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Amended: 11/03/2005

BY-LAWS  
THE FESTIVAL CHOIR, INC

ARTICLE I. NAME

The name of the corporation shall be The Festival Choir, Inc.

ARTICLE II. PURPOSES

A. The purposes of this organization shall be to promote, encourage, and increase public knowledge and appreciation of vocal music; to cultivate and promote musical and cultural ideals on national and international levels through rehearsal and performance of vocal music; and to carry out all other purposes necessary or incident to the above. All of the above purposes are to be exclusively charitable, educational, or literary within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as may be amended from time to time.

B. In furtherance of its purposes stated in this Article, this corporation shall have all powers, rights, and privileges conferred on nonstock corporations under the laws of Wisconsin, but notwithstanding any provisions of these Articles, this corporation shall not have the power to devote any part of its activities to influence legislation, nor shall this corporation have the power to participate in, or intervene in (including the publishing and distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE III. BOARD OF DIRECTORS

A. The policy-making body of The Festival Choir, Inc. shall be the Board of Directors ("Board").

B. The Board shall comprise no fewer than nine members including five participating members of the choir and at least four other persons from the community of Wisconsin. No paid personnel of The Festival Choir, Inc. shall serve as a voting member of the Board as a whole.

C. Members of the Board shall be nominated by the Executive Committee and elected by the Board as a whole.

D. The term of office for each member of the Board shall be three years except at the initial stage, when three members shall be elected for a one-year term, three members for a two-year term, and three members for a three-year term.

E. The Board shall hold its annual meeting near the close of its fiscal year. It will also meet as necessary to conduct its business. All meetings of the Board will be announced in advance by written notice. A quorum will consist of a majority of the members.

F. The Board shall be responsible for the determination and implementation of all policy matters pertinent to the organization. Pertinent policy matters shall include, but not be limited to, the following:

- (1) Handling all budgetary, financial, and insurance matters, including funding the organization, and collecting and disbursing funds.
- (2) Establishing appropriate membership policy and determining membership dues.
- (3) Recruiting, appointing, compensating, and removing paid personnel.
- (4) Hearing any appeals of actions of paid personnel that may be brought before the Board.
- (5) Providing, in consultation with the Music Director, all necessary facilities for rehearsal and performance.
- (6) Authorizing and promoting public appearances, performances, or any other events involving The Festival Choir, Inc.
- (7) Representing The Festival Choir, Inc. in any official capacity with other organizations, governments, the press, and the like.

G. The Board may delegate its responsibilities, with the exception of funding the organization, to the Executive Committee and to paid personnel as it deems appropriate. In addition, the Board may authorize the creation of special ad hoc committees and assign them such duties as it deems appropriate.

H. Any Board member may be removed by the Board whenever in its judgment the best interests of the organization will be served thereby. The Board member shall be notified of the proposed removal action at least seven days in advance of the meeting and shall be permitted to speak in his/her own behalf at such meeting. Removal shall be by a two-thirds vote of the Board.

#### ARTICLE IV. OFFICERS AND EXECUTIVE COMMITTEE

A. The Board shall from among its members elect corporate officers including a President, Vice President, a Secretary, a Treasurer, and any other officers as may be deemed necessary or desirable. No person may hold more than one office concurrently.

B. The officers as named above shall comprise the Executive Committee, which shall be responsible for conducting the daily business and affairs of The Festival Choir, Inc.

C. The officers shall be elected annually, and each officer shall hold office until his/her successor shall have been elected or until his/her death or resignation, or until his/her removal in the manner herein provided.

D. A vacancy in any office because of death, resignation, removal, or otherwise shall be filled by the Board for the unexpired term.

E. The President shall be the principal executive officer of The Festival Choir, Inc. and shall in general supervise and control all of the daily business and affairs of the organization, subject to Article III, section F.

F. In the absence of the President or in the event of his/her death, inability, or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall otherwise perform all duties which the President may delegate to the office of Vice President.

G. The Secretary shall keep the minutes of the meetings of the members, the Executive Committee, and the Board of Directors; give all notices required to be given under these by-laws or as required by law; be custodian of the records of the organization; maintain a register of the addresses of each member; sign with the President or Vice President such documents as require his/her attestation; and in general perform all duties incident to the office of Secretary as may be delegated to him/her by the President. These duties or any part thereof may be delegated by the Board of Directors to such paid personnel as they may appoint.

H. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the organization; give all receipts for monies due and payable; deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and in general perform all duties incident to the office of Treasurer and such other duties as may be delegated to him/her by the President. These duties or any part thereof may be delegated by the Board of Directors to such paid personnel as they may appoint.

#### ARTICLE V. MUSIC DIRECTOR AND OTHER MUSICAL STAFF

A. The Music Director ("Director") of The Festival Choir, Inc. shall be appointed by the Board, which shall contract for his/her services on a yearly basis.

B. The Director may appoint assistant directors, accompanists, or other musical staff deemed necessary by the Director, subject to approval by the Board.

C. The Director shall have exclusive authority to audition and select persons for participating membership, subject to Board policy.

D. The Director shall with the approval of the Board conceive the musical programming; rehearse the music; and conduct performances.

#### ARTICLE VI. OTHER PAID PERSONNEL

The Board shall appoint any other paid personnel, such as Business Manager, Tour Manager, and the like, whenever appropriate.

#### ARTICLE VII. FISCAL YEAR

The annual fiscal and accounting period for this corporation shall be from July 1 to June 30.

#### ARTICLE VIII. DISTRIBUTION OF EARNINGS

This corporation shall pay no dividend and no part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or any other private person, except that the corporation shall be authorized to pay reasonable compensation for services rendered.

## ARTICLE IX. DISSOLUTION

Upon dissolution of this corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as the exempt organization under, section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

## ARTICLE X. AMENDMENTS

These by-laws may be altered, amended or repealed by a two thirds majority of the Board members present at any meeting for which a quorum is present. Copies of the proposed amendments shall be distributed to every member at least seven days prior to the meeting.