

**BYLAWS OF THE
THE DENVER TURNVEREIN CHORUS
A Colorado Corporation
Doing Business As One World Singers**

**As Amended by Its Members
August 29, 2015**

The Denver Turnverein Chorus (“Corporation”), a 501(c)(3) nonprofit organization incorporated in the State of Colorado, seeks to promote understanding of our common humanity. The organization realizes this goal by performing choral music from diverse cultures and traditions; nurturing the musical abilities of all who wish to sing; presenting free and paid admission concerts in the local community; and touring regionally, nationally, and internationally.

Neither the Trustees (Directors) nor the Officers of the Corporation may receive financial gain from their positions, except as permitted under applicable state law and under Section 501(c)(3) of the federal Internal Revenue Code. The Corporation shall not engage in any activities which tax-exempt organizations are prohibited from undertaking under Section 501(c)(3) of the Internal Revenue Code, 26 U.S.C. section 170(c)(3).

In the event the Corporation is dissolved, the Trustees shall first use the assets to pay all the liabilities of the Corporation. They shall then dispose of the remaining assets in a manner consistent with the goals of the Corporation and in accordance with all applicable provisions of the Internal Revenue Code governing tax-exempt organizations. No assets of the organization shall inure to the benefit of any private individual.

**ARTICLE I
MEMBERS**

Section 1. Non-Discrimination.

The Corporation will not deny membership or discriminate against any employee, volunteer or program participant on the basis of age, race, sex, color, creed, religion, national origin, sexual orientation, transgender status, gender identity, gender expression, ancestry, marital status, gender, veteran status, political service, affiliation or disability.

Section 2. Active Members.

Membership in the Corporation is open to all who wish to sing. Individuals become members by paying appropriate dues; they are encouraged to join at the beginning of a semester. An informal audition with the Music Director is necessary for vocal placement in the chorus. Each member shall have the right to vote at general membership meetings and hold office in the Corporation. Active members must adhere to the Membership Guidelines.

Section 3. Ex-officio Members.

Ex-officio members shall be the Music Director. (See Article II, Section 3) Ex-officio members shall have the right to vote at general membership meetings, but not to hold office in the Corporation.

Section 4. Inactive Members.

Inactive members shall be those individuals who have opted not to join for a semester. Inactive members shall not have the right to vote at general membership meetings or to hold office in the Corporation.

Section 5. Honorary Lifetime Members.

Honorary Lifetime Members are former active members whom the membership has designated to receive such honor by reason of outstanding and meritorious service. Honorary members shall not have the right to vote or to hold office in the Corporation.

Section 6. Annual Meetings.

An annual meeting of the membership shall be held every August to elect or remove Trustees and Officers, to ratify appointments made by the Board since the last annual meeting, to amend bylaws, to review financial statements and to transact other business.

Section 7. Special Meetings.

Special meetings of the membership shall be held as called by the Board President, or by at least five Trustees, by seven days advance notice to the membership.

**ARTICLE II
BOARD OF TRUSTEES**

Section 1.

The Trustees of the Corporation may or may not be members of the Corporation and, when meeting as Trustees, exercise the rights and powers of members.

Section 2.

The Trustees shall reflect the constituents of the Corporation as well as the community it serves.

Section 3. Numbers and Powers.

The business and property of the Corporation, except as otherwise provided by statute, the Articles of Incorporation, or by these Bylaws, shall be conducted and managed by its Board of Trustees (the "Board") which shall consist of ten members, nine of whom, the President, Vice President, Secretary, Treasurer and five Trustees-at-Large, serve as voting members of the Board and one of whom, the Music Director, serves ex officio as a non-voting member of the Board. The Board shall keep written minutes of its meetings and a full account of its transactions.

Section 4. Responsibilities of the Board.

- review and approve the organization’s mission and strategic plan;
- review and approve the annual budget and key financial transactions;
- review and approve compensation practices and policies;
- review and approve fiscal and governance policies;
- provide oversight and direction for the Music Director and bear responsibility for evaluating his/her performance;
- evaluate its own effectiveness as a governing body and as representatives of the community in upholding the public interest served by the organization;
- ensure legal and ethical integrity and maintain accountability; and
- enhance the organization’s public standing.

Section 5. Elections and Terms.

Candidates for elective Board positions shall be nominated by a majority of those Trustees eligible to vote and present at the meeting at which the candidate is presented or by individual members of the Corporation at the annual membership meeting. Candidates for elective Board positions shall be elected by a majority vote of members eligible to vote and present at the meeting at which the candidate is presented. The highest-ranking member of the Executive Committee whose term is not expiring shall chair the election process. The elected Trustees shall be divided into two groups to provide so that the terms of one-half of the elected Trustees expire at each annual meeting of the membership. Trustees shall be elected for a term not to exceed two years from the date of their election. Trustees may be re-elected to subsequent terms.

Section 6. Annual and Regular Meetings.

Regular meetings of the Board shall be held on the first Thursday of every month during the chorus season--September through May. All members of the Corporation are welcome to attend. An annual meeting of the Board shall be held in July to nominate Trustees and officers, to review the annual financial statements of the Corporation, to approve a budget for the forthcoming year, and to transact other business.

Section 7. Special Meetings.

Special meetings of the Board shall be held as called by the President or by at least five Trustees, by seven days advance notice to the remaining Trustees.

Section 8. Place of Meetings.

The Board may hold its annual, regular and special meetings at such places in the local metropolitan area as it may from time to time determine. Meetings may be by conference or by other electronic means if all persons participating in the meeting can communicate with each other at the same time.

Section 9. Notice of Meetings.

Notice of place, day and hour of every annual, regular and special meeting shall be given to each Trustee, either:

1. By notice in writing mailed not later than seven days before the date set for the meeting and addressed to the last known post office address of the Trustee according to the records of the Corporation; or
2. By notice in writing by e-mail sent not later than seven days before the date set for the meeting and addressed to each Trustee's e-mail address according to the records of the Corporation; or
3. Delivered personally or left at the Trustee's residence or usual place of business not later than seven days before the date set for the meeting; or
4. By telephone not later than seven days before the date set for the meeting.

No notice of the time, place or purpose of any meeting need be given to any Trustee who waives such notice in a writing, executed and filed with the records of the meeting either before or after the holding thereof, or who participates in any meeting for any purpose other than to object to the manner of the notice.

Unless the business to be transacted is a proposed amendment to the Bylaws, or the election or removal of Trustees, the notice need not state the nature of the business to be transacted or the purpose of the meeting.

Section 10. Quorum and Manner of Actions.

The presence of a majority of all Trustees then serving on the Board and eligible to vote shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of the Board. Unless otherwise specified herein, the affirmative vote of a majority of those Trustees eligible to vote and participating in a meeting, with any Trustees abstaining on any matter not counted for any purpose other than the presence of a quorum, shall be an action of the Board.

Section 11. Written Consent to Action by Trustees.

Any action required or permitted to be taken at any meeting of the Board of Trustees or any committee thereof may be taken without a meeting if a written consent to such action is signed by a majority of all Trustees serving on the Board or on such committee and eligible to vote, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.

Section 12. Removal of Trustees.

The removal of any Trustee, with or without cause, may be recommended by a two-thirds vote of Trustees eligible to vote and present at a meeting called for that purpose. A Trustee may be removed from office by a vote of two-thirds of members eligible to vote and present at a general membership meeting called for that purpose.

Section 13. Vacancies.

The Board may fill vacancies on the Board by a majority vote of those Trustees eligible to vote and present at the meeting called for that purpose. Such appointments are temporary until the next annual general membership meeting at which time such board appointments must be ratified by a majority vote of members eligible to vote and present at the meeting the appointee is presented.

Section 14. Responsibilities of Trustees

The major responsibilities of each individual trustee are to:

- participate in Board meetings;
- attend performances and special events;
- be active on Board committees, task forces or as “project manager” (see Article IV, Section 2);
- assist with fundraising and advocacy;
- identify new talent for the organization’s governance and activities;
- carry out the purposes and mission of the charitable nonprofit;
- comply with federal and state law;
- comply with the organization’s governing documents (articles of incorporation and bylaws); and
- work closely with the Board to carry out specific assignments as approved by the Board.

All Board members will exercise the duty of care and the duty of loyalty. Trustees avoid conflicts of interest and avoid the use of organization opportunities for personal gain, acting in the best interests of the One World Singers and maintaining and promoting the strengths, traditions and values of the organization.

ARTICLE III EXECUTIVE OFFICERS

Section 1. Executive Officers.

The executive officers of the Corporation shall be the Board President, the Board Vice-President, the Board Secretary and the Board Treasurer. The executive officers shall be elected by majority vote of members eligible to vote and present at the annual general membership meeting. Each officer shall hold office for a term of two years effective from the date of the annual meeting.

Section 2. President of the Board.

The major responsibilities of the Board President are to:

- oversee board meetings;
- call special meetings if necessary;
- appoint Board liaisons to all standing committees of the Board;
- work with the Board to recruit new Trustees;
- periodically consult with Board members on their roles and help them assess their performance;
- encourage the Board’s role in strategic planning;
- evaluate annually the performance of the organization in achieving its mission;
- oversee searches for a new Executive Director;
- discuss issues confronting the organization with Board liaisons;
- partner with Board liaisons in achieving the organization’s mission;
- consult with Board liaisons in preparing agendas for board meetings;
- work in partnership with Board liaisons to make sure board resolutions are carried out;

- assist the Board liaison to the Governance Committee in conducting new board member orientation;
- coordinate the annual performance evaluations of the Music Director and Assistant Music Directors carried out at its annual July meeting; and
- act as spokesman for the organization.

Section 3. Vice-President of the Board

The major responsibilities of the Vice President are to:

- carry out special assignments as requested by the Board President;
- understand the responsibilities of the Board President and be able to perform these duties in the President's absence;
- work closely with the Board President to develop/implement officer transition plans; and
- report to the Board President.

Section 4. Secretary.

The major responsibilities of the Secretary are to:

- maintain all Board records and ensure their accuracy and safety;
- manage minutes of Board meetings;
- ensure minutes of Board meetings are distributed to Board members shortly after each meeting;
- be sufficiently familiar with legal documents (articles, bylaws, IRS letters, etc.) to note applicability during meetings;
- understand the responsibilities of the Board President and be able to perform these duties in the President's and Vice President's absence;
- complete required filings;
- provide notice of meetings of the Board and/or of a committee in accordance with the provisions of the bylaws; and
- perform all duties ordinarily incident to the office of a secretary of a corporation and, as such, other duties as may be assigned by the Board or by the Board President from time to time.

Section 5. Treasurer.

The major responsibilities of the Treasurer are to:

- serve as financial officer of the organization;
- be responsible for all funds, securities, receipts and disbursements of the Corporation;
- deposit, or cause to be deposited, in the name of the Corporation, all monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board;
- understand financial accounting for nonprofit organizations;
- manage the board's review of and action related to the Board's financial responsibilities;
- work to ensure that appropriate financial reports are made available to the Board on a timely basis;
- assist the Finance Committee in preparing the annual budget and presenting the budget to the board for approval; and
- complete required filings.

Section 6. Compensation.

Officers shall not receive compensation for their services. Nothing in this Section shall be construed to preclude an officer from receiving reimbursement for expenses incurred in connection with work as an officer.

Section 7. Executive Officers Holding More Than One Executive Board Office.

No executive board officer shall hold more than one executive board office at one time. No executive board officer shall execute, acknowledge or verify any instrument in more than one capacity.

**ARTICLE IV
BOARD STRUCTURE**

Section 1. Standing Committees, Ad Hoc Committees and Task Forces.

The Board shall have the power to create and eliminate standing committees, ad hoc committees and task forces as needed to accomplish its duties. Board liaisons to these committees and task forces shall regularly report their progress and account for spending to the Board. The President of the Board shall appoint all Board liaisons to these standing committees, ad hoc committees and task forces.

Section 2. Collaborations Committee

The general duties of the Collaborations Committee are to:

- identify and meet with SCFD-funded Tier I, Tier II or Tier III organizations or non-SCFD-funded organizations including creative businesses or other non-profit organizations for possible collaborative concerts funded by SCFD collaborative grants;
- identify and meet with non-profit organizations for possible collaborative concerts not funded by SCFD collaborative grants;
- provide the Artistic/Music Director with the names of organizations and their contacts who have demonstrated an interest in a collaborative concert with One World Singers;
- develop an on-going strategy to maintain relationships with past and future collaborative groups;
- create and implement programs to “promote understanding of our common humanity” with past and future collaborative groups; and
- perform other duties as may be assigned by the Board or President of the Board.

Section 3. Community Relations Committee.

The general duties of the Community Relations Committee are to:

- promote community involvement through projects designed to educate and build community awareness;
- promote the organization and its members through events, special projects and involvement within the community;
- promote and recognize individuals, companies, and organizations that help support our programs;

- make Board aware of community organizations that would be beneficial to the organization;
- invite representatives of local community organizations to presentations; and
- perform other duties as may be assigned by the Board or President of the Board.

Section 4. Development/Fundraising Committee

The general duties of the Development Committee are to:

- establish annual fundraising target levels for each source (foundation, government, individual, corporate) and targets related to time period of the Strategic Plan and submit to Board for approval;
- review and recommend to the Board short- and long-term development strategies;
- monitor achievement of fundraising targets, presenting analyses when such targets are exceeded or not met, or otherwise warrant attention and action by the Board;
- develop sustaining resources: endowment funds, capital campaign (if needed);
- suggest means for Board members to participate in development activities;
- periodically review fundraising materials in use;
- provide specific support to staff as needed; and
- perform other duties as may be assigned by the Board or President of the Board.

Section 5. Finance Committee.

The general duties of the Finance Committee are to:

- recommend an annual budget to the Board;
- allocate and monitor spending of standing committees, ad hoc committees and task forces;
- report, as requested, to the Board on the Corporation's financial status;
- develop and monitor financial performance indicators and associated standards for regular review, presenting analyses when such indicators exceed or fail to meet established thresholds or otherwise warrant attention and action by the Board;
- direct and review the organization's long-range financial plan;
- facilitate an audit by an independent party on a schedule determined by the Board;
- analyze, recommend and, if approved by the Board, oversee capital expenditures of the organization;
- review requests dealing with finances forwarded by management and submit recommendations to the Board regarding approval or disapproval;
- supervise the printing and sale of concert tickets; and
- perform other duties as may be assigned by the Board or the President of the Board.

Section 6. Gigs, Festival and Tours Committee.

The general duties of the Gigs, Festivals and Tours Committee are to:

- identify schools, retirement homes, clubs or other organizations in the local community for potential OWS performances, and, in consultation with the Music Director, schedule them;

- identify festivals, parades or other celebrations within the local community for potential OWS performances and, in consultation with the Music Director, arrange for our participation;
- provide, in consultation with the concert manager, for off-site performance needs;
- plan and execute summer tours for OWS; and
- perform other duties as may be assigned by the Board or the President of the Board.

Section 7. Governance Committee.

The general duties of the Governance Committee are to:

- submit recommendations regarding the Board's responsibility for the Board's effective and efficient functioning;
- make proposals to the Board regarding its structure and annual work plans;
- plan Board education including new Trustee orientation and retreats;
- develop actual and ideal Board composition profiles;
- monitor diversity in Board recruitment and representation in programs;
- direct the nomination and election of the Corporation's governing Board and Officers;
- evaluate member performance and forward recommendations to the Board regarding term renewal;
- arrange, oversee and analyze the results of a periodic governance assessment;
- plan and supervise preparations for the annual membership meeting; and
- perform other duties as may be assigned by the Board or President of the Board.

Section 8. Marketing Committee.

The general duties of the Marketing Committee are to:

- develop an annual marketing plan in conjunction with the Executive Director that addresses goals for the year;
- periodically review marketing materials in use;
- communicate with local and regional media, having the goal of securing press coverage of concerts and events;
- maintain social media platform;
- produce an e-newsletter sent to subscribers, ticket buyers and donors on a regular basis;
- establish relationships with organizations in target areas which sponsor group outings in order to promote group ticket sales;
- analyze concert attendance trends and audience target demographics;
- develop strategies that encourage consumer involvement and investment in the organization's mission;
- use market research methods or database marketing techniques to find potential patrons;
- make the organization's mission and objectives known so that potential patrons have a clear understanding of what the organization stands for and the reasons they should support it; and
- perform other duties as may be assigned by the Board or President of the Board.

Section 9. Membership Committee.

The general duties of the Membership Committee are to:

- receive and respond to inquiries regarding possible membership in One World Singers;
- periodically review and distribute membership materials in use;
- provide for basic member services (name tags, buddy pairings, sign-in sheets, etc.);
- prepare and distribute rosters reflecting current membership;
- prepare, distribute and process annual membership surveys;
- create and implement programs to “promote understanding of our common humanity” in the chorus;
- create and implement a retention program to maintain membership;
- contact members who have not returned to determine their reason for leaving; and
- perform other duties as may be assigned by the Board or President of the Board.

Section 10. Strategic Planning Committee.

The general duties of the Planning Committee are to:

- draft policy recommendations regarding the Board’s responsibility for strategic direction-setting;
- develop and recommend the Strategic Plan to the Board;
- review recommendations from management regarding strategies to implement the Strategic Plan;
- recommend task forces on an annual basis, and goals to be achieved by each;
- ensure that the Strategic Plan reflects the needs and concerns of stakeholders;
- monitor implementation of the plan and assess the degree to which the organization achieves its goals and mission; and
- perform other duties as may be assigned by the Board or the President of the Board.

Section 11. Project Manager.

The Board may designate one of its members (a “project manager”) to complete a finite task not generally falling under the duties of a standing Board committee. Project managers shall be appointed for a 1-year term which may be extended if their work is not completed at the end of the year. Project managers shall regularly report their progress and account for spending to the Board.

**ARTICLE V
STAFF**

Section 1. Employed Support Staff

The Board shall:

- hire, train and supervise support staff as needed and approved to achieve the organization’s goals and objectives.
- create and maintain job descriptions for all approved positions.
- monitor performance against objectives, taking corrective action as needed.

- create all human resources policies, practices and procedures to ensure that they comply with state and federal employment laws and regulations.
- create an administrative structure and decision-making mechanism that promote a productive working atmosphere and effective staff relations.

Section 2. Chorus Manager.

The Board shall request that members of the chorus elect a Chorus Manager who shall have responsibility for the management of the administrative affairs of the Chorus. The Chorus Manager shall hold office for a term of two years effective from the date of the annual general membership meeting.

Section 3. Section Leaders.

The Board shall request that members of the sopranos, altos, tenors and basses each elect a Section Leader who shall have responsibility for the management of the administrative affairs of their section and arrange for sectional rehearsals as requested by the Music Director. Each Section Leader shall hold office for a term of three years effective from the date of the annual general membership meeting.

Section 4. Librarian.

The Board shall appoint a librarian of the Chorus who is responsible for maintaining, distributing and collecting the music of the Chorus.

**ARTICLE VI
MISCELLANEOUS PROVISIONS**

Section 1. Negotiable Instruments and Other Evidence of Indebtedness.

All checks, drafts or orders for payment of money, notes and other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or, in his absence, the Vice President of the Board. Requirements for dual signatures by an executive officer or other designated officers may be designated from time to time by resolution of the Board. No checks shall be signed in blank. Checks in the amount of \$1,200.00 and above may not be issued without Board approval.

Section 2. Contracts.

All contracts issued in the name of the Corporation shall be executed by the Board President and Board Treasurer. Contracts in the amount of \$1,200 and above may not be executed without Board Approval.

Section 3. Fiscal Year.

The fiscal year of the corporation shall extend from August 1 to July 31.

Section 4. Amendments.

These Bylaws may be amended at the general annual membership meeting or special membership meeting called by the Board for that purpose, the notice of which shall set forth the

terms of the proposed amendment. Amendments shall require a two-thirds majority vote of members eligible to vote and present at the meeting.

Section 5. Indemnification.

The Corporation may purchase and maintain insurance for the purpose of reimbursing and indemnifying any Trustee, officer, agent or employee against losses reasonably incurred by him or by her (including, without limitation, judgments, penalties, fines, settlements, and reasonable attorney's fees and other expenses) in connection with any action, suit, or proceeding to which he or she may be made a party by reason of being or having been a Trustee, officer, employee or agent of the Corporation. To the extent that any Trustee, officer, employee or agent reasonably incurs such losses in connection with any such action, suit, or proceeding which are not reimbursed by insurance (whether purchased by the Corporation or by the individual Trustee or officer, agent or employee), the Corporation shall indemnify such Trustee, officer, agent or employee against such losses including reasonably incurred expenses to the full extent permitted by Section 2-418 of the Corporation and Association Code of Colorado.

Section 6. Rules of Order.

Robert's Rules of Order Newly Revised shall govern all meetings of the members and of the Board.