

ELMHURST CHORAL UNION

BY-LAWS

ARTICLE I

GENERAL

Section 1. NAME:

The name of the Organization shall be "Elmhurst Choral Union." It may be referred to by its initials "ECU" or as "the Organization."

Section 2. PURPOSE:

The purpose of the Organization is to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the successor statute thereto), and more specifically: to establish and maintain a performing choral Organization in the Chicago metropolitan area; and to rehearse, produce and perform quality vocal works under the direction of a prestigious choral director and accompanied by trained musicians and soloists for the benefit of the singers, audience members and the community.

Section 3. POWERS:

The Organization has such powers as are described in these by-laws.

ARTICLE II

MEMBERSHIP

Section 1. CATEGORIES OF MEMBERSHIP:

The Organization shall have two categories of membership, as follows:

a. REGULAR MEMBERS are members of the chorus whose accounts are in good standing.

b. ASSOCIATE MEMBERS are persons who actively work on behalf of the Organization but are not singers in the chorus. Their membership must be confirmed by a majority of the Board of Directors.

Section 2. LIMITATIONS OF MEMBERSHIP:

a. Regular membership in the Organization may be limited when it is deemed necessary by the Artistic Director & Conductor for the maintenance of musical quality.

b. Continuation of regular membership shall be contingent on active participation in rehearsals and performances, timely payment of dues, fees and other charges, and continued approval of the Artistic Director & Conductor.

Section 3. VOTING RIGHTS:

a. Each regular and associate member shall have one vote on each matter brought to the Organization for a vote.

b. Voting by proxy shall not be permitted.

Section 4. TERMINATION OF MEMBERSHIP:

The Board of Directors, after an appropriate hearing, may vote to suspend or expel a member for cause. An affirmative vote of the majority of all Board members is required.

Section 5. RESIGNATION OF A REGULAR MEMBER:

Any regular member may resign at any time by notifying the Artistic Director & Conductor, but such resignation shall not relieve the obligation to make good on unpaid dues, fees and other charges.

Section 6. REINSTATEMENT OF A REGULAR MEMBER:

Upon request to the Board of Directors, a former regular member who has been suspended or expelled may be reinstated to regular membership upon such terms as the Board of Directors deems appropriate.

Section 7. TRANSFER OF MEMBERSHIP:

Membership in Elmhurst Choral Union is not transferable or assignable.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING:

An Annual Meeting of members shall be held after the last performance in the fourth quarter of the fiscal year for the purpose of reporting on the activities and status of the Organization, and the election of members of the Board of Directors. Reports shall be made by the President, the Treasurer, the Artistic Director & Conductor and others as deemed necessary.

Section 2. SPECIAL MEETINGS:

Special meetings of the members may be called either by the President, the majority of the Board of Directors, or not less than one-tenth of the regular and associate members.

Section 3. PLACE OF MEETING:

The Board of Directors may designate any place as the place of meeting for the Annual Meeting, or for any special meeting.

Section 4. NOTICE OF MEETINGS:

Notice stating the place, date and time of any meeting of members shall be delivered either personally or by email and by posting of notices at rehearsals to all regular and associate members not less than five or more than forty days before the date of such meeting. In the event of a special meeting, the purpose of the meeting shall be stated in the notice. Notice of meeting shall be deemed delivered when emailed to the member's email address as reflected in the Organization's records.

Meetings may be held virtually if deemed necessary.

Section 5. PARLIAMENTARY PROCEDURE:

Robert's Rules of Order shall be the parliamentary authority in all matters coming before any meetings of the membership. Quorum for the transaction of business at any member's meeting will consist of the greater of (i) a simple majority of all regular and associate members or (ii) twenty-five (25) regular or associate members, whichever is greater.

ARTICLE IV BOARD OF DIRECTORS

Section 1. GENERAL POWERS:

The affairs of the Organization shall be managed by its Board of Directors.

Section 2. COMPOSITION:

The Board of Directors shall be composed of no less than seven and no more than eleven members. The number of Directors shall be determined by the Board. A majority of the Board of Directors must be regular members of the Organization.

Section 3. NOMINATIONS AND ELECTIONS:

Members of the Board of Directors shall be elected at the Annual Meeting. Nominations for election to the Board of Directors shall be made at least ten days before the meeting. Nominations may be made by any regular or associate member. Nominations will not be accepted from the floor at the meeting. Nominees receiving the greatest number of

votes shall be declared duly elected.

New members may be elected to the Board of Directors outside the regular election cycle when deemed necessary, provided the total number of Board members does not exceed eleven.

Nominations for and election of a new Board member outside the regular election cycle shall be made at a Board of Directors meeting. A majority vote of the Board is needed to duly elect a new Board member.

Section 4. TERMS:

The terms of elected members of the Board of Directors shall be three years, beginning with the first meeting of the Board in the fiscal year following the election. No Director shall serve more than two consecutive complete terms, or six consecutive years. After completing 2 consecutive terms, an individual will be eligible to be elected to the Board of Directors again after a period of one year.

Section 5. VACANCIES:

Any vacancy occurring on the Board of Directors may be filled by vote of the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor.

Section 6. REGULAR MEETINGS:

The Board of Directors shall meet at least once per calendar quarter, with additional meetings as needed.

Section 7. SPECIAL MEETINGS:

Special meetings of the Board of Directors may be called at any time by the President or at the request of any two Directors. The person or persons calling the meeting may select a time and a place within the State of Illinois as the place for holding the special meeting of the Board.

Section 8. NOTICE OF SPECIAL MEETINGS:

Notice of any special meeting of the Board of Directors shall be given to each Director at least two days prior to the meeting, unless said meeting is called to remove a director, in which case, at least 20 days' notice must be given. The purpose of the special meeting must be stated in the notice, and no other business may be transacted. Any Director may waive notice of any meeting.

Meetings may be held virtually if deemed necessary.

Section 9. PARLIAMENTARY PROCEDURE:

Robert's Rules of Order shall be the parliamentary authority in all matters coming before any meetings of the Board of Directors. A simple majority of all members of the Board shall constitute a quorum for the transaction of business at any Board meeting.

Section 10. COMPENSATION:

Directors shall not be entitled to compensation for service as a director of the Organization.

ARTICLE V OFFICERS

Section 1. OFFICERS:

The officers of the Organization shall be President, Vice-President, Treasurer and Secretary. The Board of Directors may select other officers who will have the authority to perform duties prescribed by the Board of Directors. No person may hold two or more offices.

Section 2. NOMINATION AND ELECTION OF OFFICERS:

Nominations for and election of officers shall be made at the first Board of Directors meeting of the fiscal year following the installation of the newly elected Directors. All Officers of the Organization must be duly elected members of the Board of Directors. Nominations will be made from the floor. The candidate receiving the most votes cast for each office shall be declared duly elected. Each officer shall hold office from the time of election to the end of the fiscal year.

Section 3. REMOVAL FROM OFFICE:

Any officer elected or appointed by the Board of Directors may be removed by a vote of the Board of Directors whenever, in its judgment, the best interests of the Organization would be served.

Section 4. VACANCIES:

A vacancy in any office may be filled by the Board of Directors at any meeting, with at least two days' notice given to each Director. Appointments to office shall be for the remainder of the term.

Section 5. PRESIDENT:

The President shall preside at all meetings of members and the Board of Directors and shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.

The term of the President shall be one year; the President may serve as long as he or she is eligible to be on the Board of Directors after being re-elected annually by the Board of Directors at the first Board of Directors meeting of the fiscal year. Before being eligible to

serve as President, an individual must have been a member of the Board of Directors for a minimum of one year.

Section 6. VICE-PRESIDENT:

The Vice-President shall preside at all meetings of members and the Board of Directors in the absence of the president. In the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers and restrictions imposed on the President. If the position of President becomes vacant, the Vice-President shall assume the office of President for the remainder of the former President's term. The Vice-President's term of office shall be one year. The Vice-President may serve as long as he or she is eligible to be on the Board of Directors.

Section 7. TREASURER:

The Treasurer shall have custody of the receipts and assets of the Organization; shall receive and give receipts for monies due and payable to the Organization; shall make deposits in the name of the Organization in such banks or other depositories as designated by the Board of Directors; and disburse funds in consultation with related staff and members of the Board and in the signatory requirements of the by-laws. The Treasurer shall establish a chart of accounts and reporting format, make reports to the Board and the membership of the Organization, and assist Board-approved auditors to conduct an annual audit if an audit is desired and approved by the Board of Directors. The Treasurer shall conduct the foregoing functions at the direction and subject to the overview of the Board of Directors. The Treasurer's term of office shall be one year. The Treasurer may serve as long as he or she is eligible to be on the Board of Directors.

If required by the Board of Directors, the Treasurer shall be bonded, at the Organization's expense, for the faithful discharge of duties in such sum and with such surety or sureties as the Board may deem appropriate.

Section 8. SECRETARY:

The Secretary shall keep minutes of the meetings of the members and of the Board of Directors; shall see that all notices are duly given in accordance to the provisions of these by-laws or as required by law; shall be the custodian of the Organization's by-laws and records; shall keep a register of the mailing address of each member, which shall be furnished to the Secretary by each member, and in general perform all duties incident to the office of Secretary and other such duties assigned by the President of Board of Directors. The Secretary's term of office shall be one year. The Secretary may serve as long as he or she is eligible to be on the Board of Directors.

ARTICLE VI STAFF POSITIONS

Section 1. ARTISTIC DIRECTOR & CONDUCTOR:

The Board of Directors shall appoint biennially an Artistic Director & Conductor, who shall provide leadership as set forth in the contract that will be established by the Board. The Artistic Director & Conductor shall serve as an ex officio, non-voting member of the Board and such committees as assigned by the Board. All actions by the Artistic Director & Conductor on behalf of the Organization are subject to approval of the Board of Directors.

The term of the Artistic Director & Conductor will be two years or a time to be determined at the discretion of the Board of Directors; at the end of the specified term, the Board of Directors can choose to re-engage the Artistic Director & Conductor for a specified length of time.

Section 2. ACCOMPANISTS:

The Board of Directors shall, upon the recommendation of the Artistic Director & Conductor, appoint or hire accompanists.

ARTICLE VII COMMITTEES

Section 1. ESTABLISHMENT OF COMMITTEES:

The President, with the approval of the Board of Directors, may designate one or more committees to carry out items of business for the Organization; said committees will be overseen by members of the Board of Directors. The Board of Directors shall appoint and remove members of the committee. One member of the committee shall be appointed by the Board of Directors to serve as chairperson of the committee.

Section 2. DISSOLUTION OF COMMITTEES:

The Board of Directors may at any time vote to dissolve any committee.

Section 3. QUORUM:

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be considered the act of the whole committee.

Section 4. RULES:

Each committee may adopt rules for its own governance not inconsistent with these by-laws or rules adopted by the Board of Directors.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. CONTRACTS:

The Board of Directors may authorize any Officer or Officers, agent or agents of the Organization, in addition to the Officers authorized by these by-laws, to enter into any contract on behalf of the Organization. Such authority may be general or confined to specific instances.

Section 2. CHECKS, DRAFTS, ETC.:

All checks, drafts or other orders for the payment of money shall be signed by the Treasurer or any other authorized officer. Any amount of payment that exceeds \$7,500.00 must be approved by either the President of the Board or the Artistic Director & Conductor.

Section 3. DEPOSITS:

All funds of the Organization shall be deposited to the credit of the Organization in such banks or other depositories as the Board of Directors may direct.

Section 4. GIFTS:

The Board of Directors may, but is not required to, accept on behalf of the Organization, any contribution, gift, bequest or devise for any purpose of the Organization it deems appropriate for such Organization.

ARTICLE IX BOOKS AND RECORDS

Section 1. KEEPING OF BOOKS AND RECORDS:

The Organization shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, the Board of Directors and committees having any of the authority of the Board of Directors; it shall also keep a record of the names and addresses of members entitled to vote. All books and records of the Organization may be inspected by any member, or a duly authorized agent of a member, for any purpose, at any reasonable time.

Section 2. ANNUAL AUDIT:

The Board of Directors shall have the financial records of the Organization audited annually if desired and approved by the Board of Directors.

ARTICLE X FISCAL YEAR

Section 1. FISCAL YEAR:

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

ARTICLE XI DISSOLUTION

Section 1. DISSOLUTION OF THE ORGANIZATION:

The Organization may be dissolved by recommendation of a majority of the Board of Directors and affirmation of that vote by a majority of the members present at a meeting of the regular members.

Section 2. DISTRIBUTION OF REMAINING ASSETS:

Upon dissolution of the Organization, the Board of Directors shall after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all of the assets of the Organization exclusively for the purposes of the Organization to such Organization or Organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt Organization or Organizations under Section 501(c)(3) of the Internal Revenue Code (or the successor statute thereto), as the Board of Directors shall determine.

ARTICLE XII

BY-LAWS

Section 1. AMENDMENTS TO BY-LAWS:

Following review and recommendation by the Board of Directors, these by-laws may be altered, amended, or repealed and new by-laws adopted by an affirmative vote of a majority of the directors present at any regular or special meeting.

Section 2. EFFECTIVE DATE:

WHEREAS, the by-laws of the Organization were effective on November 13, 2001 (the incorporation date) and provide in Article XII that the by-laws may be amended by an affirmative vote of a majority of the directors present at a regular or special meeting, the “by-laws” were amended, effective on May 1, 2018.

By an affirmative vote of a majority of the directors present at a regular or special meeting, the “by-laws” are further amended, effective on March 8, 2025.