



# *Capital Ringers*

## **Bylaws of Capital Ringers, Inc.**

### 1. NAME, PURPOSE, MISSION, AND VALUES:

1.1 Name: The name of the Corporation is Capital Ringers, Inc., hereinafter referred to as “the Corporation.”

1.2 Purpose: The purpose of the Corporation is to educate and entertain audiences through the unique and innovative performance and instruction of English Handbells and Handchimes.

1.3 Mission: The mission of the Corporation is “Igniting Hearts and Minds Through the Power of Music.”

1.4 Vision: The vision of the Corporation is “People Sharing Dynamic Musical Experiences!”

1.5 Values: The Corporation values education as a way to foster appreciation of music and excellence in the English Handbell ringing art form. It also believes that music enriches the lives of both performers and audiences.

### 2. PRINCIPAL OFFICE OF THE CORPORATION: The principal office of the Corporation shall be a street address designated by the Board of Directors.

### 3. MEMBERSHIP:

3.1 The Members of the Board of Directors of the Corporation (hereinafter referred to as “Directors”) shall exercise the power of the Corporation.

3.2 General Members of the Corporation: General membership in the Corporation shall be open to interested individuals 21 years of age or older, or individuals of a younger age as recommended by the Artistic Director and approved by the Board of Directors. Membership categories, dues structure, rights and privileges associated with membership, membership responsibilities and duties, and termination policies shall be established by the Board of Directors and communicated to members in written form. Ways in which general members may be affiliated with the Corporation may include but are not limited to: performing, performance support, committee involvement, and interest in/support of the Corporation.

3.3 Approval of Certain Membership Functions: Performance roles (e.g., ringing, technical performance production, etc.) are subject to the approval of the Artistic Director. Specific delineation of roles subject to approval shall be made by the Board of Directors and communicated to members in written form.

#### 4. BOARD OF DIRECTORS:

- 4.1 Classes: There shall be three (3) classes of Directors: (a) elected Directors with full voting privileges, (b) appointed Ex Officio Directors with full voting privileges, and (c) appointed Ex Officio Directors with no voting privileges.
- 4.2 Role/Number: The business and affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as “the Board”), which shall be composed of no more than ten (10) persons and no fewer than five (5) persons.
- 4.3 Composition: The Board shall, at all times, be composed of persons dedicated to the mission, purpose, vision, and values of the Corporation, possessing the skills to govern the organization and inclusive of the diversity of the community being served, taking into account race, gender, economic status, age, subject matter expertise, and other factors. Every effort shall be made to ensure that the Board is representative of the Corporation’s community.
- 4.3.1 Officers of the Board as defined in Section 5 of these bylaws shall serve as Directors on the Board.
- 4.3.2 Leaders of the Member Support, Outreach Support, and Media and Marketing Support Teams shall serve as voting Ex Officio Directors on the Board.
- 4.3.3 The Artistic Director shall serve as a voting Ex Officio member of the Board.
- 4.3.4 The Board may appoint non-voting Ex Officio members to meet specific needs as required and for terms concluding at the end of the fiscal year. The terms of such Ex Officio members may be renewed, if necessary, by majority vote of the Board.
- 4.4 Duties: Duties of the Board shall include but not be limited to: (a) protecting and being good stewards of organizational assets, (b) staffing and organizing the Corporation to effectively carry out its mission, (c) developing and approving an annual budget at the beginning of every fiscal year, (d) developing a vision for the future and constantly help the organization to evolve and grow, and (e) approving the agenda for general membership meetings.
- 4.5 Expectations: Expectations of the Board shall include but not be limited to: (a) being good listeners, (b) being respectful of all organization members, (c) thinking strategically, (d) acting consistently as good planners and forecasters, and (e) being knowledgeable in using common communication tools.
- 4.6 Oversight and Development: The Board shall develop, maintain, and adhere to policies and procedures ensuring that: (a) new Board members receive orientation; (b) the Corporation’s bylaws are regularly reviewed to ensure compliance with the law and suitability for the needs of the Corporation; (c) amendments to the bylaws are proposed when necessary and appropriate; (d) Board activity and actions are monitored for compliance with applicable law and best practices for nonprofit

corporations; (e) Board members participate actively and fulfill all assigned responsibilities; (f) Board members maintain compliance with the Corporation's conflict of interest policy, submitting disclosure statements as required; and (g) Board self-assessment is ongoing.

- 4.7 Election/Vacancies: At each annual meeting of the Corporation (as described in Section 6.1 of these bylaws) where a quorum (as defined in Section 6.6.2) is present, Directors (excluding Ex Officio Directors) to serve for the ensuing term shall be elected by a vote, in person or by proxy (which may include a specific voting choice and/or empower an individual to cast a vote determined by said individual), of a majority of the members of the Corporation. Nominees shall be provided to the members of the Corporation by a Nominating Committee (as defined in Section 7.2.3) not less than seven (7) days prior to each election. Additionally, nominations may be submitted from the floor at the annual meeting with the permission of any person being so nominated. Board officer vacancies occurring prior to the end of a term may be filled through election by the remaining Directors who hold voting privileges until the next annual meeting, at which time a candidate shall be elected by members of the Corporation to complete the remainder of the term.
- 4.8 Term: Each Director shall hold office for a term of two (2) years or until such time as a replacement Director is elected, not to exceed ninety (90) days. Terms shall commence at the beginning of the fiscal year. Initial Directors shall be divided into two (2) approximately equal groups, one-half (1/2) of them to serve for an initial term of one (1) year and one-half (1/2) to serve for an initial term of two (2) years. No person (excepting the Artistic Director) shall serve more than two (2) consecutive full terms on the Board with the exception that, upon approval by the Board, a Director may extend his or her term for one (1) year to serve as immediate past president or immediate past treasurer. Persons serving an initial term of less than two (2) years may serve for two (2) additional two (2)-year terms. After serving the maximum time allowed, a person may again serve after being off the Board for one (1) year.
- 4.9 Removal: Any member of the Board of Directors may be removed from office, with or without the assignment of any cause, by a majority vote of the Board present at any meeting at which there is a quorum (as defined in Section 6.6.1). A vote for removal may occur at any meeting of the Board convened in compliance with these bylaws, provided that written notice of the intention to consider removal of such member has been included in the notice of the meeting. No member shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.
- 4.10 Employment by the Corporation shall disqualify an individual and any member of the individual's immediate family from eligibility as Executive Officers. Employment of a Director, other than the Artistic Director, or a member of a Director's immediate family by the Corporation shall lead to the resignation of the Director from the Board.

4.11 Resignation: A Director may resign by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President. Failure of any Director to participate in the activities of the Board of Directors as evidenced by the failure to attend at least three-quarters (3/4) of the meetings of the Board of Directors in a twelve (12)-month period shall be considered an automatic resignation.

5. OFFICERS OF THE BOARD:

5.1 Election/Vacancies: The officers shall consist of President, Secretary, Treasurer, and Director of Donor Relations. At each annual meeting of the Corporation where a quorum (as defined in Section 6.6.2) is present, officers to serve for the ensuing term shall be elected by a vote, in person or by proxy (as defined in Section 4.7), of a majority of the members of the Corporation. Nominees shall be provided by a Nominating Committee as defined in Section 7.2.3. Additionally, nominations may be submitted from the floor at the annual meeting with the permission of any person being so nominated.

5.2 Term: Excepting initial Directors as stated in Section 4.8, officers shall serve a term of two (2) years or until such time as a replacement Director is elected. No officer shall serve more than two (2) consecutive terms. Terms shall coincide with the Corporation's fiscal year.

5.3 Resignation: An officer may resign by submitting a written resignation to the President or Secretary. If the resigning officer is the President, the officer may resign by submitting a written resignation to the other Directors.

5.4 Authority and Duties: The officers shall have the authority and responsibilities delegated by the Board as follows:

5.4.1 The President shall preside at and conduct all meetings of the Board and of the Executive Committee (as defined in Section 7.2.1). The President may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties that are ordinarily the function of the office or that are assigned by the Board. Such duties include but are not limited to: (a) appointing committee chairs and Support Team leaders (subject to approval by the Board of Directors pursuant to Section 7); (b) making interim appointments as needed (pursuant to Section 7); (c) approving all expenditures by the Treasurer, except those approved by the Board; (d) serving as second signer of checks; and (e) serving as an Ex Officio member of all committees.

5.4.2 The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available minutes of the previous meeting and distribute within two (2) weeks after such meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the

minutes and a current listing, with contact information, of the Directors at the office of the Corporation. Other duties include but are not limited to: (a) presiding over Board meetings in the absence of the President; (b) ensuring that the Corporation adheres to and conducts business in accordance with its bylaws, including responsibility for monitoring Board attention to insurance as required in Section 14; (c) preparing a task list at each meeting and sending to the Board within two (2) weeks of each meeting; (d) keeping a current membership roster; and (e) serving as Board liaison for the Administrative Support Team.

5.4.3 The Treasurer shall ensure that there is timely and adequate management of financial resources and quarterly reporting to enable the Board to monitor the organization's financial resources. The Treasurer shall advise the Board of any significant financial matters that require action by the Board. If required, the Treasurer shall ensure that the Board engages a qualified auditor for an annual examination of the financial statements. Other duties include but are not limited to: (a) presiding over Board meetings in the absence of both the President and the Secretary; (b) preparing a budget in conjunction with the Board; (c) collecting and depositing all funds; (d) signing checks (in accordance with Section 17) and paying expenses within current budget, or as authorized by President or the Board; (e) retaining records regarding the purchase of equipment, music, and other real property for term of ownership in a secure location, retaining other financial records for seven (7) years according to federal guidelines and ensuring proper disposal of such records after seven (7) years; (f) providing records for inspection upon request by the Board or other authorized persons; and (g) preparing and filing all required IRS forms or forms from other regulatory/taxing entities.

5.4.4 The Director of Donor Relations shall ensure that there is timely and adequate management of donor resources and quarterly reporting to enable the Board to monitor the organization's donor resources. The Director of Donor Relations shall advise the Board of any significant donor matters that require action by the Board. Other duties include but are not limited to: (a) developing, administering, and managing grants; (b) developing, administering, and managing corporate sponsorships; (c) managing the capital campaign; and (d) recruiting help from the general membership.

## 6. MEETINGS:

6.1 Annual Meeting: The annual meeting of the Corporation shall be held at such date and time as is determined by the Board prior to the end of the current fiscal year. This meeting shall include a vote, in person or by proxy (as defined in Section 4.7), of a majority of the members of the Corporation, for the election of officers (excluding the Artistic Director) whose terms are expiring. Additionally, an annual financial report shall be provided to general members of the Corporation by the Board at this meeting.

The annual meeting and any voting conducted as part of the meeting may be conducted virtually and/or in person as determined by the Board.

6.2 Regular Board Meetings: Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President. Robert's Rules of Order shall be followed. Any member of the Corporation may attend. Regular Board meetings and any voting conducted as part of the meetings may be conducted virtually and/or in person as determined by the Board.

6.3 Special Meetings:

6.3.1 Special Meetings of the Board: Special meetings of the Board shall be held at any time and at any place when called by the President or by at least two (2) Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting. Special meetings of the Board and any voting conducted as part of the meetings may be conducted virtually and/or in person as determined by the Board.

6.3.2 Special Meetings of the Corporation: Special meetings of the Corporation to include Directors and general members may be called by the Board or by petition delivered to the Secretary of twenty-five percent (25%) of the general membership eligible to vote. Special meetings of the Corporation and any voting conducted as part of the meetings may be conducted virtually and/or in person as determined by the Board.

6.4 Notice of Meetings:

6.4.1 Annual Meeting: Notice of the annual meetings shall be in writing and delivered at least seven (7) days and no more than thirty (30) days before the day of the meeting to all Corporation members. Written notice of meetings may be delivered by electronic transmission. Failure of any member to respond to notice shall not invalidate the meeting or any action taken at the meeting.

6.4.2 Regular Board Meetings: Notice of regular Board meetings, including the annual meeting, shall be in writing and delivered at least seven (7) days and no more than thirty (30) days before the day of the meeting to all Corporation members. Written notice of meetings may be delivered by electronic transmission. Failure of any member to respond to notice shall not invalidate the meeting or any action taken at the meeting.

6.4.3 Special Meetings of the Board: Notices of special meetings of the Board shall state that it is a special meeting being called and may be given orally or in writing at least forty-eight (48) hours prior to the meeting time. Written notice of meetings may be delivered by electronic transmission. Failure of any member to respond to notice shall not invalidate the meeting or any action taken at the meeting.

- 6.4.4 Special Meetings of the Corporation: Notice of special meetings of the Corporation shall be in writing and delivered at least seven (7) days and no more than thirty (30) days before the day of the meeting to all Corporation members. Written notice of meetings may be delivered by electronic transmission. Failure of any member to respond to notice shall not invalidate the meeting or any action taken at the meeting.
- 6.5 Executive Session: At any meeting of the Board where a quorum (as defined in Section 6.6.1) is present, the Board may, by a majority vote, decide to enter an executive session in which only voting Directors and other persons invited by the Board may be present. The decision to enter executive session shall be recorded in the minutes, and actions taken may be recorded in the minutes. Executive session minutes may be kept separately and confidentially and need not include the discussion, only actions taken.
- 6.6 Quorum:
- 6.6.1 At meetings of the Board, a quorum shall consist of a simple majority or fifty percent (50%) plus one (1) of the Directors with voting privileges then serving, present in person including as defined in Section 6.8 below.
- 6.6.2 At meetings of the Corporation, a quorum shall consist of fifty percent (50%) plus one (1) of the general members of the Corporation present in person or by proxy (as defined in Section 4.7).
- 6.7 Voting: Except as otherwise provided in these bylaws, decisions of the Board shall be by vote of a majority (fifty percent [50%] plus one [1] of those present assuming a quorum [as defined in Section 6.6.1]), but not less than one-third (1/3) of the Directors then serving. Each Director shall have one (1) vote. Directors may vote only in person or as defined in Section 6.8 below. There shall be no proxy voting.
- 6.8 Telephone and Electronic Participation: Directors may participate in Board meetings and vote on matters discussed therein by means of a conference telephone or similar communications equipment such that all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in-person presence of the Director at the meeting.
- 6.9 Action without Meeting: Any action that may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.
7. COMMITTEES AND SUPPORT TEAMS: The Board of Directors, by resolution adopted by a majority of the Board of Directors present at a meeting where there is a quorum (as defined in Section 6.6.1) may designate one or more Support Teams, hereinafter referred to as “teams” and “committees.” Committees and teams may be

formed on an ad hoc basis or may be standing teams or committees as provided below or in the resolution. The Board President shall solicit recommendations for committee chairs and team leaders and then appoint all committee chairs and team leaders. All such appointments must either be approved by the Board prior to the appointment or be ratified at the next Board meeting. The President, Secretary, Treasurer, Director of Donor Relations, and Artistic Director are precluded from serving as leaders of any Support Team. Every team not led by a Board member shall report to a designated Board member in accordance with Sections 7.2.4 and 7.2.8. All teams must keep records of their activities and make periodic reports to the Board, the frequency of which shall be determined by the Board. Any committee chair or team leader may be removed from their leadership role, a committee, and/or a team, with or without the assignment of any cause, by a vote of the majority of the Directors in office. A vote for removal may occur at any meeting of the Board convened in compliance with these bylaws.

7.1 Each committee and team shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors. However, neither a committee nor team may by itself:

- 7.1.1 Approve action that requires full Board approval by law;
- 7.1.2 Fill vacancies on the Board of Directors, any of its committees, or Support Team leadership, with the exception that the Executive Committee (as defined in Section 7.2.1) may do so until such time as the full Board can meet;
- 7.1.3 Amend the Articles of Incorporation;
- 7.1.4 Adopt, amend, or repeal the Bylaws;
- 7.1.5 Approve a plan of merger, consolidation, or dissolution or transfer of assets of the Corporation;
- 7.1.6 Employ or discharge anyone from employment with the Corporation, with the exception of the Executive Committee (as defined in Section 7.2.1);
- 7.1.7 Enter into any agreement, contract, or obligation on behalf of the organization, other than the Executive Committee if so charged;
- 7.1.8 Portray themselves as representing the organization as a whole publicly, other than the Executive Committee if so charged.

7.2 There shall be the following standing committees and teams in addition to any others authorized by the Board:

- 7.2.1 Executive Committee: The Executive Committee shall be comprised of the President, the Secretary, the Treasurer, the Director of Donor Relations, and the Artistic Director. The Executive Committee shall possess and exercise all powers of the Board of Directors in the management of the business and affairs of the Corporation that lawfully may be exercised by the Executive



Committee, except as specified in Section 7.1. The Executive Committee shall provide complete reports on actions taken at its meetings along with minutes of the meetings to the full Board and may elect to do so in executive session. The Executive Committee is responsible for evaluating the job performance of the Artistic Director and, as necessary, for succession planning.

7.2.1.1 Duties: Duties of the Executive Committee shall include but not be limited to: (a) making all day-to-day operating decisions that cannot wait for full Board approval; (b) hiring/contracting, evaluating, and, if necessary, terminating any paid staff members; (c) ensuring financial transparency and the appropriate use of all Corporation assets; (d) planning the agenda for Board meetings to maximize the involvement of Support Team leaders; and (e) planning the agenda for annual and special Corporation meetings.

7.2.1.2 Expectations: Expectations of the Executive Committee shall include but not be limited to: (a) building support for major changes and (b) developing the skills and organizational knowledge of all members.

7.2.1.3 Meetings: The Executive Committee shall meet at least once a month unless no pressing business is before the Board.

7.2.2 Finance Committee: The Finance Committee shall be responsible for oversight of the financial operations of the Corporation and ensuring the financial stability of the Corporation. While serving on the Finance Committee, a member of the Committee shall not: (a) accept any consulting fee, advisory fee, or other compensation or benefits from the Corporation or (b) have participated in any other transactions with the Corporation in which he or she has a financial interest within the previous year. The Finance Committee shall undertake at a minimum the following responsibilities:

7.2.2.1 Oversee an annual financial review of the Corporation conducted by two (2) qualified individuals (one [1] internal to the Corporation and one [1] external to the Corporation), including appointing said individuals and receiving their report. The Finance Committee should ensure that the full Board receives and approves the financial review, and the Finance Committee should monitor implementation of any recommendations made by or as a result of the financial review. A separate committee or a subcommittee of the Finance Committee may be appointed to oversee the financial review provided the full Board has the opportunity to approve it.

7.2.2.2 Recommend and review policy and procedures for: (a) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters and (b) the confidential, anonymous submission by employees of the

Corporation of concerns regarding questionable accounting, auditing, or other financial matters.

7.2.2.3 Periodically review and discuss the quality, quantity, substance, and dissemination of financial information provided to the Board of Directors and the Committee, recommending improvements as necessary.

7.2.2.4 Monitor the investments of the Corporation and develop and recommend to the Board changes to the Corporation's investment and endowment policies as appropriate.

7.2.2.5 Periodically review and discuss corporate risk management, recommending improvements as appropriate.

7.2.3 Nominating Committee: As needed, the Board President shall appoint a nominating committee of at least three (3) but no more than five (5) individuals comprised of Board members and non-Board members of the Corporation. The Nominating Committee shall:

7.2.3.1 Identify and recruit qualified individuals to be nominated to serve on the Board of Directors and recommend to the Corporation candidates for: (a) President; (b) Secretary; (c) Treasurer; and (d) Director of Donor Relations whose terms of office are expiring;

7.2.3.2 Assist the Board President in identifying and recruiting qualified individuals to serve as Support Team leaders;

7.2.3.3 Present a slate of nominees for positions as identified in Section 7.2.3.1 to the members of the Corporation for voting pursuant to Sections 4.7 and 5.1 at the annual meeting of the Corporation.

7.2.4 Administrative Support Team: The Administrative Support Team shall advance the effective functioning of the Corporation through attention to organizational, logistical, and management elements. This team's functions include but are not limited to: (a) recordkeeping, (b) scheduling, and (c) maintenance of a Corporation central database. The Administrative Support Team Leader shall report to the Secretary.

7.2.5 Member Support Team: The Member Support Team shall ensure a welcoming format for support to all members throughout their careers with the Corporation. This team's functions include but are not limited to: (a) recruitment, (b) volunteer coordination, (c) social, (d) internal communications, and (e) professional development. The leader of this team shall serve as an Ex Officio Director with voting privileges.

7.2.6 Outreach Support Team: The Outreach Support Team shall develop and maintain community and educational relationships. This team's functions include but are not limited to: (a) community outreach, (b) education outreach,

and (c) diversity outreach. The leader of this team shall serve as an Ex Officio Director with voting privileges.

7.2.7 Media and Marketing Support Team: The Media and Marketing Support Team shall promote the Corporation and its events, maintaining external communications with the public through a variety of methods. This team's functions include but are not limited to: (a) website, (b) social media, (c) communications, (d) publicity, and (e) marketing. The leader of this team shall serve as an Ex Officio Director with voting privileges.

7.2.8 Music and Event Support Team: The Music and Event Support Team shall oversee all aspects of Corporation events from design to implementation. This team's functions include but are not limited to: (a) special events, (b) venue coordination, and (c) production and stagecraft (under the direction of the Artistic Director). The Music and Event Support Team Leader shall report to the Artistic Director.

### 7.3 Support Team Leaders Duties and Expectations:

7.3.1 Duties: Duties of each team leader shall include but not be limited to: (a) representing their support team on/to the Board; (b) periodically reporting team status to the Board; (c) executing operational decisions by the Board; and (d) executing financial responsibilities.

7.3.2 Expectations: Expectations of each team leader shall include but not be limited to: (a) facilitating cooperation between teams and (b) facilitating the use of operational knowledge in Board decision-making.

8. ADVISORY COUNCIL: The Board of Directors, by resolution adopted by a majority of the Board of Directors present at a meeting where there is a quorum (as defined in Section 6.6.1), may designate an Advisory Council to serve as a support resource to the Executive Committee, Board of Directors, committees, Support Teams, and/or the Corporation. Should the Board designate an Advisory Council, Directors shall define its parameters, functions, and responsibility. The Advisory Council may be formed on an ad hoc, project, or standing basis. The Board President shall solicit recommendations for Advisory Council leadership and membership. All such appointments must either be approved by the Board prior to the appointment or be ratified at the next Board meeting.

8.1 Purpose and Role: The Advisory Council is a group of individuals that may effectively supplement the Board's knowledge, skills, and abilities to help guide the organization toward its stated mission, including but not limited to multiple functions.

8.2 Authority: The Advisory Council has no authority. The primary role of the Advisory Council is to provide the Executive Committee, the Board, the Support Team leaders, the committees, and/or general membership with key information and to make independent recommendations to them on certain matters.

8.3 Functions: The Advisory Council and its individual members may perform multiple functions, including but not limited to:

- 8.3.1 Providing technical expertise, advice, mentoring and/or coaching in specific areas, including but not limited to: (a) governance, (b) technology, (c) finance, (d) policy, (e) law, (f) marketing, and (g) public relations;
- 8.3.2 Fulfilling roles for a nonprofit program where the organization's primary purpose is not business-based, including but not limited to: (a) providing an independent sounding board for the Board of Directors, (b) helping to spearhead a special project from planning to completion, (c) nominating and vetting candidates for specific positions and/or assignments, and (d) searching/researching topics and issues as assigned;
- 8.3.3 Providing leadership and/or support with fundraising for a specific initiative or project;
- 8.3.4 Serving as an advocate for the Corporation;
- 8.3.5 Fulfilling specific assignments as solicited by the Board, including but not limited to: (a) serving in an honorary role, (b) serving as a non-voting Ex Officio Director, and (c) serving as a spokesperson for the Corporation.

8.4 Membership: Advisory Council members may be internal or external to the Corporation. Members of the Corporation may not be appointed to the Advisory Council if serving as a Director or fulfilling more than one support team role.

8.5 Leadership: The Board President may assign an internal or external Advisory Council member as Advisory Council Leader. Any such assignment must either be approved by the Board prior to the assignment or be ratified at the next Board meeting.

## 9. APPOINTED OFFICERS AND STAFF:

9.1 The Executive Committee shall appoint an Artistic Director every two (2) years for a two (2)-year term. Duties of the Artistic Director shall include but not be limited to: (a) collaborating with the Music and Events Support Team with regard to its functions; (b) serving as Board liaison for the Music and Events Support Team; (c) proposing, annually, a music program budget for Board action and executing associated financial responsibilities; (d) maintaining overall responsibility for the music program within Board-approved budgetary limits; (e) scheduling and holding auditions; (f) scheduling and conducting rehearsals, both regular and special; (g) assessing skills of probationary ringers; (h) accepting and dismissing performers in accordance with the Corporation's membership policies; (i) preparing and conducting performances; (j) selecting music for performances; (k) determining which performance invitations and opportunities will be accepted (in collaboration with the Board); and (l) developing the concert schedule (in collaboration with the Board).

9.2 The Executive Committee may appoint additional staff as needed.

9.3 All staff, hired or contracted, shall be subject to hire, contracting, evaluation, and termination by the Executive Committee.

10. **CONFLICT OF INTEREST:** The Board shall adopt a conflict of interest policy that covers Board members, staff members, and volunteers with significant decision-making authority with respect to the resources of the organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum (as defined in Section 6.6.1) is present. An interested party shall not be counted for purposes of determining whether a quorum (as defined in Section 6.6.1) is present nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.
11. **INDEMNIFICATION:** The Corporation shall indemnify its directors and officers to the fullest extent permitted by state and federal law including the payment of related legal expenses.
12. **EXONERATION:** To the fullest extent permitted by state or federal law, no director or officer of this Corporation shall be personally liable to the Corporation or its members for damages. No amendment of the bylaws or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission that occurred prior to such amendment or repeal.
13. **IMPROPRIETY:** Board members shall not be automatically exonerated in the case of intentional misconduct.
  - 13.1 The Corporation shall have a means for all Board members, staff, and volunteers to report any suspected impropriety or misuse of organizational resources.
  - 13.2 The Corporation shall have a policy in place prohibiting retaliation against persons reporting improprieties.
14. **INSURANCE:** The Board shall evaluate the organization's needs for insurance coverage as appropriate for its activities, including but not limited to general liability insurance and directors' and officers' liability insurance.
15. **COMPENSATION:** The Directors of the Corporation shall serve without compensation. Directors may be reimbursed for pre-approved expenses reasonably incurred on behalf of the Corporation. Nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Corporation in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy and these bylaws.

16. **CORPORATE RECORDS:** The Corporation shall keep, in written and/or electronic form, at the principal office of the Corporation or other central location designated by the Board of Directors, correct and complete books and records of account; minutes of the proceedings of the Board of Directors and all committees; a record of the names and addresses of the Directors; and the Corporation's Articles of Incorporation, bylaws, and Board-approved policies. The Corporation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its three (3) most recently filed IRS Form 990s. Upon written request, all books and records of the Corporation may be inspected by any Director within a reasonable time but no longer than fifteen (15) business days.
17. **SIGNATURE AUTHORITY:** All checks, notes, acceptances, and orders for payment of money not greater than \$250 shall be signed (or approved electronically) by any individual(s) authorized by the Board as described in the Corporation's financial policies. All checks, notes, acceptances, and orders for payment of money greater than \$250 shall require the signatures (or electronic approval) of two (2) individual(s) authorized by the Board as described in the organization's financial policies. All contracts, leases, and deeds of any kind shall be signed by the President or any other agent of the Corporation designated by the Board.
18. **FISCAL YEAR:** The fiscal year of the Corporation shall be from July 1st to June 30th.
19. **AMENDMENTS:** These bylaws may be amended by a two-thirds (2/3) vote of the members of the Corporation present in person or by proxy (as defined in Section 4.7) and entitled to vote at a meeting at which a quorum (as defined in Section 6.6.2) is present. Any proposed amendment(s) must be submitted to members of the Corporation in writing with written notice of the meeting to decide on the proposed amendment(s) at least seven (7) days prior to the meeting date.
20. **NON-DISCRIMINATION:** The Corporation shall not discriminate against any person on the basis of age (40 and older), marital status, sex (including pregnancy, childbirth, and related medical conditions), race, color, national origin, citizenship status, ethnicity, sexual orientation, gender identity, disability (physical or mental), genetic information, or political or religious opinion or affiliation in any of its policies, procedures, or practices.
21. **DISSOLUTION:** The Corporation may be dissolved by a two-thirds (2/3) vote of the Directors then serving, provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board shall dispose of all of the net assets of the Corporation in accordance with Paragraph 8 of the Certificate of Incorporation. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.