



**BYLAWS OF
THE PIKES PEAK FLUTE CHOIRS, INC.**
Revised 9/19/2022

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 Ensemble 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, also referred to as the “Board”
- 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 as 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 or reject their concert participation. Members may choose for any reason not to participate in any given concert and return at any time in the future.

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 handicap disability, political affiliation, military obligations, veteran status, or 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 a temporary 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

All members as defined in Section 1A shall be entitled to a vote on all propositions presented to the membership at large.

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 video conference. Voting by proxy shall not be permitted. Write-in candidates shall 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. During the annual meeting any matters to be voted on by the membership shall be settled, including the election of board members and changes to the bylaws requiring member consent as stated in Colorado law.

The quorum for the annual meeting shall be 40% 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 or sent by mail or email to the entire membership of the flute choir.

ARTICLE IV – ADMINISTRATION

The management and government of this Ensemble shall be vested in a Board of Directors.

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

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

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).

The positions of President, Secretary, Treasurer, Member Liaison, PR Director, and Librarian (the Board Officers) shall be elected annually by the members of the Corporation by a simple majority vote taken during the Annual Meeting. Newly elected Officers will be installed either immediately following the spring concert, or June 1st, whichever is sooner. Officers will not be limited in the number of terms they may serve but they must be re-elected each term. Thus, each Officer shall hold office until they are not re-elected, until the date specified on their written resignation delivered to the Board of Directors, or they are removed from their office.

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.

B. *Board Member Attendance*

Officers shall participate in at least half of the full-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 or 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. Any members 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.

Voting may take place in person, via video conference, or via email.

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.

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 Music Director and President may not be held by the same person.

A. 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 all contracts and documents authorized by the Board, and solicit a second authorizing signature by one other board member on each such contract. They shall preside at all meetings of the Board of Directors and the membership or shall delegate a chairperson. They shall approve expenses and reimbursement on behalf of the Ensemble. They shall perform such other duties as assigned by the Board of Directors. They shall be a Key Executive or non-recipient signer on any PPFC bank accounts. They shall choose dates for annual meetings and announce annual meetings as detailed in Article III, Section 2D. 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.

B. 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. The secretary shall note all budgets and budget modifications in the meeting minutes. The secretary shall share meeting minutes with the flute choir, either via email or upload to a shared folder, within 7 days of the Board Meeting. They shall submit the annual period report to the Colorado Secretary of State during the

month of April. They shall attend to the giving and servicing of all notices of the Corporation.

C. Duties of the Treasurer

The Treasurer shall have custody of all funds of the Ensemble. They shall be one of two or more non-recipient signers on any PPFC bank accounts, along with the President. They shall keep and make public complete and accurate accounts of receipts and disbursements of the Ensemble. They shall deposit all monies and valuable effects of PPFC in the name and to the credit of the Ensemble in PPFC accounts within 30 days. They shall solicit a second authorizing signature on all checks written totaling over \$150. At each meeting of the Board of Directors, they shall submit a statement of the accounts including bank statements, check images, outstanding checks, unpaid debts, and predicted future expenses. They shall prepare and submit annual reports to the IRS. The Treasurer shall at all reasonable times exhibit the corporate books and accounts to any member 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.

D. 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.

E. Duties of the Public Relations Director

The Public Relations Director (PR Director) shall act as a connection between the Ensemble and the general public. They shall manage 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.

F. Librarian

The Librarian shall be the caretaker of the instruments and sheet music of the Ensemble. They shall distribute sheet music to performers and collaborate with the Music Director regarding such 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 ensure return of PPFC-owned materials within 14 days of each concert. They shall upkeep the digital cataloging of the sheet music library.

G. 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.

H. Additional Duties

Board members may be asked to perform additional duties 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 materials 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: _____

Erin Spencer, President

Beth Lewis, Secretary