### BYLAWS OF THE COLUMBINE CHORALE

## Article I NAME, OFFICES, AND CORPORATE SEAL

- 1.1 <u>Name:</u> The name of this organization shall be The Columbine Chorale, hereinafter referred to as "the Chorale."
- <u>1.2 Registered Office</u>: The address of the registered office of the Chorale is 681 Birch St. Denver, CO 80220. The Chorale may have other such business offices and facilities within the State of Colorado as the Board of Directors may designate or as the activities of the Chorale may require from time to time.
- 1.3 <u>No Seal:</u> The Chorale shall not have a corporate seal. The emblem of the Chorale shall be approved by the Board and shall be displayed on all official publications of the Chorale.

### Article II PURPOSE, MISSION, AND VISION

- 2.1 <u>Purpose:</u> The purpose of the Chorale is to provide and operate a premier quality, mixed-voice, auditioned choir.
- 2.2 <u>Mission</u>: The Chorale was created for the express and ongoing purpose of providing its singers and audiences with the highest level of quality in choral music experiences. It is the fundamental goal of the Chorale to present performances of great choral literature in such a manner that reflects the Chorale's deep sense of commitment to the aesthetic beauty and profound integrity of the music itself
- 2.3 <u>Vision</u>: The Chorale commits to the enduring challenge of continuing to expand its repertoire in order to reach as large and as broad an audience base as possible.
- 2.4 <u>Restrictions on Earnings:</u> The Chorale is not organized for profit and no part of its earnings shall inure to the benefit of any private individual, member or otherwise, except that reasonable compensation may be paid for services rendered.
- 2.5 <u>Restrictions on Political Activities</u>: No substantial part of the activities of the Chorale shall be devoted to carrying on propaganda or otherwise attempting to influence legislation or to participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

# Article III MEMBERSHIP

- 3.1 <u>Auditions:</u> Membership in the Chorale shall be by audition with the Conductor or Assistant Conductor. Upon acceptance into the Chorale, each Member will be assigned a vocal part that is subject to change at the discretion of the Conductor or Assistant Conductor. The Conductor or Assistant Conductor can request a re-audition of any member at his/her/their discretion.
- 3.2 <u>Financial Obligations</u>: The Board shall have the power to establish reasonable dues, fees, and charges to be imposed on the membership of the Chorale. Upon payment or waiver of the annual

membership dues, a member shall be "in good standing" and shall be entitled to vote in all membership meetings. Should a member experience financial hardship and be unable to pay membership dues, fees and/or charges established by the board, he/she/they may request a waiver of dues by submitting a request to the President or the Treasurer of the Board.

3.3 <u>Attendance</u>: Continued membership in the Chorale shall be contingent on regular attendance at rehearsal and performances held in accordance with the schedule published at the beginning of each season. Extra rehearsals may be scheduled by the Conductor or Assistant Conductor from time to time. When illness, a prior commitment, or emergency prevents a member's attendance at rehearsal, the Conductor must be notified in a timely matter. Recorded mention of a future absence in the Future Absence Book constitutes notification to the Conductor.

The Conductor, at his/her/their sole discretion, may prohibit a member from participating in a performance due to the number of missed rehearsals, or missing the rehearsal immediately prior to a performance. Should a member be prohibited from participating in a performance, such notice must be delivered to the said member in writing, no less than twenty-four (24) hours prior to the performance.

<u>3.4 Removal of Members</u>: Once a person has been accepted into membership of the Chorale, he/she/they may be removed from membership only upon the recommendation of the Conductor or Assistant Conductor, followed by an affirmative vote of a majority of the Board.

#### Article IV BOARD OF DIRECTORS

- <u>4.1 Governing Powers and Definitions</u>: The Chorale shall be governed by a Board of Directors that shall have all powers and duties necessary or appropriate for the administration of the affairs of the Chorale. The combined Elected and Outside Directors of the Board are hereafter referred to as the Board. The term "the Board" does not include any ex-officio members.
- 4.2 <u>Number, Qualification, Election</u>: The Board shall be composed of no fewer than five (5) and no more than seven (7) currently singing Chorale members (hereafter referred to as the "Elected Directors") and no fewer than one (1) but no more than two (2) currently non-singing Directors (hereafter referred to "Outside Directors"). The offices of President, Vice-President, Secretary and Treasurer of the Chorale shall be filled by the Board from among its Directors, both Elected and Outside. Terms for Elected Directors shall be for two (2) years and for Outside Directors shall be for one (1) year. Outside Directors are not prohibited from holding any offices except for that of President. Directors shall be natural persons, eighteen (18) years or older, and are not required to be residents of the state of Colorado.

An annual election of the Elected Directors of the Board shall be conducted at a regular rehearsal or special membership meeting held during the month of March. The exact date of the election shall be determined by the Board and shall be announced to the membership at a regular rehearsal at least two (2) weeks prior to the date set for the election. Any member of the Chorale in good standing is eligible to be a candidate for election to the Board. Elected Directors shall be elected by secret ballot of Chorale members present and in good standing. Votes via email shall be accepted, but the Board does not guarantee anonymity of the voter should any member choose to vote via email.

Upon being elected to the Board, new Directors shall be designated as Directors-elect. A meeting of the outgoing Directors and the Directors-elect shall be held within one (1) calendar month of the election for the purpose of electing new Board officers. The outgoing President (or vice-President, if necessary) shall conduct this meeting and the newly Elected Directors and newly Elected Officers

shall assume their duties upon adjournment of this meeting. Other business may be conducted at this meeting.

- 4.3 <u>Term of Office</u>: Elected Directors shall be elected to overlapping, two-year terms. There shall be a limit of two (2) consecutive two-year terms for any Elected Director. Directors must then take one (1), two-year term off after two (2) consecutive terms and may then run again. If no member in good standing would like to run, the Board is allowed to overrule a term limit for a currently serving Elected Director whose term is ending upon majority vote.
- 4.4 <u>Outside Directors</u>: Elected Directors shall have the authority to fill these outside positions. Outside Directors of the Board shall have all the rights and privileges of the Elected Directors, including but not limited to voting and holding office, except where otherwise prohibited in these Bylaws. A four-fifths majority of the elected Board shall be necessary to create and fill such outside positions. An Outside Board position may be abolished by a four-fifths majority of the elected Board.
- 4.5 <u>Vacancies</u>, <u>Resignation or Removal</u>: Vacancies of Elected Directors caused by any reason shall be filled by a vote of the membership. An Interim Director may be appointed by the Board by an affirmative vote of the majority until an election can be held. Vacancies on the elected Board shall be filled by special election, and such special election shall be announced to the membership at a regular rehearsal at least two weeks prior to the date set for the election. Directors elected in this manner assume office immediately and assume the term duration of the former Board member being replaced.

Any Director may resign at any time by giving written notice to the board. A Director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any Director may be removed with or without cause, at any time, by a majority vote of the Board at a meeting called for the purpose in which a quorum is present, or by a majority vote of the Chorale members in good standing. A notice of the meeting and purpose shall be sent to each member of the Chorale at least three weeks prior to the date set for the meeting. An Outside Director may be removed from office prior to the end of his or her term by a four-fifths majority of the elected Board.

- 4.6 <u>Compensation:</u> No member of the Board shall receive any compensation for service in such an office, provided that the Chorale may reimburse any member of the Board for actual and reasonable expenses incurred in connection with service on the Board. This section shall not preclude any Director from serving the Chorale in any other capacity and receiving proper compensation, therefore.
- 4.7 <u>Standard of Conduct for Directors and Officers:</u> Each Director and Officer shall perform their duties in good faith, in a manner he/she/they reasonably believe to be in the best interest of the Chorale, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by Directors or members of the Chorale. Each Director shall adhere to the highest ethical standards of fiduciary duty in all matters and transactions.
- 4.8 <u>Regular Meetings:</u> Meetings of the Board shall be held quarterly. Notice of regular meetings of the Board shall be given to each Director and each member of the Chorale in person, by email or by posting on the organization's public website and least five (5) days prior to the day named for such a meeting. The Board may, at its discretion, call meetings in executive session which, other portions of

these by-laws notwithstanding, may be restricted to Elected and Outside Directors of the Board.

- 4.9 <u>Special Meetings:</u> Special meetings of the Board, executive session or otherwise, may be called by or at the request of any Board member.
- 4.10 <u>Telephone</u>, <u>Electronic or Virtual Meetings</u>: From time to time, business as previously noted in these Bylaws, may be transacted between the Boards' regularly noticed and scheduled meetings. Transactions of the Board may be presented to the Board by means of email and electronic voting shall be permitted. Electronic votes shall be subject to the quorum and affirmative vote requirements set forth.

Members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communication equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute a presence in person at the meeting.

- 4.11 <u>Written Action without a Meeting:</u> Any lawful action of the Board may be taken without a meeting if such action is in writing and signed by all Directors entitled to vote and filed with the minutes of the Board. Affirmation by email can be considered a signature.
- 4.12 <u>Absence Considered a Resignation</u>: Absence from two (2) consecutive meetings of the Board without communication from the Director specifically notifying the Board of such absence shall be considered a resignation constituting a vacancy to be filled by the Board.
- 4.13 Quorum: At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board, except where a larger number is required by law, the Articles of Incorporation or these Bylaws. If at any meeting of the Board there is less than a quorum present, the majority of those present may postpone the meeting to another time or place, as long as it is within the quarter that a meeting is required. "Majority" is defined as "more than half."
- 4.14 Proxies: Proxies shall not be allowed or used by any Director.
- 4.15 Conflicts of Interest and Confidentiality: The Board is committed to conducting its business with integrity with all underlying relationships, including but not limited to Contractors, clients, donors, supplies, volunteers, Members and Board Directors. Members of the Board shall guard against participation in, or the appearance of participation in, activities which could be interpreted as conflicts of interest between the Chorale and their personal interests. This does not include singing participation in any other organization that can be considered a "choir," local or otherwise. However, this does preclude any Director from serving on the Board of any other choir.

Any Director with a potential conflict of interest shall disclose such to the Board and shall not participate in voting nor endeavor to influence Board action in the matter. His/her/their presence shall reflect that the disclosure was made, that the Director abstained from voting, and that his/her/their presence was not counted in determining the presence of a quorum. The foregoing shall not be construed as preventing any Director from expressing his/her/their views to the Board, nor from responding to any questions on the matter as his/her/their knowledge may be of value in the Board's deliberations.

4.16 <u>Interested Party Transactions</u>: A business relationship may exist between individuals and businesses owned or operated by Members of the Chorale, Directors, Contractors, and/or their

family members, when the goods or services provided by such businesses and individuals are of quality and value consistent with and required by the Chorale, are unquestionably competitive in cost, and are procured under conditions which would be seen by a knowledgeable and impartial individual as correct and proper in all circumstances. Such relationships shall include, but are not limited to, the booking of rehearsal and performance venues, the purchase and performance of music, and the hiring of instrumentalists, soloists, Contractors or additional Chorale members.

All financial transactions involving interested parties must be specifically called out in the meeting minutes, including listing specific financial figures, and be posted on the membership section of the organization's website.

4.17 <u>No Action by Non-Board Members</u>: In an effort to maintain a consistent tone and message, official actions of the Chorale and of the Board may not be taken by any individual that is not a Director unless approved by a majority vote of the Board. This includes but is not limited to posting on the website and/or to all social media platforms, writing or publishing any performance programs, and taking any financial action, including the purchase of music.

# Article V OFFICERS, AGENTS, AND COMMITTEES

- 5.1 <u>Number and Position:</u> The Officers of the Board shall consist of a President, Vice President, Treasurer, Secretary, and such other Officers as the Board may designate from time to time. Officers shall be elected by the Board annually at a regular or special meeting and unless sooner removed by the Board, shall serve for a term of two (2) years. The Board shall appoint such temporary or acting Officers as may be necessary during the temporary absence or disability of regular Officers.
- 5.2 <u>President:</u> The President shall preside at all meetings of the Board of Directors. The President shall have all the general powers and duties which are usually vested in the office of the President of a nonprofit organization, including the power to appoint committees from time to time that he/she/they may deem appropriate to assist in the conduct of the affairs of the Chorale, and signing any and all Grant applications. He/she/they shall provide active direction and management of the business and affairs of the Chorale and shall perform any and all duties as may be assigned to him/her/them by the Board. He/she/they shall be directly responsible to the Board, and the members of the Chorale, and shall make regular reports to the Board regarding such affairs.

The President shall withhold voting on Board matters unless voting results in a tie. At such times, the President's vote shall serve as the tie-breaking vote.

- <u>5.3 Vice President:</u> At the request of the Board or in the President's absence or inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have the powers of and be subject to all the restrictions on the President. The Vice President shall also perform such other duties as prescribed by the Board.
- 5.4 <u>Treasurer:</u> The Treasurer shall serve as financial counsel to the Chorale and give general direction respecting financial activities. The Treasurer may contract outside experts to perform a portion of his/her/their appointed duties from time to time as approved by the Board. This includes responsibility for the performance of the duties as set forth in this section:

- a) Custody of the books and accounts of the Chorale
- b) Depositing all moneys, drafts, online payments, and checks, in the name of and to the credit of the Chorale in such banks and depositories as the Board shall designate from time to time
- c) Disbursements of the funds of the Chorale as may be ordered by the Board, including the purchase of music and payment of Contractors
- d) Preparation and maintenance of the budget as well as all financial transactions undertaken by the Chorale, and rendering an account of all transactions and the financial condition of the Chorale to the President and the Board at all scheduled board meetings
- e) Management of the box office during performances, including online, virtual and paper ticket processing
- f) Hiring of an accountant and/or ensuring that all required taxes are filed
- g) Creating and maintaining a list of donors as well as creating and delivering all donor acknowledgement letters outlining charitable contributions
- h) Filing required annual reports with the Colorado Secretary of State
- i) Filing required annual tax return with the IRS
- j) Creating and distributing 1099s for all Contractors
- k) The Treasurer shall also perform such other duties as shall be prescribed by the Board
- 5.5 <u>Secretary</u>: The Secretary shall act as clerk and keep minutes of all meetings of the Board and records of all actions undertaken by the Board. This includes responsibility for the performance of the duties as set forth in this section:
  - a) Giving proper notice of meetings of the Board of Directors
  - b) Keeping the seal, if any, and affixing the same to any instrument requiring it and attesting the seal by his/her/their signature
  - c) Providing official copies of organizational documents including Bylaws and Articles of Incorporation if requested.
  - d) The Secretary shall also perform such other duties as shall be prescribed by the Board
- 5.6 <u>Committees:</u> The President shall establish committees from time to time as needed to take necessary action to ensure that all decisions of the Board are carried out. Committee Chairs shall be members of the Board and shall be appointed by the President with the consent of a majority of the Board. Vacancies in Committee Chair positions may be filled as necessary by the President with the consent of a majority of the Board. No committee shall take any action or position on behalf of the Board or the Chorale without approval by the Board. Members of the Committees must be Members of the Chorale in Good Standing but may not necessarily be members of the Board.
- 5.7 <u>Standing Committees:</u> Standing Committees, subject to change by the Board at any time by majority vote, shall be established by the board as needed.

### Article VI DUTIES OF THE BOARD

- 6.1 <u>Enforcement of Member Handbook Standards:</u> The Board shall be responsible for creating, maintaining, and enforcing all policies and procedures recorded in the Member Handbook. In the event of a conflict between the Member Handbook and these Bylaws, the Bylaws shall supersede the Member Handbook descriptions.
- 6.2 <u>Job Descriptions and Contractor Compensation</u>: The Board shall establish written job descriptions and contracts for hire for each position. The Board reserves the right to amend the duties of any Contractor at any time by a majority vote of the Directors. In the event of a conflict

between written job descriptions and these Bylaws, the Bylaws shall supersede the written job descriptions.

The Board shall set the compensation for all Contractors. The Board may hire, appoint, or contract with other persons as it deems appropriate and may set the compensation for such persons. The Board may dismiss any Contractor and/or person hired, appointed, or contracted, by a majority vote, at any time.

- 6.3 <u>Hiring of a Conductor, Accompanist and Business Manager, including Assistants</u>: The Board shall hire Contractors of the Chorale to undertake its charitable purposes. Required positions to be hired include Conductor, Accompanist and Business Manager (collectively known as "Contractors"). The position of Assistant Conductor, Assistant Accompanist and Assistant Business Manager can be created or abolished by majority vote of the Board as needed. The term of each hired position is for one (1) year from August 1 through July 31 following. Each Contractor must be approved for rehire by the board every year by majority vote. Approval shall take place at a meeting of the Board held after the regular election of new elected Board members.
- 6.4 <u>Conductor</u>: The Conductor shall serve as an ex-officio member of the Board with the right to participate in all its proceedings, but without the right to vote. Any individual hired into this position is not precluded from running for an Outside Board position. The Conductor shall be responsible for the following duties:
  - a) Auditioning of current and potential Chorale members and assigning voice parts
  - b) Scheduling future rehearsals and concerts
  - c) The selection of literature for performance at each concert, other than pieces that must be selected by the Assistant Conductor, if applicable
  - d) Being prepared to rehearse and rehearsing each selected piece during scheduled rehearsals
  - e) Notifying the Chorale members by email of pieces that will be rehearsed prior to each scheduled rehearsal
  - f) Conducting selected and prepared pieces at scheduled concerts, including the reservation of the decision not to perform a selected piece for any reason
  - g) The recommendation of the purchase of additional music to be added to the Chorale's music library from time to time
  - h) The recommendation of additional required rehearsals as needed
  - i) The recommendation of individuals to the Board to be hired into the position of Assistant Conductor and Accompanist
  - j) Providing the hired Accompanist with any and all music that will be performed at a scheduled concert at least four (4) weeks prior to the first date of rehearsal for said concert
  - k) The selection of soloists for any pieces he/she/they are conducting in an upcoming concert by any method he/she/they choose(s)
  - I) Performing any duties of the Assistant Conductor that he/she/they are unable to perform
  - m) The Conductor shall also perform such duties as prescribed by the Board
- 6.5 <u>Assistant Conductor</u>: Upon the recommendation of the Conductor, the Board may hire a single Assistant Conductor. The Assistant Conductor shall serve as an ex-officio member of the Board with the right to participate in all its proceedings, but without the right to vote. Any individual hired into this position is not precluded from running for an Elected or Outside Board position as applicable. The Assistant Conductor shall be responsible for the following duties:
  - Assisting the Conductor with the auditioning of current and potential Chorale members and assigning voice parts
  - b) The selection of no fewer than four (4) but no more than ten (10) pieces of literature for performance at each concert

- c) Being prepared to rehearse and rehearsing each selected piece during scheduled rehearsals
- d) Notifying the Chorale members by email of pieces that will be rehearsed prior to each scheduled rehearsal
- e) Conducting no fewer than four (4) but no more than ten (10) selected and prepared pieces at scheduled concerts, including the reservation of the decision not to perform a selected piece for any reason
- f) The recommendation of the purchase of additional music to be added to the Chorale's music library from time to time
- g) The recommendation of additional required rehearsals as needed
- h) The selection of soloists for any pieces he/she/they are conducting in an upcoming concert by any method he/she/they choose(s)
- i) Providing the hired Accompanist with any and all music that will be performed at a scheduled concert at least four (4) weeks prior to the first date of rehearsal for said concert
- i) Performing any duties of the Conductor that he/she/they are unable to perform
- k) The Assistant Conductor shall also perform such duties as prescribed by the Board
- 6.6 <u>Accompanist</u>: The Board shall hire an Accompanist with a recommendation from the Conductor. The Accompanist position is not an ex-officio member of the Board and is not entitled to a vote however, any individual occupying this position is not precluded from running for an Elected or Outside Board Position, as applicable. The Accompanist shall be responsible for the following duties:
  - a) Being prepared to accompany and accompanying each selected piece during scheduled rehearsals
  - Attending and accompanying for any extra or not previously scheduled rehearsals as contracted
  - c) Attending and accompanying at all scheduled performances
  - d) The Accompanist shall also perform such duties as prescribed by the Board
- 6.7 <u>Business Manager:</u> The Business Manager shall serve as an ex-officio member of the Board with the right to participate in all of its proceedings, but without the right to vote. The Business Manager may contract outside experts to perform a portion of his/her/their appointed duties from time to time as approved by the Board. This includes responsibility for the performance of the duties as set forth in this section:
  - a) Identifying possible rehearsal, performance and retreat venues and communicating with representatives of said venues on behalf of the Chorale
  - b) Executing all contracts on behalf of the Chorale
  - c) Serving as webmaster and administrator of the Chorale's online presence, including the creation and posting of all copy, and responding to all online inquiries
  - d) Creation and approval of all social media posts
  - e) Completion and submission all grant applications
  - f) Creation and publication of performance programs, virtual or paper
  - g) Creation and distribution of performance reminders to audience contact list, virtual or paper
  - h) The Business Manager shall also perform such other duties as shall be prescribed by the Board
- 6.8 <u>Assistant Business Manager</u>: The Board may hire an Assistant Business Manager upon recommendation from the Business Manager. The Assistant Business Manager position is not an ex-officio member of the Board and is not entitled to a vote however, any individual occupying this position is not precluded from running for an Elected or Outside Board Position, as applicable. The Assistant Business Manager shall be responsible for performing any such duties as prescribed by the Board.

## Article VII FINANCIAL MATTERS

- 7.1 <u>Fiscal Year:</u> The fiscal year of the Chorale may be changed from time to time by majority vote of the Board.
- 7.2 Account Books, Records and Minutes: The Chorale shall keep at its registered office correct and complete copies of its Articles of Incorporation, Bylaws, and all amendments and restatements thereof, financial statements, and minutes of meetings, proceedings and actions of the Board and of any committees that have any of the authority of the Board. All books and records of the Chorale may be inspected by any Board member or by his/her/their accredited agent or attorney, for any proper purpose and at any reasonable time.
- 7.3 <u>Management of Finances:</u> Authorized permission to access and use any and all financial accounts of the Chorale shall be restricted to the Treasurer and Business Manager only. In the event that these positions are held by a single person, the Assistant Business Manager and/or President may also be added to any and all accounts upon majority vote by the Board. There must be two individuals with access to the Chorale's financial accounts at all times. Expenditure of more than \$200 over the budget line must be approved by the two signatories.
- <u>7.4 Conveyances and Encumbrances:</u> Property of the Chorale, including but not limited to, financial accounts, the music library, trailer, risers, and any and all software, electronic or intellectual property, may be assigned, conveyed or encumbered by and to individual members of the Board as authorized by the Board, and such authorized persons shall have the power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of any of the property and assets of the Chorale shall be authorized only by a majority vote of the Board and in the manner prescribed by applicable statute.
- 7.5 <u>Designated Contributions</u>: The Chorale may accept any designated contribution, grant, bequest or devise consistent with its general, charitable tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Chorale shall reserve all rights, title, and interest in and to, and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose, or use. This includes the donation of music both solicited and unsolicited by the Board or current Conductor, Assistant or otherwise. Further, the Chorale shall retain sufficient control over all donated funds to ensure that such funds will be used to carry out the organization's charitable, tax-exempt purposes.
- 7.6 <u>Loans to Directors, Officers and Contractors Prohibited:</u> No loans shall be made by the Chorale to any of its Directors, Officers, Contractors or Members. Any Director, Officer, Contractor or Member who assents to or participates in the making of any such loan shall be liable to the Chorale for the amount of such loan until it is repaid and shall be subject to any and all penalties as required by law.
- 7.7. <u>Insurance of Assets</u>: To the degree that it is fiscally prudent, the Chorale shall purchase insurance for any and all of its assets be they physical, electronic, or intellectual.

# Article VIII INDEMNIFICATION

8.1 <u>Indemnification of Directors and Officers:</u> To the extent permitted or required by law, and without limiting any other power of the Chorale provided by law to indemnify Directors and Officers, the Chorale shall indemnify any Director, Officer, or former Director or Officer of the Chorale against expenses actually and reasonably incurred by him/her/them in connection with the defense of any action, suit, or proceeding, civil or criminal, or for any loss or claim resulting from any such action, suit or proceeding to be liable for adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation. The Chorale may purchase insurance covering these risks.

# Article IX AMENDMENTS

9.1 <u>Amendments:</u> Amendment of these Bylaws shall be adopted by a majority vote of the Chorale members present and in good standing at a membership meeting, provided that such amendment has been submitted to the membership in writing at least two (2) weeks prior to the meeting at which action is to be taken on the amendment. Approved amendments shall take effect upon adjournment of the meeting during which the approval was granted.

The undersigned, Secretary of the Columbine Chorale, hereby certifies that the forgoing Amended Bylaws were duly adopted as the complete Bylaws of the Chorale by the membership at a meeting validly held on  $\frac{1}{2}$  (2025).

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