



**BYLAWS OF
THE PIKES PEAK FLUTE CHOIRS, INC.**
Revised 4/26/2022

ARTICLE I – NAME

The name of the corporation shall be “The Pikes Peak Flute Choirs, Inc.,” or “PPFC,” sometimes referred to in these bylaws as the “Ensemble.”

ARTICLE II – PURPOSES

The exclusive purpose of the Corporation is to conduct tax-exempt, charitable, scientific, literary, and educational activities as set forth in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, so as to:

- A. Assist, promote, and strengthen the performing arts in Colorado and the Nation
- B. Provide services, performances, and consultation through programs of interest to the arts community and the community in general
- C. Provide a positive musical experience for musicians interested in the study and performance of fine flute ensemble literature
- D. Develop and maintain a permanent library of flute choir literature
- E. Perform music for both full flute choir and smaller flute ensembles to offer the performers the opportunity to practice their art and to promote an appreciation of a variety of flute music.

ARTICLE III – MEMBERSHIP AND VOTING

Section 1 - Membership

A. Categories of Members.

- I. The Board of Directors
- II. Ensemble performers who have paid dues in the past 12 months
- III. Ensemble performers exempt from paying dues who have performed in a concert or participated in 75% of rehearsals in the past 12 months
- IV. Such other categories of members as the Board of Directors may designate

B. Membership Dues

Members shall pay membership dues during the first month of the fall and spring rehearsal period and any other rehearsal period defined by the Board of Directors. for the amount approved by the Board of Directors. Dues are collected and tracked by the Treasurer. Scholarships may be available to cover the cost of the dues based on financial need and approved by the Board of Directors. Members of the Board of Directors shall be exempt from paying membership dues. Delays in payment of dues must be approved by the Board of Directors.

Each year comprises three rehearsal periods, fall, spring, and summer.

Membership dues are always due in fall and spring rehearsal periods and may be required in summer at the discretion of the Board of Directors.

C. Attendance

Members are requested to participate in at least 75% of rehearsals to perform in the forthcoming concert. If this is not maintained, the Board of Directors may

review their concert participation. Members may choose for any reason not to participate in any given concert and return following that concert.

D. Non-Discrimination Policy

The PPFC follows an equal opportunity membership policy without regard to race, creed, color, religion, national origin, gender, gender expression, sexual orientation, age, physical or mental physical or mental handicap disability, political affiliation, military obligations, veteran status, and marital status.

E. Removal of a Member of the Corporation.

The Board shall be empowered to remove any Member of the PPFC for violating the Non-Discrimination Policy set forth in these bylaws. Any other possible member concerns will be handled on an individual basis by the Board.

F. Auditions

Auditions, if requested, shall be administered by the Music Director or their designee(s). Audition information and material will be announced and distributed in advance of the audition date.

G. Music Materials

Members shall care for the sheet music provided by the PPFC and return said sheet music after the last performance of that music in a season. Members shall compensate the PPFC for music lost or damaged in their care or possession at a rate determined by the Board of Directors.

Members may borrow PPFC Library music as approved by the Board of Directors. Borrower shall sign the Sheet Music Use Agreement Form and shall compensate the PPFC for music lost or damaged in their care or possession at a rate determined by the Board of Directors.

H. Instruments On Loan Policy

Musical instruments may be provided to members on an “on-loan” basis primarily for PPFC-related events and performances. Members shall return musical instruments loaned to them by the PPFC in the same condition furnished, normal wear and tear excepted. Members shall compensate the PPFC for instruments lost or damaged in their care or possession at a rate determined by the Board of Directors or designee. Members borrowing instruments from the PPFC shall be required to sign the Music Instrument Use Agreement to be held by the Librarian.

Section 2 - Voting

A. Voting Rights

The following persons shall be entitled to a vote on all propositions presented to the membership at large:

- I. Each member of the Board of Directors
- II. Each member of the Pikes Peak Flute Choirs who has paid dues in the past 12 months
- III. Members exempt from payment of dues as designated by the Board of Directors who have performed in a concert in the past 12 months or participated in 75% of rehearsals.

B. Absentee Voting

Voting by absentee members is allowed with written vote being received by the Board President before the designated time. Members may also vote when participating in a meeting digitally such as in a Zoom meeting. Voting by proxy shall not be permitted. Write-in candidates will not be permitted.

C. Annual Meeting

The annual meeting of the PPFC shall take place in March at a date, time, and place to be announced by the President.

The quorum for the annual meeting shall be 25% of the membership of the flute choir as defined in Section 1A. If the quorum is not met, no voting may take place.

D. Notice

Written notice of annual meetings shall be given at least fourteen (14) days prior thereto, delivered personally, sent by mail or email to the entire membership of the flute choir.

ARTICLE IV – ADMINISTRATION

The management and government of this Association shall be vested in an Executive Board.

Section 1 - Board Members

A. Board of Directors

The Board of Directors shall consist of:

- President
- Treasurer
- Secretary
- Member Liaison
- Public Relations Director
- Librarian
- Music Director

The Music Director is considered a Board Member but not an Officer. The Music Director may attend Board Meetings as desired but is awarded their position via a different mechanism and may only vote on Board matters in tie-breaking situations. An Officer is any member of the Board of Directors elected by the members of the flute choir.

B. Number, Election, and Terms of Officers

The number of the Board of Directors of the Corporation shall not be less than three (3) nor more than seven (7).

Board Officers shall be elected by a majority vote of flute choir members at the Annual Meeting. Each Officer shall hold office until they are not re-elected or their written resignation is received by the Board of Directors. Elections take place in April. Newly elected Officers will be installed either immediately following the spring concert, or June 1st, whichever is sooner.

The positions of President, Secretary, Treasurer, Member Liaison, PR Director, and Librarian shall be elected annually by the members of the Corporation by a simple majority vote. Officers will not be limited in the number of terms they may serve but they must be re-elected each term.

In the event a Board Member cannot complete their term, a simple majority vote of the quorum of Directors at a meeting of the Board of Directors shall appoint a temporary replacement until a new Board Member is elected as described in these bylaws.

Interim Board Members may be appointed by majority vote of the Board between the Annual Meetings when a vacancy arises.

C. Appointment of Music Director

The position of Music Director shall be appointed by the Officers.

D. Performance Review of Music Director

Board Officers shall offer informal feedback to the Music Director every year based on member sentiment, concert outcomes, feedback from concert audiences, rehearsal morale, time management, and communication. A formal Job Performance Review shall be conducted by the Officers every two years based on the same categories. At that point the Board shall decide to renew the Music Director's term or begin a Director Search. Informal feedback may be offered more often as the Music Director requests.

E. Resignation of a Board Member

Any Board Member may resign their position at any time by giving written notification to the Board of Directors with a specified date of resignation.

Section 2 - Board of Directors Duties & Expectations

A. General Powers

The Board of Directors shall be a legal entity to handle all funds coming into the Ensemble, to manage its property, and to transact all business and other matters pertaining to the Ensemble. The Board may appoint interim officers for any office if positions are vacated during the year.

B. Board Member Attendance

Officers shall participate in at least half of the Ensemble concerts per year or they may not run for re-election.

Board Officers shall attend at least 75% of board meetings. When requested to vote via email, Board Members shall reply with their vote within 3 days.

C. Removal of a Board Member

Any Board Member may be removed or replaced with cause at the discretion of the Board of Directors by a two-thirds majority vote. The Board Member whose removal is being voted on cannot vote in this decision.

D. Special Meetings

Special Meetings of the Board of Directors may be called by any Board Member.

E. Notice of Meetings

Written notice of meetings of the Board of Directors shall be given to the entire flute choir at least seven (7) days before the meeting, delivered personally, sent by mail or email. The business to be transacted and its purpose must be specified in the notice. Any Board Member may choose not to attend a meeting. Ensemble performers may offer feedback or concerns to the President or Member Liaison in advance of the meeting, but matters decided by the Board will be voted on by the Board only.

F. Voting

A majority vote of the directors present at the meeting shall be required in order to pass a motion. Each Officer receives one vote on each matter of business. In case of a tie, the Music Director shall cast one vote.

A majority of the Directors currently in office shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at said meeting, the meeting shall be adjourned.

G. Vacancies

In the event a Board Member cannot complete their term, a simple majority vote at a meeting of the Board of Directors shall appoint a temporary replacement until a new Officer is elected as described in these bylaws.

H. Compensation

Only the Music Director of the Corporation may receive compensation for serving in the capacity of Music Director. Reimbursement for expenses shall be permitted as approved by the Board President.

I. Appointment of Support Personnel

The Board of Directors may appoint such persons as it reasonably deems necessary or desirable to act as Support Personnel for the Corporation. To the extent possible, persons appointed as Support Personnel shall be determined by the sole discretion of the Board of Directors

Section 3 - Position Duties

Any two (2) or more offices may be held by the same person except the offices of President and Treasurer may not be held by the same person, and the offices of Music Director and President may not be held by the same person.

J. Duties of the President

The President shall be the principal executive officer of the Corporation and shall supervise and conduct the activities and operations of the Corporation. They shall have general supervision of the affairs of the Corporation and keep the Board of Directors fully informed and freely consult with them concerning the activities of the Corporation. They shall sign, with any other Board Member, all contracts and documents authorized by the Board. They shall preside at all meetings of the Board of Directors and the membership or shall delegate a chairperson. They shall approve expenses on behalf of the Ensemble. They shall perform such other duties as assigned from time to time by the Board of Directors. They shall be a secondary signatory on the PPFC bank accounts. They shall choose dates for

annual meetings and announce annual meetings in writing to all members a minimum of 7 days in advance of the meeting date. The President will ensure elections are held for every position when they are due as described in these bylaws. The President may not also be the Music Director or Treasurer.

K. Duties of the Secretary

The Secretary shall record and keep copies of the minutes of all meetings of the Board of Directors in books for that purpose. They shall share minutes of Board meetings with the full flute choir, either via email or by a shared folder. They shall attend to the giving and servicing of all notices of the Corporation.

L. Duties of the Treasurer

The Treasurer shall have custody of all funds of the Corporation. They shall keep complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, they shall submit a statement of the accounts. They shall prepare and submit annual reports to the IRS and Colorado Secretary of State. The Treasurer shall at all reasonable times exhibit the corporate books and accounts to any Officer or Director of the Corporation. The Treasurer shall be required to prepare an annual accounting statement which must be presented at the Annual Meeting. The Treasurer may not also be the President

M. Duties of the Member Liaison

The Member Liaison shall act as a connection between the general membership of the Corporation and the Board of Directors. They shall solicit feedback and grievances from the general members and share them with the Board in a timely manner. They shall identify matters too sensitive to present to the entire board, and instead present them to the President in a timely manner, or another board member as may be more appropriate. The Member Liaison shall work with appropriate parties to develop responses and actions related to said concerns.

N. Duties of the Public Relations Director

The Public Relations Director shall act as a connection between the Ensemble and the general public. They shall run all social media pages for the Ensemble, write and distribute press releases about upcoming events, and design and print posters and advertisements for events. The PR Director shall maintain the website or assist the board in hiring an appropriate party.

O. Librarian

The Librarian shall be the caretaker of the instruments and sheet music of the Ensemble. They shall distribute parts to performers and collaborate with the Music Director regarding part assignments. They shall be the foremost keeper of the PPFC library, assist members with borrowing music from the library, and ensure that Sheet Music Use Agreement Forms are completed. They shall track instrument rentals and maintenance, and ensure that members borrowing instruments complete a Music Instrument Use Agreement form. They shall upkeep the digital cataloging of the sheet music library.

P. Duties of the Music Director/Conductor

The Music Director shall be the primary conductor for the Ensemble. They shall manage and lead music rehearsals and music performances. They shall select music, concert themes, rehearsal locations, and venues for performance with review by the Board of Directors. They shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the Corporation. The above duties may be delegated to other members of the Corporation by the Music Director. The Music Director may not also be the President. The Music Director only votes on Board decisions in case of a tie.

Q. Additional Duties

Board members may be asked to perform additional duties from time to time as deemed appropriate.

ARTICLE V – CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

A. Contracts

The Board of Directors may authorize any Board Member or agent, so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; such authority must be in writing and be confined to specific instances.

B. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be written by the Treasurer and signed by the President of the Corporation.

C. Deposits

All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

D. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VI – FISCAL YEAR

The fiscal year of the Corporation shall be September 1 to August 31.

ARTICLE VII – INDEMNIFICATION

The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceedings by reason of the fact that he or she, his or her testator or intestate was an associate, director, officer, or other agent of the Corporation, or of any other organization served by him or her in any capacity at the request of the Corporation, against judgments, fines, reasonable amounts paid in settlement and reasonable expenses, including litigation costs and attorneys' fees, provided it shall be found by a majority of a committee not involved in the matter in controversy that it was in the

interests of the Corporation that such settlement be made and that such Directors, Officer, or agent was not guilty of negligence or misconduct.

ARTICLE VIII – AMENDMENTS

These bylaws shall be reviewed annually by the Board of Directors at least sixty (60) days prior to the annual meeting.

These bylaws may be amended at any business meeting of the Ensemble by a majority vote of the members present and voting, the proposed amendment having been submitted in writing to the members at least thirty (30) days prior to the voting.

ARTICLE IX – DISPOSITION OF ASSETS UPON DISSOLUTION

Section 1 - Dissolution

No distribution of the property of PPFC shall be made upon its final dissolution until all debts are fully paid, nor shall the corporation be dissolved or any distribution made except by a majority vote of the PPFC membership.

Section 2 - Disposition of Assets

In the event of dissolution of this organization, any funds remaining in the treasury after Article IX, Section 1 is satisfied shall be contributed to Colorado Flute Association. If said organization does not exist, the assets shall be transferred to the National Flute Association.

Date: _____

, President

, Secretary

