

BY-LAWS

Hilo Community Chorus

ARTICLE I - ORGANIZATION

1. The name of the organization shall be Hilo Community Chorus.
2. The organization may at its pleasure by a vote of the membership change its name.

ARTICLE II - PURPOSES

The following are the purposes for which this organization has been organized:

1. To provide the Hilo community with the opportunity to perform quality choral music;
2. To provide the Hilo community with the opportunity to hear quality choral music;
3. To conduct the financial (and other) business of the organization.

ARTICLE III - MEMBERSHIP

Membership in this organization shall be open to all who wish to sing and perform with the Hilo Community Chorus and who are current with their dues.

ARTICLE IV - MEETINGS

1. The annual membership meeting of this organization shall be held on the day of the first rehearsal after the Spring concert. Additional meetings may be called as necessary.
2. The Secretary or designee shall cause to be mailed to every member in good standing at his e-mail address, or residential address, it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.
3. Regular meetings of this organization shall be held at a location determined by the Board of Directors.
4. The presence of not less than 10% (percent) of the members in good standing shall constitute a quorum and shall be necessary to conduct the business of this organization.

ARTICLE V - VOTING

At all meetings, all votes shall be by voice. If a decision is unclear, a hand vote will be taken.

ARTICLE VI - ORDER OF BUSINESS/ANNUAL MEETING

1. Attendance at the business meeting shall be recorded by the secretary.
2. Reading of the minutes of the preceding meeting.
3. Reports of the finances
4. Reports of Officers.
5. Old Business
6. New Business
7. Adjourn

ARTICLE VII - BOARD OF DIRECTORS

1. The business of this organization shall be managed by a Board of Directors consisting of up to ten members, including at least one member from each section if possible. The Artistic director is an Ex Officio voting member of the board.
2. The directors to be chosen for the ensuing year shall be chosen at the annual meeting and they shall serve for a term of three years. Directors may be asked to serve succeeding terms. In the event of board vacancies, a board election may be held at a special membership meeting called for that purpose.
3. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its President after due notice to all the directors.
4. Greater than 50 percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held at least three times per year, or as deemed necessary by the President. Each director shall have one vote and such voting may be done by proxy.
5. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
6. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.
7. The President of the organization by virtue of his/her office shall be Chair of the Board of Directors.
8. The Board of Directors shall select officers of the organization from among their membership.

9. At the termination of their services to the Board of Directors, former Board members must immediately return all affects and materials concerning business processes and transactions of the Corporation to the existing Board of Directors.

ARTICLE VIII - OFFICERS

No officer shall for reason of their office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

The initial officers of the organization shall be as follows:

President:

The President shall preside at all membership meetings and meetings of the Board of Directors. In addition, the President shall:

1. present at each annual meeting of the organization an annual report of the organization;
2. appoint all committees, temporary or permanent;
3. ensure that all books, reports, and certificates required by law are properly kept or filed;
4. be one of the officers who may sign the checks or drafts of the organization;
5. have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Vice President:

The Vice President shall in the event of the absence or inability of the President to fulfill the requirements of the office, become acting president of the organization with all the rights, privileges, and powers of the duly elected president.

Secretary:

The Secretary shall keep the minutes and records of the organization in appropriate books. In addition, the Secretary shall:

1. file any certificate required by any statute federal or state;
2. give and serve all notices to members of this organization;
3. be the official custodian of the records;
4. be one of the officers authorized to sign the checks and drafts of the organization;
5. present to the membership at any meetings any communication addressed to them as

Secretary of the organization;

6. submit to the Board of Directors any communications which shall be addressed to them as Secretary of the organization;
7. attend to all correspondence of the organization, maintain copies of the correspondence and exercise all duties incident to the office of Secretary;
8. distribute minutes of the previous Board meeting to the rest of the Board in a timely manner- preferably within **one week**.

Treasurer:

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be responsible for such monies or securities of the organization. In addition, the Treasurer shall:

1. be one of the officers authorized to sign checks or drafts of the organization;
2. not set aside a special fund that would make it unnecessary for the Treasurer, upon request, to issue checks;
4. render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting;
5. exercise all other duties incident to the office of Treasurer;
6. shall be chair of any Financial Committee.

ARTICLE IX - SALARIES

The Board of Directors shall hire and fix the compensation of any and *all* employees which they in their discretion may determine to be necessary for the conduct of the business of the organization. The Board of Directors serve as volunteers without monetary compensation.

ARTICLE X - COMMITTEES

All committees of this organization shall be appointed by the chair of the Board of Directors and their term of office shall be for a period of one year, more or less, as determined by the Board of Directors. All committee chairs shall report to the Board of Directors as required by the Board.

ARTICLE XI - DUES

The dues of this organization shall be determined by the Board for each term on an annual basis. The amount of the dues will be announced at the annual meeting.

ARTICLE XII - AMENDMENTS

These By-Laws may be altered, amended, repealed, or added to by an affirmative vote of not less than two thirds of the members in good standing in attendance or by proxy at an annual or special meeting.

ARTICLE XIII - CONFLICT OF INTEREST POLICY

1. **PURPOSE:** The purpose of the conflict-of-interest policy is to protect the tax-exempt Chorus' interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Chorus or might result in a possible excess benefit transaction. This policy is intended to supplement but not replay any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. **DEFINITIONS:** The following definitions are applicable:
 - a. **Interested Person:** Any director, principal officer, or member of the governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
 - b. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An Ownership or investment interest in any entity with which the Chorus has a transaction or arrangement,
 - ii. A compensation arrangement with the Chorus or with any entity or individual with which the Chorus has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Chorus is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board of committee decides that a conflict of interest exists.

3. **PROCEDURES:**
 - a. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the

directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

- b. Determining whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest:
 - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing board or committee shall determine whether the Chorus can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Chorus' best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of Conflict-of-Interest Policy
 - i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or

possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. COMPENSATION

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Chorus for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Chorus for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Chorus, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6. ANNUAL STATEMENTS

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. Understands the Chorus is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. PERIODIC REVIEWS

To ensure the Chorus operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Chorus' written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews, the Chorus may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Section VII of these Amended By-Laws were approved at a special membership meeting held on September 26, 2022 as Certified by the Corporation Secretary.

Subsequent to this approval, gender-specific language of SECTION VIII was modified or replaced with gender neutral language. The Secretary certifies that none of the original intent of the wording of SECTION VIII of these Bylaws was changed by these modifications.

A handwritten signature in black ink that reads "Leslie D. Hittner". The signature is written in a cursive, slightly slanted style.

Leslie D. Hittner