

BYLAWS OF THE
UNEXPECTED COMPANY CHORALE

ARTICLE I: NAME, PURPOSE, OFFICE

Section 1.01. Name: The name of this corporation is the Unexpected Company Chorale, a nonprofit organization incorporated under the laws of the State of Minnesota. (Unexpected Company Chorale may be referred to as "Unexpected Company," "this corporation" or "the Chorale" for the remainder of this document.)

Section 1.02. Purpose: The Unexpected Company Chorale is organized and shall be operated exclusively for charitable and educational purposes. The purpose of Unexpected Company is to provide an educational musical experience for adult singers and audiences in the Chisago Lakes area and its surrounding communities, including activities designed to 1) enhance the musical talent of each member, 2) share the special joy of singing as a group, and 3) provide audiences with an enjoyable and quality performance.

Section 1.03. Registered Office. The registered office of this corporation located in Minnesota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

ARTICLE II: MEMBERS AND ANNUAL MEETING

Section 2.01. Members. Any individual 16 years of age or older who pays the required fees and participates in rehearsals and concerts is considered a voting member of Unexpected Company for the full fiscal year. All Chorale members are expected to have previous vocal experience, adequate voice control, and the ability to follow music. Additional expectations for Chorale members are specified in the Unexpected Company Chorale Handbook, a document created and maintained by its Board of Directors.

Section 2.02. Membership Fees. Fees are set by the Board of Directors and are due in full by the third rehearsal of the winter and spring sessions. The amount required for semi-annual dues shall be at least \$50.00; subject to change upon approval by the Board of Directors. Those unable to pay due to hardship should contact their section leader or a Board member. Music is the property of Unexpected Company and must be returned to the section leader or Music Librarian after each rehearsal until fees are paid.

Section 2.03. Termination of Membership. If a member leaves the Chorale for any reason, they must notify and return their music to their section leader or Music Librarian. The Board reserves the right to terminate membership for a breach of membership responsibilities in consultation with the Chorale Director.

Section 2.04 Membership Responsibilities.

- a. **Attendance:** Chorale members are expected to have excellent attendance and miss no more than five scheduled rehearsals in each concert cycle. If a member is unable to meet this expectation, they should notify their Section Leader and/or the Chorale Director and be able to progress at a rate similar to the entire Chorale.

- b. **Performance:** Chorale members are expected to perform at all performances scheduled each concert cycle by the Board of Directors. Each member's attendance is an important part of the overall quality of the performance. Other choral opportunities outside of the normal seasonal concerts may also require attendance by the full choir and will be determined by the Board of Directors in collaboration with the Chorale Director. Opportunities to sing that do not involve the full choir may be offered as auditioned or non-auditioned opportunities, at the Chorale Director's discretion.
- c. **Dress Code:** All members are required to comply with the concert dress code as determined by the Board of Directors and the Chorale Director. The concert attire currently consists of an identical formal black dress or a black tuxedo, which individual Chorale members will provide on their own; but concert attire may be adjusted based on the nature of the performance.
- d. **Rehearsal and performance etiquette:** Members are expected to exhibit proper rehearsal and performance etiquette as established by the Board and Chorale Director and communicated to the members. Additional expectations for Chorale members are specified in the Unexpected Company Handbook, a document created and maintained by its Board of Directors.

Section 2.05. Meetings of Members and Election of the Board of Directors. There shall be an annual meeting of all members, including the Board of Directors, within 60 days of the end of the fiscal year (July 1 through June 30th), at which members shall elect the Board of Directors. (See Section 3.04 for nomination process.) The Board of Directors may call additional meetings of the members at such times and places as the Board may determine to keep the membership abreast of the activities of the Board and other matters that may arise. (See also 3.13)

- a. **Membership voting.** A simple majority of all members in attendance at any meeting called by the Board of Directors, including the annual meeting, is required for any proposal to be approved except those involving changes to the By-Laws or the Articles of Incorporation. (See Article IX: Amendments)
- b. **Leadership:** The incumbent president will lead the annual meeting and the subsequent Board meeting at which time officers of the newly elected Board will be selected by majority rule of the members of the Board of Directors.
- c. **Content of the meetings:** The Board of Directors will set the agenda for the annual meeting, which will include (in addition to electing the Board of Directors) a review of financial performance. Content may also include a review of the previous year, plans for the upcoming season, and time for the members to discuss matters of concern to the Chorale.

ARTICLE III: BOARD OF DIRECTORS

Section 3.01. General Powers. The property, business, and affairs of the Unexpected Company Chorale shall be managed by or under the direction of the Board of Directors (also called the Board). These duties may be outsourced but will remain under the direction and authority of the Board.

- a. The Board of Directors manages the affairs of the Chorale, including:
 - 1. Scheduling rehearsals, concerts, and required space
 - 2. Determining registration fees and collection of those fees
 - 3. Maintaining the music library
 - 4. Scheduling social and other events
 - 5. Setting annual and long-range goals for the Chorale
- b. Identifying the need and assigning leaders for committees
- c. Approving funding for Chorale
- d. Selecting and hiring the Chorale Director, Accompanist and any other personnel
- e. Researching and setting appropriate compensation for the Chorale Director and Accompanist and any other personnel
- f. Determining ticket prices for the concerts
- g. Identifying and recommending additional concert opportunities for the Chorale
- h. Selecting officers (who form the Executive Committee) via simple majority of the Board
- i. Maintaining all financial and legal affairs of the Chorale, ensuring that all applicable state and federal procedures and policies are followed, including tax filing and updating of Articles of Incorporation and By-laws

Section 3.02. Number and Qualifications of Members. The Board shall consist of not less than seven nor more than thirteen Board members of which no more than two may be non-Chorale members.

Section 3.03. Terms. Board members shall serve two-year terms and may be reelected for two additional terms. After leaving the Board of Directors for one or more years, a person shall again be eligible to serve as a Board member.

Section 3.04. Nomination for Board of Directors. Board candidates may be placed in nomination by a member of the Board of Directors, by a Chorale member, or by the Chorale member him/herself.

Section 3.05. Election of the Board of Directors. Board members will be elected by popular vote from the nominated candidates until the maximum number of positions available is reached. Members may vote for nominees up to the number of vacancies. Elections will be held during the annual meeting or during a special meeting (such as if the Board membership has fallen to less than 7 members).

Section 3.06. Resignation. A member of the Board of Directors may resign at any time by giving notice to the Board of Directors of Unexpected Company. The resignation is effective without acceptance when the notice is given, unless a later effective time is specified in the notice. Written notice or an electronic communication which meets the requirements of Section 3.19 may satisfy the notice requirement.

Section 3.07. Removal of members of the Board of Directors. A member of the Board of Directors may be removed at any time, with or without cause, by an affirmative vote of two-thirds of the Board of Directors.

Section 3.08. Vacancies. Any vacancy in the Board of Directors caused by resignation (or any other cause such as removal, expiration of term), will be filled through a special election of the membership if the vacancy results in a Board of Directors that has less than 7 voting members. If the Board of Directors membership remains at 7 or more, the Board may select an interim replacement member to serve until the next election.

Section 3.09. Time, Place and Manner of Meetings. The Board of Directors shall hold its meetings at such time and place, and in such manner as it may from time to time determine, including the annual meeting.

Section 3.10. Meetings Conducted Through Means of Remote Communication. The Board of Directors may specify that a meeting will be conducted solely through one or more means of remote communication, provided that notice is given, as specified in Section 3.14, and that the quorum requirements specified in Section 3.15 are met. The Board of Directors may also authorize individual attendance and participation by Board members at meetings through one or more means of remote communication. Participation in a meeting through a form of remote communication authorized by the Board of Directors constitutes personal presence at the meeting. Remote communication includes any communication that is accomplished by means of electronics, telephone, video, or internet conferencing, or such other means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

Section 3.11. Annual Meeting. The annual meeting of the Board of Directors (with the Unexpected Company Chorale members) shall be held within 60 days of the end of the fiscal year (July 1 through June 30th), at which members shall elect the Unexpected Company Chorale Board of Directors.

Section 3.12. Regular Meetings. The Board of Directors meetings shall be held at least quarterly at such times and places and in such manner as the Board may determine.

Section 3.13. Special Meetings. Special meetings of the Board of Directors shall be held at the discretion of the President. Any member of the Chorale may request a meeting of the Board by contacting their Section Leader or a member of the Board of Directors. The President will determine the necessity of such a meeting. The Board of Directors may involve the entire Chorale in special meetings, as voting to elect Board members may take place. If the entire Chorale is involved in special meetings, then notice shall be provided to members in the same manner as indicated in 3.14.

Section 3.14. Notice. Notice of a meeting shall be mailed to each member of the Board of Directors, addressed to his or her residence or usual place of business at least five days before the day on which the meeting is to be held, OR delivered personally or by telephone, facsimile transmission, or electronic communication which meets the requirements of Section 3.19, not later than two days before the day on which the meeting is to be held, however, notice need not be given if the date, time and place of the meeting were announced at a previous Board meeting. The notice shall state the time, place and manner of the meeting, but need not state the purposes thereof.

Section 3.15. Quorum. Except as otherwise provided by statute or by these Bylaws, a minimum of 50% of the Board members, but no less than 5 voting members of which at least four are Chorale members shall constitute a quorum for conducting business. The act of a majority of the Board of Directors present at any duly held meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Board members present may adjourn a meeting until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the members of the Board present may continue to transact business until adjournment, even though the withdrawal of members of the Board originally present leaves less than the number otherwise required for a quorum.

Section 3.16. Proxy Voting. Proxy voting shall be permitted, provided that written communication from the Board member with his or her vote is presented by the proxy.

Section 3.17. Action Without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting, when authorized by the Board of Directors and carried out through an electronic communication which meets the requirements of Section 3.19.

Section 3.18. Conflicts of Interest. Except as permitted by law, with respect to any contract or other transaction between Unexpected Company and any member of the Board or Chorale (or an organization in which a Board member or Chorale member is a Director, member, officer or legal representative or has a material financial interest): (a) the material facts as to such contract or transaction and as to the person's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction; (b) such approval shall require the affirmative vote of a majority of the Board, not counting any vote that the interested Board member otherwise might have; and (c) an interested Board member shall not be counted in determining the presence of a quorum.

Section 3.19. Electronic Records and Signatures. The Chorale recognizes that authenticated electronic communication which meets the requirements of this section may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the Chorale can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the Chorale, or to an officer or agent of the Chorale who is authorized by the Chorale to receive the communication. Electronic records are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

ARTICLE IV: OFFICERS

Section 4.01. Number and Qualifications. The officers of the Unexpected Company Chorale shall be the President, Vice-President, Secretary and Treasurer. Officers serve as members of the Board of Directors, and these officers also form the Executive Committee of the Unexpected Company Chorale. They are appointed by the Board of Directors. A member of the Executive Committee may hold more than one position, but the President and Treasurer positions may not be occupied by the same person.

Section 4.02. Terms. Officers serve two-year terms but may be reappointed to an additional term. Officers with only one year remaining in their current term will be allowed to serve in that office for a single year.

Section 4.03. Resignations. An officer may resign by giving notice to Board of Directors. The resignation is effective when the notice is given to the Board, unless a later effective date is named in the notice. Notice provided in writing or by an electronic communication which meets the requirements of Section 3.19 may satisfy the notice requirement.

Section 4.04. Removal. An officer may be removed, with or without cause, by a resolution adopted by the Board of Directors in accordance with quorum and voting requirements.

Section 4.05. Vacancies. A vacancy in an office because of resignation or any other cause shall be filled for the unexpired part of the term by appointment of the Board of Directors.

Section 4.06. Officer roles

- a. **The President** is the chief executive officer of the Chorale and unless otherwise expressly delegated has general active management of the affairs of the Chorale. The President convenes and presides at meetings of the Board of Directors and of the members, carries into effect the orders and resolutions of the Board; signs and delivers (in the name of the Chorale) contracts or other legal instruments pertaining to the affairs of the Chorale, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or these Bylaws or by the Board to another officer or agent of the Chorale. The President assumes additional responsibilities, specific to the operations of the Unexpected Company Chorale, as described in the Unexpected Company Chorale Handbook. Under unusual circumstances where the treasurer is not available, and the need is urgent, the President may approve expenditures of up to \$100 beyond the approved fiscal budget without additional authorization from the Board of Directors.
- b. **The Vice-President** assumes responsibility on an interim basis for the duties of the President in the absence or disability, for any cause whatsoever, of the President, and is a close adviser and assistant to the President. The Vice-President is usually the President-Elect. The Vice-President may also volunteer for additional tasks and responsibilities as needed, such as serving as a committee chair.
- c. **The Secretary** maintains records of the proceedings of any Board of Directors meetings, the annual membership meeting, and any other meeting of Chorale members by taking minutes and distributing these minutes within ten days of the proceedings. The Secretary safely and systematically keeps all papers, records, and documents belonging to the Chorale, or in any way pertaining to the Chorale's business, except for financial records. The Secretary also gathers information on membership, distributes membership rosters after the third rehearsal and forwards reports and announcements to members.
- d. **The Treasurer** is the principal financial officer of the Chorale and is responsible for accounting of all income and expenses involving the Chorale. The Treasurer is responsible for depositing money, drafts, and checks in the name of and to the credit of the Chorale in the banks and depositories designated by the Board; endorsing for deposit notes, checks and drafts received

by the Chorale; and disbursing Chorale funds and issuing checks and drafts in the name of the Chorale. The Treasurer also insures that corporation reports and tax returns are filed. The Treasurer exercises independent approval authority when needed, up to \$100.00, and submits expense items exceeding the limit to the Board for approval. In addition, the Treasurer tracks and provides a report of all income and expense items, including concert proceeds, for Board of Directors Meetings, assists with the formation of the annual budget, and provides final year-end report to the Board of Directors and members at the annual meeting. The Treasurer also collects and tracks Chorale member payments and maintains lists of paid/unpaid members for Board and Section Leaders and the Music Librarian.

Section 4.07. Other Officers. The Chorale may have such other officers and agents as the Board of Directors considers necessary for the operation and management of the Chorale, each of whom shall have the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the Board of Directors.

ARTICLE V: COMMITTEES

Section 5.01. Executive Committee. The Executive Committee consists of the four Officers of the Board, as described in Section 4.06. The Executive Committee may meet from time to time to discuss matters that may not require a full Board of Directors meeting. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board. Special meetings of the Executive Committee may be called by any member of the Executive Committee. Action taken by the Executive Committee must be ratified at the next Board of Directors meeting. The Chorale Director is expected to attend the Executive Committee meeting as a non-voting member, but the Executive Committee may meet without the Chorale Director.

Section 5.02. Standing Committees. Standing committees exist to further the mission of the Unexpected Company Chorale by coordinating publicity and promotion, membership involvement and communications, concert preparation, and fundraising/sponsorships. The duties of such committees are outlined here but may be expanded to include other activities.

- a. **Publicity and promotion:** This committee is responsible for ensuring that the public can participate in the educational and artistic activities of the Unexpected Company Chorale. To that end, this committee creates and distributes posters, submits newspaper announcements for publication in local papers, and creates and uses other materials and strategies to reach the public, including advertising, direct mail and social media. This committee also ensures that photographs or videos are taken at events and that appropriate permissions are obtained for future publication of these photographs.
- b. **Membership involvement and communications:** This committee is responsible for recruiting and welcoming members, providing hospitality at rehearsals and concerts, communicating with members during the season, and providing general communication. This committee also maintains the history of the Chorale.
- c. **Concert preparations:** This committee is responsible for all activities surrounding events once the Board of Directors has established the date and venue for concerts. These activities include

producing the programs, decorating the stage, providing costumes if necessary, and managing the sale of pre-concert tickets and managing tickets at the front door.

- d. **Fundraising/Development:** This committee is responsible for overseeing all revenue that supports the educational and performance activities of the Chorale, including grants, donations and sponsorships. This committee researches funding opportunities, creates templates from which grants and proposals can be produced, and supervises the creation of funding proposals. This group may also sponsor fundraising activities from time to time, in coordination with the Board of Directors.

Section 5.03. Other Committees. The Board of Directors may act by and through such additional committees as it may specify.

Section 5.04. Record-keeping and Financial Procedures. Each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and to members of the committee. Each committee will submit a budget for anticipated expenditures during the annual budgeting process. Once approved by the Board of Directors, any expenditure over the budgeted amount will need to be approved by the Treasurer if it exceeds \$100 for standing committees and \$50.00 for non-standing committees. Reimbursements for incurred expenses will be granted when receipts and/or sufficient details are included with the request to the Treasurer.

ARTICLE VI: CHORALE DIRECTOR AND OTHER STAFF MEMBERS

Section 6.01. – Chorale Director the Chorale Director is hired by the Board of Directors. The Chorale Director has day-to-day responsibilities for the artistic functions of the Chorale, which includes establishing concert themes and selecting music (both subject to Board review) , preparing for rehearsals and communicating with members, directing the Chorale during scheduled rehearsals and performances, channeling special performance opportunities through the Board of Directors, appointing and/or hiring section leaders, overseeing the educational development of individual singers and their placement in the Chorale, and securing additional soloists and/or instrumentalists outside of the Chorale membership. The Chorale Director is also required to attend Board of Directors meetings, Executive Committee meetings and the Annual Meeting as a non-voting member, to report on the progress of the Chorale, answer questions of the Board members, and carry out the duties described in the job description. The Board may designate other duties as necessary.

Section 6.02. Accompanist The Accompanist is hired by the Board of Directors. The Accompanist is responsible for assisting the Chorale Director and Chorale at all rehearsals, sectionals and performances. In addition to providing piano accompaniment for all rehearsals and performances, the Accompanist assists the Chorale Director in selecting, placing, and preparing soloists/ensembles/instrumentalists for concerts, assisting in music selection when requested by the Chorale Director, and accompanying section practices when scheduled. Upon occasion, the Accompanist may secure temporary accompanists when necessary or upon special request. The Accompanist is also required to attend Board of Directors meetings and the Annual Meeting as a non-voting member, to provide insight and recommendations to the Board of Directors. Attendance at Executive Committee meetings as a non-voting member is not required on a routine basis but may be requested from time to time.

Section 6.03. Other Staff Members The Board of Directors may hire contractors or employees to meet the goals and/or fulfill specific activities of the Unexpected Company Chorale.

ARTICLE VII: BOOKS OF RECORD

Section 7.01. Records. The Unexpected Company Chorale shall keep at its principal office correct and complete copies of:

- a. its Articles of Incorporation and Bylaws;
- b. accounting records; and
- c. minutes of meetings of the members, Board of Directors, and of all standing committees.

ARTICLE VIII: EXEMPTIONS, OWNERSHIP AND INDEMNIFICATION

Section 8.01. – Exemptions: (as further described in the Articles of Incorporation, Article IV): No member of the Board of Directors, Officer, Chorale Member, employee or volunteer shall have any right, title or interest in or to any property of the Unexpected Company Chorale. This Article also restricts the activities of the Chorale in influencing legislation or political campaigns, and states that the Chorale will abide by Section 501(c)3 of the Internal Tax Code.

Section 8.02. – Ownership of property/benefits (as further described in the Articles of Incorporation, Article V): No member of the Board of Directors, Officer, Chorale Member, employee or volunteer shall have any right, title or interest in or to any property of the Unexpected Company Chorale.

Section 8.03 – Personal liability (as further described in the Articles of Incorporation, Article VII): No member of the Board of Directors, Officer, Chorale Member, employee or volunteer shall be personally liable for the debts or obligations of this corporation whatsoever, nor shall any of the property these individuals be subject to the debts of the corporation.

ARTICLE IX: AMENDMENTS

Section 9.01. Amendments The Articles of Incorporation and the Bylaws for the Unexpected Company Chorale may be amended when necessary by two-thirds majority of the Board of Directors and a two-thirds majority of the members of the Unexpected Company Chorale. Proposed amendments must be submitted to the Secretary to be communicated to the Board of Directors and the membership as specified in sections 3.09-3.14 of these Bylaws.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on February 20, 2018 and approved by a 2/3 vote of the members of Unexpected Company Chorale on February 27, 2018.

Elizabeth Weiss, Secretary



Date

02/27/2018