

BYLAWS
Flagstaff Master Chorale, Inc.
as amended February 12, 2008

Article I
Name

The name of this corporation is FLAGSTAFF MASTER CHORALE, INC., also doing business as MASTER CHORALE OF FLAGSTAFF or other name(s) as approved by the Board of Directors.

Article II
Offices

The principal office of this corporation shall be located at Flagstaff, County of Coconino, State of Arizona. The corporation may have such other offices, either within or without the State of Arizona, as the Board of Directors may determine from time to time.

Article III
Purposes

The primary objectives and purposes of this corporation shall be:

- A. To provide a framework for the operations of the Chorale.
- B. To bring choral excellence to the public.
- C. To provide Chorale members with the opportunity for personal musical growth.
- D. To promote and encourage all the fine arts.

Article IV
Membership

Section 1: Membership shall consist of the Chorale and the Board of Directors.

Section 2: Each member shall have one vote.

Section 3: Each member of the Chorale shall pay dues as set by the Board of Directors.

Article V
Board of Directors

Section 1: Powers and duties The affairs of the corporation shall be managed by the Board of Directors. The Directors shall set policy and aid in fund raising. They shall be responsible for the employment, termination of employment and setting of compensation for paid staff.

Section 2: Membership The Board of Directors shall include as voting members the Officers, the Section Leaders, three additional Directors from Chorale membership and up to five additional Directors who are not members of the Chorale. The Music Director, Assistant Music Director and Business Manager shall be non-voting members.

Section 3: Term Except for the President, Past-President and President-Elect, Directors shall serve for a one-year term, which shall coincide with the fiscal year. They may succeed themselves without limitation.

Section 4: Election Directors shall be elected by the membership of the Chorale at the Annual Meeting of the corporation, which shall take place during or immediately after the second semester of each academic year on a date set by the Board of Directors.

Section 5: Meetings Directors shall meet at least once each semester of the academic year. They may meet otherwise as is deemed necessary. One week's notice shall be given for meetings.

Section 6: Quorum A quorum shall consist of a majority of the Board of Directors.

Section 7: Compensation Directors shall not receive any salary for their services. However, nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation therefore.

Section 8: Voting At any meeting of the Directors, every voting Director present in person at such meeting shall be entitled to one vote and, except as otherwise provided by law or by these Bylaws, the act of the majority of the Directors present in person at any meeting at which a quorum is present shall be the act of the Directors. Voting at such meetings may be extended by e-mail and/or telephone or conference call.

Article VI Business Manager

The Chorale may employ a part-time Business Manager who shall oversee the affairs of the Chorale such as bookings, publicity, ticket sales, photography, recording, fund raising, grant writing and such other duties as may be required by the Board of Directors. The Business Manager, being an ex-officio member of the Board, shall serve on the Board of Directors, and shall be responsible to and report directly to the President and to the Board of Directors. The Business Manager is not an officer of the corporation.

Article VII Officers

Section 1: Officers shall be members of the Chorale.

Section 2: President The President shall preside at all meetings and shall serve as the spokesperson for the corporation. This office shall be a two-year term.

Section 3: Past President Duties will be assigned by the Board of Directors. This office shall be a two-year term.

Section 4: President-Elect The President-Elect may assume the duties of the President during his/her absence. Other duties may be assigned by the Board of Directors. This office shall be a two-year term.

Section 5: Treasurer The Treasurer shall serve as custodian of all funds of the corporation, receive and disburse monies, and keep accurate records of all transactions.

Section 6: Music Director The Music Director shall make all decisions pertaining to musical personnel, music selection, preparation and performances. He/she shall be responsible for concert and rehearsal scheduling and will conduct all rehearsals and performances under ordinary circumstances.

Article VIII Nominating Committee

The Nominating Committee shall be appointed by the Board of Directors and shall present a slate of Officers and Directors to the membership at the time of notification of the Annual Meeting. Elections will take place at the Annual Meeting.

Article IX Vacancies

Vacancies on the Board that occur during the year may be filled by the Board of Directors.

Article X Execution of Instruments, Deposits and Funds

Section 1: Execution of Instruments The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2: Checks and Notes Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and/or the President.

Section 3: Deposits All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4: Gifts The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

Article XI Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

Article XII Procedures

Section 1: Meetings of the corporation shall be governed by Robert's Rules of Order.

Section 2: A simple majority of members present at a meeting shall be required to transact business.

Article XIII Amendment of Bylaws

Section 1: Any member of the corporation may submit proposed bylaws amendments to the Board of Directors for consideration.

Section 2: At least two weeks prior to the meeting at which amendments are to be considered, Directors shall be given written notice and the text of such proposed amendments.

Section 3: Any change in the bylaws must be ratified by a majority of the Board of Directors.