

By-Laws of Ames Children's Choirs Association, Inc.

Article 1. Membership

The members of the Corporation shall be the parents and guardians of choir members. The members are expected to contribute time and energy as necessary to promote and carry on the work of the Ames Children's Choirs (ACC).

Article 2. Fiscal Year

The fiscal year of the Corporation shall end on the last day of June in each year.

Article 3. Membership Meetings

3.1 Annual Meeting. There shall be an annual members' meeting each year during the ACC Spring Concert, for election of the Board of Directors and for receiving the annual reports of officers, directors, and committees, and the transaction of other business.

3.2 Special meetings. The Board of Directors or the Executive Committee at their discretion may call special meetings. Upon written request of ten Corporation members, the Board of Directors shall call a special meeting to consider a specific subject. Notice for any special meeting is to be given to the membership ten days in advance. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.

3.3 Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of this Corporation may be held at any time and at any place within or without the State of Iowa, and any action may be taken at such meeting, if every member having the right to vote at the meeting waives notice in writing.

3.4 Quorum. The presence at any meeting in person of twenty (20) members of the Corporation shall be necessary to constitute a quorum for the transaction of business.

3.5 Voting. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the Corporation members present in person.

3.6 Order of business. The order of business shall be as follows at all the meetings of the Corporation:

1. Call of the roll
2. Election of new members of the board
3. Other business

The Chair without debate shall decide any question as to priority of business. This order of business may be altered or suspended at any meeting by a majority vote of the members present.

Article 4. Directors

4.1 Number. The property, affairs, activities, and concerns of the Corporation shall be vested in a Board of Directors, consisting of at least six and no more than 17 directors. The directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. The number may be increased or decreased, from time to time, by vote of the members. When the number of directors is decreased, each director in office is to serve until the director's term expires, or until resignation or removal as provided below at section 4.9.

4.2 Qualification. The Board shall be elected from the members of the Corporation and from the community at large. Candidates are qualified by interest in the welfare of the Corporation and other community performing-arts groups, willingness to share ideas, experience and expertise, and interest and willingness to work as required of a Board member. The Board should strive to see that no more than 50% of the Directors are parents or guardians of children currently participating in the Ames Children's Choirs.

4.3 Election of directors and term. New directors shall serve for three year terms beginning with the first meeting after July 1. The Board will strive to maintain a rotation of approximately one third of the directors' terms expiring each year. At each annual meeting thereafter, a number of directors equal to that of those whose terms have expired shall be elected for a term of three years. At the expiration of any term of three years, any director may be reelected.

4.4 Duties of directors. The Board of Directors may: (1) hold meetings at such times and places as it thinks proper; (2) admit members, or remove them, by vote; (3) appoint committees on particular subjects from among the members of the Board, or from among other members of the Corporation; (4) audit bills and disburse the funds of the Corporation; (5) ensure that the Bookkeeper's accounts are reviewed by an audit committee at least once each year and reported back to the board; (6) print and circulate documents and publish articles; (7) carry on correspondence and communicate with other corporations and associations interested in the purposes of the Corporation; (8) employ agents; and (9) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the Corporation and to best protect the interests and welfare of the members.

4.5 Meetings of the Board. Regular meetings of the Board of Directors are held monthly at a time and place to be determined. The directors at the first meeting of each fiscal year will determine a meeting schedule. The Secretary shall send out a reminder to every director at least five days before each meeting. The President may, when the President deems necessary, or the secretary shall, at the request in writing of three

directors, issue a call for a special meeting of the Board on five days' notice. Such special meetings can be held by telephone conference call.

4.6 Quorum. One-half of the number of directors shall constitute a quorum for the transaction of business. In the absence of the President and President-elect, the quorum present may choose a chair for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than 10 days later.

4.7 Order of business. The order of business shall be as follows at all the meetings of the Board or Executive Committee:

1. Call of the roll
2. Approval of the minutes
3. Staff reports
4. Committee Reports
5. Old Business
6. New Business
7. Executive committee (closed session) as needed

4.8 Absence. Should any director be absent from three consecutive meetings of the Board without sending a communication to the President or Secretary stating the reason for so doing, or if the Board should not accept the excuse, the director's seat may be declared vacant, and the President may forthwith proceed to fill the vacancy.

4.9 Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote of the remaining directors at its next scheduled meeting or at a special meeting called for that purpose. The election shall be held within 60 days after the occurrence of the vacancy. Any person so elected shall hold office until the next annual meeting, or until the election and qualification of his successor.

4.10 Removal of directors. Any one or more of the directors may be removed at any time, by a vote of two-thirds of the directors present at any special meeting called for that purpose.

4.11 Informal action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent, in writing, setting forth the action taken, is circulated and approved in writing by all of the directors entitled to vote with respect to the subject matter.

Article 5. Officers

5.1 Number. The officers of the Corporation shall be a President, a President-Elect, a Secretary and a Treasurer. Any director may simultaneously hold one or more offices.

5.2 Method of Election. The Board of Directors shall elect all officers for a term of one year, beginning at the first meeting following the annual meeting.

5.3 Duties of officers. The duties and powers of the officers of the Corporation shall be as follows:

5.3.1 President. The President shall preside at the meetings of the Corporation and of the Board of Directors and of the Executive Committee, and shall be a member ex-officio, with the right to vote, of all committees except the Nomination Committee. At the annual meeting of the Corporation and such other times as the President deems proper, the President shall communicate to the Corporation or to the Board of Directors such matters and suggestions as may in the President's opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the President.

5.3.2 President Elect. The President-Elect shall be responsible for planning general fund-raising events for the benefit of the Corporation and will work closely with the President and Artistic Director in planning and executing activities related to this field of responsibility. The President-Elect shall further fulfill any other duties as assigned by the Board of Directors. At the request of, or in the case of the death or absence of the President, the President-Elect shall perform the duties and possess and exercise the powers of the President.

5.3.3 Secretary. The Secretary shall record the business of the Board, be responsible for notifying Board members of the time and place of their meetings, prepare minutes and agenda, and distribute them to Board members at least two days in advance of each regular meeting. The Secretary shall perform all duties appropriate to the office of Secretary as well as any others assigned by the President and the Board.

5.3.4 Treasurer. The Treasurer shall keep an account of all monies received and expended for the use of the Corporation and shall make disbursements as necessary. The Treasurer shall place all sums received for deposit in a financial institution approved by the Executive Committee, and shall distribute a report of such deposits at the monthly board meetings. The Treasurer shall keep records and report delinquent payments to the Board in a timely manner. The Treasurer shall make an annual report available to the Membership. With the approval of the Board, the Treasurer may delegate most of his/her duties to a paid Bookkeeper. The Bookkeeper may serve as a director of the Board but may not serve as an Officer. Funds may be drawn only upon the signature of the Treasurer or the Bookkeeper.

The funds and books in the Bookkeeper's hands shall at all times be under the supervision of the Treasurer and subject to his/her inspection and control. At the expiration of the Treasurer's term of office, the Treasurer shall deliver over to the

newly elected Treasurer all books, monies, and other property pertaining to the Treasurer's duties, or, in the absence of a newly elected Treasurer, to the President. In case of the absence or disability of the Treasurer, the Executive Committee may appoint a treasurer pro tempore.

The Treasurer and the Bookkeeper shall give to the Corporation such security for the faithful discharge of duties as the Board may require.

5.4 Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

5.5 Compensation. No officers shall receive salary or compensation.

Article 6. Committees

6.1 Executive Committee. The President, the President-Elect, the Past President, the Treasurer, and the Secretary shall constitute an Executive Committee. The Executive Committee shall propose the appointment of employees as may be necessary to conduct the business of the Corporation to the Board of Directors. They may act on behalf of the Corporation in any matter when the Board of Directors is not in session, reporting to the Board of Directors for its ratification of their action at each regular or special meeting called for the purpose. Three members shall constitute a quorum for the transaction of business [of the Executive Committee]. Meetings may be called by either the President or by two other members.

6.2 Committee on Nominations. Each January the President shall appoint a Committee on Nominations of not less than three Corporation members, none of whom shall be a current Director, whose duty it shall be to nominate candidates for Directors to be elected at the next annual meeting. The Chair of this committee shall be the Past-President. The committee shall report the tentative slate of candidates to the Board at their April meeting. The Board of Directors shall approve the final slate of candidates.

6.2.1 Independent nominations. Nominations for directors may also be made, endorsed with the names of not less than five members of the Corporation, if forwarded to the Secretary at least 15 days prior to the annual meeting of the Corporation. These nominations shall be included in the slate of nominees shared with the members of the Corporation.

6.3 Budget Committee. The Budget Committee shall develop and propose a draft budget for the Corporation prior to the start of each fiscal year. The Budget Committee shall be comprised of no more than three Directors and the Treasurer, working in conjunction with the Artistic Director, and the Bookkeeper.

6.4 Audit Review Committee. The Audit Review Committee, comprised of two (2) non-executive Directors appointed by the President, shall inspect the financial records of the Corporation in conjunction with the Treasurer and Bookkeeper. The Audit Review

Committee will meet to prepare a full and complete account of the condition of the Corporation. The Committee's annual accounting shall be made to the Board at its November business meeting.

6.5 Other committees. The President shall, subject to the approval of the Board, appoint such other standing or special committees as may be necessary or expedient. The members of such committees shall hold office until the appointment of their successors or until such special committees are dissolved.

6.6 Committee quorum. A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any committee shall, by a majority vote of its entire membership, decide otherwise.

6.7 Committee vacancies. The various committees shall have the power to fill vacancies in their membership.

Article 7. Artistic Director

The Artistic Director shall be chosen by the Board of Directors and shall serve at its pleasure. The Artistic Director shall be responsible for carrying out all artistic responsibilities as described in a mutually agreed-upon contract.

Article 8. Seal

The Corporation shall have no seal.

Article 9. Amendments

These Bylaws may be altered, amended, or repealed, in whole or in part, and new bylaws may be adopted by a simple majority vote of those Corporation members casting votes. The proposed change(s) to these Bylaws shall be distributed to the Corporation membership at least 5 days in advance of a formal vote.

By unanimous consent of the membership of the Ames Children's Choirs Association, Inc., these revised bylaws are adopted on the 10 of July, 2010.