

**BY-LAWS
OF
THE PIKES PEAK FLUTE CHOIRS, INC.**

ARTICLE I – NAME

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

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 serious musicians interested in the study and performance of fine flute ensemble literature;
- D. Develop and maintain a permanent library of flute choir literature; and
- E. Perform music for both full flute choir and smaller flute ensembles in order to offer the performers the opportunity to practice their art and to promote an appreciation of flute music.

ARTICLE III – MEMBERSHIP,
VOTING RIGHTS, AND ANNUAL MEETING

- A. Categories of Members.
 - 1. The Board of Directors;
 - 2. Ensemble performers; and
 - 3. Such other categories of members as the Board of Directors may designate.

B. Voting Rights.

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

1. Each member of the Board of Directors;
2. Each dues-paying member of the Pikes Peak Flute Choirs; and
3. Members exempt from payment of dues as designated by the Board of Directors.

Voting by absentee members is allowed with written vote being received by the Board President before the designated time.

Voting by proxy shall not be permitted.

C. Annual Meeting.

The annual meeting of the PPFC shall be during the fall semester at a date, time, and place to be announced by the President.

D. Notice.

Written or verbal notice of annual meetings shall be given at least seven (7) days prior thereto, delivered personally, sent by mail or email.

ARTICLE IV – BOARD OF DIRECTORS

A. Board of Directors.

The Board of Directors shall consist of:

1. Musical Director/Conductor;
2. Assistant Musical Conductor;
3. President;
4. Treasurer;
5. Secretary;
6. Ombudsman; and
7. Member-at-Large.

B. General Powers.

The affairs of the Corporation shall be managed by its Board of Directors. The Board may appoint the Ensemble's Musical Director, Assistant Musical Director,

Financial Officer, Personnel Manager, Stage Manager, and such other persons as it deems reasonably necessary or desirable and may provide for yearly review of all persons appointed.

C. Number, Appointment, and Term of Office of a Board Member.

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

Interim Board Members may be appointed between the Annual Meetings when a vacancy arises.

Board Members are elected at the Annual Meeting and serve for one year. Terms may be renewed indefinitely.

D. 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.

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.

F. Special Meetings.

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

G. Notice of Meetings.

Written or verbal notice of meetings of the Board of Directors shall be given 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.

H. Voting.

A majority vote of the quorum shall be required in order to pass a motion.

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

I. Compensation.

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

ARTICLE V – SUPPORT PERSONNEL

A. Appointment.

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. Support Personnel may attend Board meetings as available.

ARTICLE VI – OFFICERS

A. Officers.

The officers of the Corporation shall consist of a President, Secretary, Treasurer, and such other officers as the Board of Directors may from time to time appoint. 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.

B. Election and Term of Office.

The Officers of the Corporation shall be elected annually by the members of the Corporation by a simple majority vote. Vacancies may be filled or new offices created and filled at any meeting of the members of the Corporation. Each officer shall hold office until their written resignation is received by the Board of Directors or until completion of their term of office.

In the event an Officer of the Corporation cannot complete his/her 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 Officer is elected as described in these By-Laws.

C. Removal of an Officer.

Any Officer of the Corporation may be removed or replaced with cause at the discretion of the Board of Directors by a two-thirds majority vote.

D. Duties of the Musical Director/Conductor.

The Musical Director shall be the primary conductor for the Ensemble. He/She shall manage and lead music rehearsals and music performances. He/She shall select music, concert themes, rehearsal locations, and venues for performance with review by the Board of Directors. He/She shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the Corporation. He/She shall perform such other duties from time to time as assigned to them by the Board of Directors. The above duties may be delegated to other members of the Corporation by the Musical Director.

E. Duties of the Assistant Musical Conductor.

The Assistant Musical Conductor shall be the secondary conductor for the Ensemble. He/She shall lead music rehearsals and music performances in the absence of or at the direction of the Musical Director. He/She shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the Corporation. He/She shall perform such other duties from time to time as assigned to them by the Musical Director and/or the Board of Directors.

F. Duties of the President.

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

G. Duties of the Secretary.

The Secretary shall act as Secretary of all PPFC meetings and shall record and keep copies of the minutes of all such meetings in books for that purpose. He/She shall attend to the giving and servicing of all notices of the Corporation. He/She shall perform all other duties customarily incident to the office of Secretary subject to approval of the Board of Directors and shall perform such other duties as assigned from time to time by the Board of Directors.

H. Duties of the Treasurer.

The Treasurer shall have custody of all funds of the Corporation which come into his/her hands. He/She 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, he/she shall submit a statement of the accounts. He/She 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 and shall perform all duties customarily incident to the position of the Treasurer, subject to the control of the Board of Directors, and shall perform, when required, such security for the faithful performance of his/her duties as the Board of Directors may determine. The Treasurer shall be required to prepare an annual accounting statement which must be presented to the Board of Directors at the Annual Meeting.

I. Duties of the Ombudsman.

The Ombudsman shall act as a liaison between the general membership of the Corporation and the Board of Directors. He/She shall solicit feedback and grievances from the general members and share them with either the Board of Directors or the Musical Director in a timely manner. The Ombudsman shall work with appropriate parties to develop responses and actions related to said concerns.

J. Duties of Member-at-Large.

The Member-at-Large shall attend Board meetings and shall be assigned duties as needed by the Board of Directors.

ARTICLE VII – CONTRACTS,
CHECKS, DEPOSITS, AND GIFTS

A. Contracts.

The Board of Directors may authorize any Officer or agent in addition to the Officers, so authorized by these By-Laws, 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 may be general or confined to specific instances.

B. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or 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 VIII – FISCAL YEAR

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

ARTICLE IX – 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 X – MEMBERSHIP POLICY

A. Membership.

Membership in the PPFC shall be open to all interested flute players.

B. Membership Dues.

Members shall pay membership dues during the first month of the semester for the amount approved by the Board of Directors. Dues are collected by the Treasurer. Scholarships may be available to cover cost of the dues. Members of the Board of Directors shall be exempt from paying membership dues. Delays in payment of membership dues must be approved by the Board of Directors.

C. Attendance.

Members are requested to participate in at least 75% of rehearsals. If this is not maintained, the Board of Directors may review their membership status.

D. Auditions.

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

E. Music.

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

Non-Ensemble and current Ensemble members may borrow PPFC Library music as approved by the Board of Directors. Borrower shall sign 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 or designee.

F. Instruments On Loan.

Musical instruments are provided to members on an “on-loan” basis only and only 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 a Music Instrument Use Agreement to be held by the Instrument Manager.

G. 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 disability, military obligations, veteran status, and marital status.

H. 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 By-Laws.

ARTICLE XI – AMENDMENTS

These By-Laws may be amended by the affirmative vote of a majority of a quorum of the Board of Directors present at any meeting.

Dated this 13th day of September, 2018.

CHRISTINA KRAYER, President

JANE SANDSTROM, Secretary