all assessed dues and fees payments have been received by the Treasurer. Special financial assistance may be made available to a Chorister for payment of dues at the discretion of the Board of Directors.

Chorister dues shall be non-refundable and non-prorated for any portion of the Performance Year. Dues shall be waived for new Members who enter during the fourth quarter of the Performance Year. Dues shall be collectible according to the following schedule:

- NEW CHORISTERS: Within ninety (90) calendar days following initial admission into active Chorale Membership
- CONTINUING CHORISTERS: Within ninety (90) calendar days following each annual re-audition and re-acceptance

Unless they are suspended by the Board of Directors due to extraordinary circumstances, dues shall be payable to the Corporation and received by the Treasurer.

### Section 4 Fees

For purposes of this section, Corporation Property shall be defined as all items owned, purchased, leased, rented, loaned or donated by or to the Corporation for Member use.

Choristers may be assessed fees for repair or replacement of Corporation Property, or special costs as determined by the Board of Directors for reasons including but not limited to purchase of music, wardrobe items, and other necessary expenses incurred in carrying out the Corporation's activities.

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Fees for the repair or replacement of Corporation Property shall be:

- 1) Assessed to individual Members. All repair and replacement of Corporation Property shall be arranged and/or procured through the Corporation.
- 2) Established at current market value. All costs in excess the annual fee shall be charged to the individual Member.

## ARTICLE IV MEMBER MEETINGS

As a Member-managed Corporation, Member meetings shall be held periodically during the Performance Year, for the purpose of conducting corporate business including election of Directors. The Board of Directors may submit questions to the Members for comment or approval, except for matters concerning Contract Positions as defined in these By-Laws.

Member meetings may be conducted in person, by teleconference, or both, where “place” shall be the appropriate physical or Internet address.

### Section 1 Location

All meetings of the Members shall be held at the regular place of Chorale rehearsal, unless otherwise announced, and presided over by the President.

### Section 2 Annual Member Meeting

An Annual Meeting of the Members shall be held within thirty (30) calendar days following the final performance of the Performance Year, or at such other date as shall be designated by the Board of Directors. The agenda of the Annual Member Meeting shall include a summary report by the Treasurer on the state of the Corporation’s finances, election of Directors, and consideration of questions or issues submitted by the Board of Directors or raised by Members.

### Section 3 Notice of Annual Meeting

Notice of the Annual Meeting, stating the date, place, and hour and including the meeting agenda, shall be posted and distributed to Members by the Secretary not less than fourteen (14) calendar days before the date of the meeting,

### Section 4 Special Meetings

Special Meetings of the Members may be called by the President, or at the request of the Board of Directors or Music Director, or in response to a written request submitted by a simple majority of the current Membership of the Corporation stating the purpose of the meeting. Special Meetings of the Members may also be called by the President for emergency situations where official action of the Members is required within an immediate time period.

### Section 5 Notice of Special Meetings

Announcement of a Special Meeting stating the date, place and hour and the purpose or purposes for which the meeting is called, shall be made to Members by the President not less than seven (7) calendar days before the date of the meeting. Business transacted at any Special Meeting shall be limited to the purposes stated in the announcement. The usual seven-day notice to Members shall not be required for special meetings called in emergency situations.

### Section 6 Quorum

Except as noted elsewhere in these By-Laws, a quorum of forty percent of the current Choristers, in attendance in person, by absentee ballot, or by proxy, is required for the transaction of Corporation business at Member Meetings.

If a quorum is not present, and provided that it can be established that proper notice of the special meeting has been received by a majority of the Members of the Corporation, the President shall have the right to declare a quorum with the number of Members present. For Special Meetings called for emergency situations, the President shall have the right to declare a quorum with the number of Members present.

### Section 7 Voting Eligibility

Each Member, including those on approved leave of absence, shall be entitled vote on matters presented to the Members. Written or electronic absentee ballots will be honored according to the procedures set forth in the Standing Rules of the Corporation.

### Section 8 Majority Required

When a quorum is present at any meeting, the vote of a simple majority of the eligible votes present shall decide any question brought before such meeting, unless the question is identified by these By-Laws as requiring a different vote margin for adoption.

When a vote is taken by voice any Member has the right to call for a count by show of hands or by standing count.

## ARTICLE V DIRECTORS

### Section I Board of Directors

The business and affairs of the Corporation shall be managed and controlled, and its properties acquired and distributed, by a Board of Directors (“Board”) elected by Members of the Corporation.

#### A. Number

The number of Directors shall be not fewer than five nor more than fifteen.

#### B. Powers

Subject to the Articles of Incorporation and By-Laws of the Corporation, the Board of Directors shall do and perform every act and thing whatsoever which it shall deem necessary, expedient, or advisable to carry out the purposes of this Corporation, and have responsibility for all such actions.

#### C. Board Meetings

The Board of Directors may hold meetings at any place within or without the State of Arizona, in person or by teleconference, that a simple majority of the Board of Directors may from time to time approve. At meetings of the Board of Directors, each Director except any on approved leave of absence shall have one vote.

##### 1) Regular Board Meetings

The Board of Directors shall hold at least six regular meetings, scheduled at appropriate intervals, during the Performance Year or on such dates as may be established by the Board. One of these meetings may be the Annual Board Meeting.

##### 2) Special Board Meetings

Special meetings of the Board may be called by the President or upon the written request of a simple majority of the Directors. Notice of Special Board Meetings shall be distributed at least three (3) calendar days before the meeting and state the purpose of the special meeting.

In situations where time is of the essence and official action of the Board is required within an immediate time period, Special Board Meetings may be called by the President without a three-day prior notice to Directors.

##### 3) Annual Board Meeting

An Annual Board Meeting shall be held following the final performance of the Performance Year, and include election of Officers as needed, and reviews of:

- The Corporation’s performance to its approved budget
- The status of all Contractors, including renewal of expiring Artistic Agreements as needed
- The Corporation’s performance toward achieving strategic and tactical goals

#### 4) Quorum of the Board

A simple majority of the total Membership of the Board of Directors shall constitute a quorum, and if a quorum is present, the acts of a simple majority of those present shall be the acts of the Board.

If a quorum shall not be present at any meeting of the Board of Directors, the Directors then present shall adjourn the meeting and identify a date for a second meeting. Each Member of the Board shall be notified of the rescheduled meeting. At a subsequent meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

## Article VI Directors

### Section 1 Qualifications

Any individual in good standing in the community and who commits to carry out the Duties and Responsibilities described in this section of the By-Laws may serve as a Director of the Corporation. Prior Membership in the Corporation shall not be required as a condition for election as a Director except that the majority of the Board shall be composed of prior Members.

### Section 2 Duties and Responsibilities

Election as a Director requires an individual to accept in writing the *Arizona Masterworks Chorale Board Member Agreement*, indicating their understanding of the duties and responsibilities as an individual Director, including, but not limited to:

1. Leading one or more functions or operational activities of the Corporation.
2. Knowing and abiding by AMC's policies, procedures, and programs.
3. Preparing for and regularly attending Board meetings, and working outside of Board meetings as needed for the advancement of the Corporation.
4. Annually giving a significant donation in cash or in-kind goods and services, in addition to any required dues or fees, where "significant" is defined within the context of each Director's individual financial situation.
5. Raising money for AMC in the ways best suited to each individual.
6. Acting with the care and loyalty required of a Director, putting AMC's interests first.

### Section 3 Election and Service

#### A. Nomination

Individuals may be nominated to serve as Directors on a slate presented by the Nominating Committee, as defined in Article VIII, or from the floor during the Annual Meeting of the Members. The Board of Directors shall determine the number of openings for Directors to be elected at the Annual Members Meeting, except as provided in Part D of this Section. Prior to nomination, candidates must indicate their willingness to accept the responsibilities of office by signing the Board Member Agreement.

#### B. Election

Election: Nominees receiving the greatest number of votes, in descending order, for the number of Directorships available shall be declared elected. Not more than two-thirds of the total elected Directorship positions shall be filled at any general election in order that no Board shall ever consist entirely of new Directors.

#### C. Term of Office

The term of office for each Director shall be two (2) Performance Years following the Performance Year in which they are elected. Each elected Director shall take office on the first day of the Performance Year following the close of the Annual Members Meeting and shall hold office until the end of the second Performance Year following their election.

Directors may be re-elected without limit. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

#### D. Vacancies

Vacancies created by an uncompleted elected term of office may be filled by the affirmative vote of a simple majority of the remaining Directors then in office. A candidate elected to fill such a vacancy shall fulfill the requirements of a Director for the unexpired term of his or her predecessor. If there are no Directors in office, then an election of Directors may be held in the manner prescribed by established parliamentary authority.

#### E. Leave of Absence

Any Director shall have the right to request a short- or long-term leave of absence from the Board. Such requests shall be submitted in writing to the President for review and decision by the Board. All leaves of absence shall constitute the relief of all duties and responsibilities of the Director, including meeting attendance and voting rights for the period of the approved leave.

All leaves of absence shall be approved for specified inclusive dates and may be renewed with Board approval. In no case will a leave of absence be extended beyond the last day of a Performance Year.

#### F. Resignation

Any Director may resign at any time by giving written or electronic notice to the Board of Directors. Such resignation shall take effect upon the date specified in the notice.

#### G. Removal

Any Director may be removed with or without cause at any time by a two-thirds vote of the remaining Directors.

### Section 4 Compensation and Expenses

Directors shall serve without compensation from the Corporation except when they are engaged as Featured Artists, as defined in Article VIII or to provide goods or services under the terms of a specific agreement. Directors may be reimbursed for approved expenses incurred for the benefit of the Corporation.

## ARTICLE VII OFFICERS

### Section 1 Officers of the Corporation

The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Prior Membership in the Corporation or the Board of Directors shall not be required as a condition of serving as an Officer. No individual may serve as more than one Officer at the same time.

Officers in addition to those described above may be created and elected or appointed by the Board of Directors, and shall perform such duties as shall be assigned to them by the President or the Board of Directors.

### Section 2 Duties of the Officers

The duties of the elected officers of the Board are as follows:

#### A. President

The President shall preside at all meetings of the Corporation Members and all meetings of the Board of Directors. Except as described elsewhere in these By-Laws, the President shall perform all duties incident to the office of President of a Corporation, together with such other duties as may be prescribed by the Board of Directors or provided by law or by these By-Laws.

The President shall sign any contract or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be especially delegated by the Board of Directors, or by these By-Laws, to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

#### B. Vice-President

In the absence of the President, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the authority and responsibilities of the President. The Vice-President shall serve as the Chief Development Officer in charge of corporate fundraising, and perform such other duties as may be prescribed by the President or the Board of Directors.

#### C. Secretary

The Secretary shall perform all duties incident to the office of secretary of a Corporation. The secretary shall record and report the proceedings of meetings of the board of Directors and Members; ensure that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be the custodian of records of the Corporation; maintain corporate registration and reporting with appropriate government entities; and perform any other duties appropriate to the office as may be prescribed by the President or the Board of Directors.

#### D. Treasurer

The Treasurer shall perform all duties incident to the office of treasurer of a Corporation and as required by the Corporation's Financial Procedures Manual, which the Treasurer

shall be responsible for maintaining; and perform any other duties appropriate to the office as may be prescribed by the President or the Board of Directors.

The Treasurer shall be an ex officio Member of any committee of the Corporation empowered to receive, disburse, or commit funds of the Corporation.

## Section 2 Service

### A. Election and Term

Officers shall be elected at the final Board of Directors meeting of the Performance Year and serve terms of two (2) years. Officers may be re-elected to successive terms without limit.

### B. Resignation

Any officer may resign at any time by giving written or electronic notice to the board of Directors. Such resignation shall take effect on the date specified in the notice. The Board of Directors shall take immediate action to fill the position vacated.

### C. Removal

A two-thirds majority of the board may remove any officer at any time, with or without cause. Removal of an officer without cause shall be without prejudice to any contract rights that such person may have with respect to the Corporation, but the election or appointment of an officer shall not of itself create contract rights

### D. Vacancies

A vacancy in any office, for any reason, shall expeditiously be filled by the Board of Directors for the unexpired portion of the term.

## Section 3 Compensation and Expenses

Officers shall serve without compensation from the Corporation except when they are engaged as Featured Artists or other Contract Position, or to provide goods or services under the terms of a specific agreement. Officers may be reimbursed for approved expenses incurred for the benefit of the Corporation.

## ARTICLE VIII CONTRACT POSITIONS

Certain roles within the Corporation shall be performed by individuals engaged as independent contractors (“Contractor”), under terms of a negotiated individual Artistic Agreement, a binding contract describing their duties, compensation, and other terms and conditions of engagement, executed between the Contractor and the Corporation.

Such individuals stipulate that according to their status as an individual, independent contractor, the Corporation shall not be responsible for withholding or payment of taxes of any sort on the Contractor’s behalf, and the Contractor shall have no claim against the Corporation for worker’s compensation, health or disability benefits, unemployment insurance benefits, or employee benefits of any kind. Except as specified in an Artistic Agreement, engagement as a Contractor is “at will,” in conformance with Arizona law.

At the end of any contract position term, for whatever reason, the Contractor shall return any Corporation Property in their possession, after which the Corporation will convey any final payment due to the Contractor.

### Section 1 Music Director

A Music Director shall be engaged by the Board of Directors to lead and be responsible for the overall musical excellence of the Arizona Masterworks Chorale, including oversight of the Company’s artistic vision and activities, and setting and maintaining high artistic standards in music preparation and performance.

The term of engagement, specific authority, duties, responsibilities, and compensation shall be stated in the Artistic Agreement negotiated between the Music Director and the Corporation.

#### A. Appointment

A Search Committee shall be named by the Board of Directors to identify, screen, and recommend candidates for the open position. The Search Committee shall select one candidate and negotiate with them a tentative Artistic Agreement for engagement. The candidate selected by the Search Committee shall be confirmed by a simple majority vote of the Board of Directors.

Significant duties, responsibilities, and authority are delegated by the Board of Directors to the Music Director, as specified in the Artistic Agreement.

The Music Director shall provide such tools of the trade needed to perform the position.

The Music Director shall not become an ex officio Member of the Corporation, or be elected as a Director or an Officer.

#### B. Term

The term of engagement shall be agreed upon in the Artistic Agreement, and be appropriate to the long-term needs of the Corporation. The Music Director’s Artistic Agreement may be renewed without limit.

### C. Termination

Except for any terms and conditions specified in the Artistic Agreement, the Music Director's engagement may be terminated:

- 1) By the Music Director: At any time, with or without reason or notice, effective as of the date in a written notice sent to the Board of Directors.
- 2) By the Corporation: At any time, with or without reason or notice, by a simple majority vote of the Board of Directors, effective as of the date in a written notice sent to the Music Director.

### Section 2 Accompanist

An Accompanist shall be selected by the Music Director or by a search committee formed by the Board of Directors, and engaged by the Board of Directors under terms of an Artistic Agreement to provide keyboard accompaniments for the Chorale. The term of engagement, along with specific authority, duties, responsibilities, and compensation, shall be stated in the Artistic Agreement negotiated between the Accompanist and the Corporation.

The Accompanist shall work under the direction of the Music Director and at minimum accompany all Chorale rehearsals and performances. By arrangement the Accompanist may also be engaged to accompany other activities, including but not limited to auditions and publicity events.

The Accompanist shall not become an ex officio Member of the Corporation, or be elected as a Director or an Officer.

### Section 3 Featured Artist

Featured Artists are individuals or members of an ensemble selected by the Music Director to perform with the Chorale for specific productions or events, and engaged under the terms of an Artistic Agreement. Choristers, Directors, and Officers may be thus engaged as Featured Artists, for which they may receive monetary or other compensation.

### Section 4 Music Librarian

A Music Librarian shall be engaged by the Board of Directors under the terms of an Artistic Agreement to manage the Corporation's musical assets, including but not limited to acquisition, maintenance, and disposal of sheet music in printed or digital form; audio and video recordings of performances; and reporting of performance information as required to royalty-paying organizations (e.g., ASCAP or BMI). Choristers, Directors, and Officers may be thus engaged as Music Librarian, for which they may receive monetary or other compensation.

## ARTICLE IX COMMITTEES

### Section 1 Nominating Committee

The President, subject to the approval of the Board of Directors, shall annually select not fewer than five nor more than seven Members of the Corporation to constitute a Nominating Committee, and shall name one Member as the chair.

The Nominating Committee shall prepare and present a slate of candidates for election to the Board of Directors. The President shall designate the chair of the nominating committee and name the Members not fewer than thirty (30) calendar days prior to the Annual Meeting of the Members.

The Nominating Committee shall verify the qualifications and commitment of potential candidates as Directors and present its slate of candidates to the general Membership at least seven (7) calendar days prior to the Annual Meeting.

### Section 2 Appointed Committees

The Board of Directors may create other committees as appropriate to oversee, coordinate, or manage specific functions or operational activities on behalf of the Corporation, including but not limited to budget and finance; production management; sales and marketing; publicity and communication (including social media); and technology. The Board shall create a charter for each such committee describing the scope of the committee's work, its responsibilities or deliverables, and the authority delegated to it, including but not limited to expenditure of Corporation funds, use of Corporation resources, and execution of contracts on behalf of the Corporation. Committees may consist of a single Member.

Committee charters shall specify whether a limited timeframe is allocated in which a committee's work is to be performed, or that the committee's purview is to be open-ended.

The Board of Directors may at any time to revise the committee charter, fill vacancies, change the size or Membership of, or terminate the operation of any committee.

### Section 3 Committee Organization

#### A. Composition

The Board of Directors shall name a chairperson to lead and oversee activities of the committee. All committees shall include at least one Director and may include such non-Directors as may be appointed thereto by the Board of Directors. Prior Membership in the Corporation shall not be required as a condition for serving in any committee role.

#### B. General Powers

Each committee shall operate according to its charter from the Board of Directors, delegating to the committee specific authority and responsibilities to act on behalf of the Corporation. The majority of all members of any committee may fix its rules of procedure unless otherwise established by the Board.

### C. Meetings and Reporting

Committees shall meet at such time and place as the chair shall designate. Each committee shall keep minutes of its proceedings, and regularly report to the Board of Directors the status of its activities.

### D. Resignation

Any member of a committee may resign from the committee at any time with written or verbal notice, effective upon its delivery to the committee chairperson. The committee chair may resign at any time with similar notice delivered to the President.

### F. Compensation and Expenses

Committee members shall serve without compensation from the Corporation, except when they are engaged as Featured Artists or Music Librarian to provide goods or services under the terms of an Artistic Agreement. Committee members may be reimbursed for approved expenses incurred for the benefit of the Corporation.

## ARTICLE X INDEMNIFICATION

### Section 1 Corporate Liability and Indemnification

The Corporation shall maintain a General Liability insurance policy in an appropriate amount and issued by a provider licensed by the State of Arizona. The Treasurer shall provide proof of insurance to any venue, organization, or enterprise requesting such as a condition of an agreement or contract. Purchase of a General Liability policy shall be deemed a regular business expense.

### Section 2 Director and Officer Liability and Indemnification

In accordance with ARS §10-3830, *General Standards for Directors*:

- A Director is not liable for any action taken, or any failure to take any action, if the Director's duties were performed in good faith, with care, and in the best interests of the Corporation.
- A Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by trusted sources.
- Directors are not be deemed to be trustees with respect to the Corporation or with respect to any Property held or administered by the Corporation.

With approval of the Board of Directors, and subject to applicable law, the Corporation may purchase a Directors and Officers ("D&O") Liability Insurance policy to indemnify Directors, Officers, and Contractors against claims resulting from their actions while acting for the Corporation.

Purchase of a D&O policy shall be deemed a regular business expense.

## ARTICLE XI PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Corporation may adopt.

## ARTICLE XII AMENDMENTS

The By-Laws of the Corporation may be altered, amended or repealed, in whole or in part, or new By-Laws adopted, at any regular or special meeting of the Board by a two-thirds affirmative vote of the membership of the Board of Directors.

A copy of all proposed amendments to the By-Laws shall be provided for each Director at least thirty (30) calendar days prior to the scheduled Board meeting at which they will be considered. A copy of all proposed amendments to the By-Laws shall be made available to any interested Member of the Corporation not less than fourteen (14) calendar days prior to the scheduled adoption date. A Special Meeting of the Members may be called for the purpose of review of the proposed amendments.

All Members shall be encouraged to submit written comments regarding proposed amendments to the By-Laws. The Board of Directors shall review and consider all Member comments, concerns and suggestions prior to formal Board action.

## ARTICLE XIII STANDING RULES AND POLICIES

Standing Rules and Policies of the Corporation shall be adopted and published by the Board to address specific practices and processes affecting the Corporation, its Members, Directors, and Officers, and other constituents. Such Standing Rules and Policies may be amended or rescinded by a two-thirds vote of the Board, without previous notice, and by a majority vote if previous notice was given.

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Adopted by the Board of Directors of the Arizona Masterworks Chorale, Inc. at Phoenix, Arizona the 17th Day of November, 2020.

President



Karla Allingham

Secretary



Deborah DeSimone