

# Asheville Choral Society | Bylaws

As Revised by the ACS Membership  
May 20, 2018

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## Article I. Name, Mission and Purpose, Offices

**I.1 Name.** The name of this organization shall be Asheville Choral Society (hereinafter “ACS”, or “Corporation”). It was incorporated as a nonprofit organization under the laws of the State of North Carolina effective May 13, 1977.

**I.2 Mission and Purpose.** The mission of the ACS is to enrich our community with the transformational experience of remarkable choral artistry. The ACS is a nonprofit organization and shall have all of the powers given to and possessed by a corporation under the North Carolina Nonprofit Corporation Act.

**I.3 Principal Office.** The principal office of the ACS shall be located at c/o Dungan, Kilbourne & Stahl, 1 Rankin Avenue, 3rd Floor, Asheville, NC 28801, or at such other location designated by the Board of Directors.

**I.4 Registered Office.** The registered office of the Corporation, required by law to be maintained in the State of North Carolina, may be, but need not be, identical with the principal office.

**I.5 Other Offices.** The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

**I.6 Duration.** The duration of this organization shall be perpetual.

## Article II. Board of Directors

**II.1 General Powers.** The ongoing business and property of the ACS shall be managed by the Board of Directors.

**II.2 Number, Term, and Qualifications.** The Board of Directors shall be composed of no fewer than eight (8) and no more than sixteen (16) members. Each Director shall hold office for a term of three years, or until their resignation, retirement, death, removal, or disqualification. Directors need not be residents of the State of North Carolina.

**II.3 Election.** Members of the Board of Directors shall be elected or re-elected at the Membership Annual Meeting. The election of Directors shall be a part of the order of business at each Membership Annual Meeting. The three-year term of a Director will begin with the first day of the Fiscal Year following the Membership Annual Meeting in which they are elected. Directors may be re-elected to a second three-year term. Following the absence from the Board of one year, a past Director may be elected to a new three-year term. No paid employee of the Corporation shall be eligible for election to the Board of Directors.

**II.4 Removal.** Any member of the Board of Directors can be removed from office at any meeting of the Board of Directors with or without cause by a majority vote of the Board of Directors. In the event any Director is so removed, a new Director may be elected at the same meeting or at any time prior to the next Membership Annual Meeting.

**II.5 Vacancies.** The Board may declare the position of any Director vacant if the Director resigns, dies or is absent from more than 3 consecutive, regular meetings of the Board without a reason deemed acceptable by the Board. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even if the remaining Directors constitute less than a quorum, or by the sole remaining Director. A Director appointed to fill any vacancy shall hold office for the unexpired term of their predecessor, and until that appointee or a successor is elected and qualified in the regular election held just before the expiration of the term.

**II.6 Compensation.** No member of the Board of Directors shall receive compensation for services as Director, except reimbursement for expenses incurred in performance of voluntary ACS activities in accordance with ACS adopted written policies; in the absence of adopted written policy, standard operational practice for the ACS shall be observed.

**II.7 Artistic Director and Executive Director.** The Artistic Director and Executive Director shall sit as ex-officio non-voting members of the Board of Directors.

### **Article III. MEETINGS OF THE BOARD OF DIRECTORS**

**III.1 Regular Meetings.** There shall be six (6) or more regular meetings of the Board held each fiscal year. The Board of Directors shall set the dates, times, and locations for regular meetings for properly transacting the business of the ACS.

**III.2 Special Meetings.** Special meetings of the Board of Directors may be called by the Chair, or by three (3) Directors of the Board. No business may be transacted other than that indicated in the notice of the meeting. The business of the meeting shall be reported to the full Board.

**III.3 Place of Meeting.** Any meeting of the Board of Directors may be held at any place within or outside of the State of North Carolina as designated in the notice of the meeting or as agreed upon by a majority of the board.

**III.4 Notice of Meetings.** Regular Meetings shall not require notice. Notice of all special meetings shall be given via mailed notice or electronic communication no less than five (5) business days prior to the intended meeting date. Final agenda and agenda support materials shall be made available to all Directors prior to the meeting. Availability may be via shared electronic documents.

**III.5 Quorum.** A majority of the membership of the Board then in office shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

**III.6 Manner of Acting.** Action taken by the Board of Directors may not be taken without a meeting of the Directors. Except as otherwise provided in these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Voting by proxy shall not be permitted. An absentee Board member may not designate an alternate to represent him or her at a Board meeting.

**III.7 Participation by Telephone or Similar Communication Device.** Any one or more directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other simultaneously, and such participation in the meeting shall be deemed presence in person at such meeting.

## Article IV. Officers

**IV.1 Officers of the Corporation.** Officers of the Board of Directors shall be: Chair, Vice Chair, Secretary, and Treasurer. These Officers shall constitute the Executive Committee.

**IV.2 Election.** The Officers of the Board of Directors shall be elected annually by the Board of Directors at the Board Annual Meeting; and each Officer shall hold office for a term of one year, or until their respective successor assumes office. Newly elected Officers shall take office on the first day of the Fiscal Year immediately following their election. A Director may serve more than one (1) term in the same office, but shall not serve more than three (3) consecutive years in the same office. Unexpired terms shall be filled by the Board of Directors at the next Regular Meeting.

### IV.3 Duties.

**IV.3.1 Chair.** The Chair shall be the chief executive officer of the Corporation and shall preside over all meetings of the Board and the general membership; shall, with consultation of the Executive Committee, establish committees; serve as an ex officio member of all committees; appoint committee chairs and members; shall sign or execute instruments in the name of the Corporation except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed; and perform such additional duties as pertain to the office, or as may be prescribed by the Board.

**IV.3.2 Vice-Chair.** The Vice-Chair shall perform the duties of the Chair in the event of temporary absence of the Chair, and shall have such other duties as the Chair or Board may assign. Any Vice-Chair may sign and execute in the name of the Corporation instruments authorized by the Board of Directors, except where the signing and execution of such documents shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. The Vice Chair shall be the Chair-Elect.

**IV.3.3 Treasurer.** The Treasurer shall have oversight of the budget, funds, securities, receipts, and disbursements of the ACS. The Treasurer shall be responsible for reporting any financial matters to the Board of Directors. He or she shall in general have the ability to perform all duties and have all authority incident to the office of the Treasurer and shall perform such other duties as may, from time to time, be prescribed by the Board of Directors

**IV.3.4 Secretary.** The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, distributing copies of minutes to each board member, and assuring that corporate records are maintained. The Secretary or designated Officer shall give notice of all meetings as it is outlined in the Bylaws. The Secretary shall perform such other duties as may, from time to time, be prescribed by the Board of Directors.

**IV.4 Validity of Signatures.** In case any person whose signature shall appear on any bond, note, or other evidence of indebtedness of the Corporation shall cease to be an officer or hold an office different from that held at the time of signature before the delivery of such instrument, such signature shall nevertheless be valid and sufficient for all purposes the same as if he or she had remained in such office until such delivery.

**IV.5 Compensation.** Officers shall receive no payment of honoraria, except reimbursement for expenses incurred in performance of voluntary activities in accordance with the adopted written policies; in the absence of adopted written policy, standard operational practice for the ACS shall be observed.

## **Article V. Committees And Staff**

**V.1 The Executive Committee.** The Executive Committee shall consist of the ACS's elected officers. The Executive Committee shall be empowered to act on behalf of the Board between meetings of the Board. Meetings of the Executive Committee may be held in person or electronically at any time or place upon the call of the Chair. A simple majority shall constitute a quorum, and all matters shall be determined by a majority vote of the Executive Committee members present or electronically responding. All actions of the Executive Committee shall be duly reported to the Board of Directors at its next meeting.

**V.2 Other Committees.** The Chair of the Board of Directors shall, with consultation of the Executive Committee, establish other committees to aid in the discharge of Board duties. All standing committees shall meet at least two (2) times annually and the committee Chair shall report on all actions and considerations to the Board of Directors.

**V.3 Terms Of Office.** Each member of a committee shall continue as such until the next Membership Annual Meeting and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**V.4 Chair.** One member of each committee shall be appointed Chair of the Committee by the Board Chair, except as otherwise provided in these Bylaws.

**V.5 Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**V.6 Quorum.** A simple majority shall constitute a quorum for all committee meetings, unless otherwise determined by the Board of Directors.

**V.7 Staff.** The Board of Directors shall have the discretion to appoint staff persons, who shall be responsible for carrying out the work of ACS in accordance with the policies, adopted as written or in standard operational practice, established from time to time by the Board of Directors.

## **Article VI. Members**

**VI.1 Eligibility For Membership.** Annual general membership shall be composed of dues-paying members of the chorus and members of the Board of Directors by virtue of their position. Membership is granted to choral singers after completion of a membership application, approved audition, and payment of annual dues. Applications are open to any individual that supports the Mission statement in Article I Section 1.2. Membership is not restricted by state of residency. All Board of Directors are members of the ACS by virtue of their position.

**VI.2 Annual Dues.** The amount required for annual dues shall be in an amount determined by the Board of Directors. Continued membership is contingent upon being up-to-date on membership dues.

**VI.3 Voting Rights.** Each general member shall have one vote at the Membership Annual Meeting. Twenty percent of the full membership present, in person, shall constitute a quorum at the Membership Annual Meeting.

**VI.4 Transferability of Membership.** Membership in the ACS is not transferable.

**VI.5 Termination of Membership.** Membership in the ACS will automatically terminate upon the member's failure to pay annual dues, and any rights and obligations enjoyed as a member shall also immediately and automatically terminate. No member of the ACS shall be expelled or suspended, and no membership shall be terminated or suspended, except in a manner that is fair and reasonable and is carried out in good faith.

**VI.6 Resignation.** A member may resign at any time. Resignation does not relieve the member from any obligations incurred or commitments made to the ACS prior to resignation. If a member resigns, that member has no right to a pro rata share of his or her membership dues to be returned.

**VI.7 Honorary Membership.** The Board of Directors may establish categories of honorary membership and shall establish appropriate criteria and requirements for these memberships, as needed.

**VI.8 Meetings.** An annual meeting of the ACS members shall be held at a time and place to be determined by the Board of Directors. At least 14 days written or electronic notice shall be given for Membership Annual Meetings. A special meeting of members shall only be held by a call for such meeting by a majority vote on the need to have such a meeting by the Board of Directors. Members shall not be able to call for a meeting of any kind.

## **Article VII. Artistic Director and Executive Director**

**VII.1 Artistic Director.** The Board shall engage an Artistic Director, who shall be responsible for planning and executing all music programming of the ACS. The Board shall adopt and cause to be implemented such policies and guidelines as it may deem appropriate for the position of Artistic Director. The Artistic Director reports to the Board of Directors.

**VII.2 Executive Director.** The Board may engage an Executive Director, who will direct the management and administration of the Corporation and its day-to-day operations. The Executive Director shall keep the Board fully advised of the condition of the Corporation and shall manage and operate the business of the Corporation pursuant to such policies as may be prescribed by the Board of Directors. The Executive Director reports to the Board of Directors.

**VII.3 Authority.** The Artistic Director and Executive Director shall be empowered to hire employees and/or engage private contractors to assist in the ACS's activities. Budgeting authority for such employees or contractors shall rest with the Board of Directors.

## **ARTICLE VIII. INDEBTEDNESS**

**VIII.1** No indebtedness of the Corporation in excess of \$10,000 shall be incurred other than in the normal course of business, except as may be approved by resolution adopted by a majority of the directors in office. Any or all of such indebtedness may be represented by notes, debentures, bonds, or other securities, either unsecured or secured by, or issued under, a mortgage, trust indenture, or otherwise, and may be issued at such times and upon such terms as the Board of Directors shall determine.

## **ARTICLE VIII. CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

**VIII.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**VIII.2 Loans.** No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. In no event shall loans be made by the Corporation to its trustees or officers.

**VIII.3 Checks and Drafts.** All checks, drafts, or other orders for the payment of money, issued in

the name of the Corporation, shall be signed by such officer or officers, agent or agents, or employee or employees of the Corporation and in such manner, including facsimile signatures, as shall from time to time be determined by resolution of the Board of Directors.

**VIII.4 Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

## ARTICLE IX. GENERAL PROVISIONS

**IX.1 Seal.** The corporate seal of the Corporation shall contain the name of the Corporation and shall be in such form as approved by the Board of Directors.

**IX.2 Waiver of Notice.** Whenever any notice is required to be given by any Board of Directors member under the provisions of §55A-2-02 of the General Statutes of the State of North Carolina or under the provisions of the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**IX.3 Indemnification.** The Corporation shall indemnify its past and present officers and directors to the maximum extent of the law, and such officers and directors shall be deemed to have relied upon this Part.

**IX.4 Fiscal Year.** The fiscal year of the ACS shall be established by resolution of the Board of Directors.

**IX.5 Amendment of Bylaws.** Except as otherwise provided by law, by the Articles of Incorporation or herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by a two-thirds vote of the general membership in attendance at any regular, Special or Membership Annual Meeting at which a quorum is present, and provided that not less than 14 days' previous notice of the proposed amendments shall have been distributed via post or electronic mail to all members.

**IX.6 Advisory Board.** The Corporation may establish an Advisory Board, without governing power or authority, to serve as a resource at the direction and pleasure of the Board of Directors by providing advice, assistance, expertise, and support to the Board of Directors for the advancement and promotion of the mission of the Corporation. The Board of Directors may appoint a Chair of the Advisory Board who may be authorized to serve as an ex officio, non-voting member of the Board of Directors.

**IX.7 Dissolution.** Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any

such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

**IX.8 Non-Discrimination Policy.** The ACS follows an equal opportunity policy and welcomes members, Board Directors, and Staff without regard to race, creed, color, ethnicity, national origin, religion, sex, sexual orientation, gender expression, age, physical or mental ability, veteran status, military obligations, and marital status. This policy also applies to internal promotions, training, opportunities for advancement, terminations, outside vendors, customers, service clients, use of contractors and consultants, and dealings with the general public.

**IX.9 Rules of Order.** Except where there may be a conflict with the Articles of Incorporation or Bylaws of the ACS, the rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of the ACS. Additionally, all members of the Board of Directors are expected to conduct themselves in a manner appropriate to the expectations of the ACS by demonstrating the highest caliber of individual excellence and positive leadership.

**IX.10 Books and Records.** The Corporation shall keep complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors.

**IX.11 Conflict of Interest Policy.** Directors shall be required to file, in writing, a full disclosure of any conflict of interest on an annual basis. Any director with an identifiable conflict of interest shall not participate in the deliberations or decision-making on the issue regarding which he or she has a conflict of interest. Any transaction of the ACS in which a Director has an interest must be approved in good faith by not less than two-thirds (2/3), of the disinterested Directors present, even if less than a quorum.

**CERTIFICATION** These bylaws were approved at the Membership Annual Meeting of the Asheville Choral Society on [Date Approved].