

**BYLAWS
OF
GREATER CINCINNATI CHORAL CONSORTIUM (GCCC)**

ARTICLE 1: MEMBERSHIP

1.1. Members

1.1.1. Eligibility

Membership is available to any organization or individual in the Greater Cincinnati area that is active in the performance and/or promotion of choral music.

1.1.2. Eligibility Exceptions

Those choral organizations or individuals that wish to apply, but do not fit the eligibility criteria, may apply to the Membership Committee for membership consideration.

1.1.3. Multi-Choir Organizations

Multi-choir organizations shall join as a single member.

1.1.4. Voting Rights

GCCC Members are given power of governance within the organization; each member having one vote at the Semi-Annual Meetings and any other general membership meeting.

1.1.5. Semi-Annual Meetings

The Board of Directors will set Semi-Annual Meeting dates. The first meeting should occur between August 15 and September 30 each year. The date of the second meeting will be determined by the Executive Committee.

1.1.6. Meeting Notices

All GCCC members shall be notified, in writing or email, as to time and place of the Semi-Annual Meetings not less than ten (10) days prior to the meetings.

1.1.7. Manner of Acting

The act of the majority of the GCCC member representatives present at a meeting shall be the act of the Membership, unless the vote of a greater number is required by these Bylaws. GCCC member organizations may have more than one representative present at meetings but each member organization may only cast one vote.

1.1.8. Proxy Voting

Any member who will not be present at a meeting may grant a proxy to another member, and shall notify the Secretary in writing as to the identity of the Member that holds its proxy.

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1.2. Dues

Members shall be assessed dues annually as determined by resolution of the Board of Directors. Members not current in payment of annual dues forfeit the benefits of membership, including the rights of Choral Performance Members to vote at the Semi- Annual Meetings or any other general membership meeting.

ARTICLE 2: BOARD OF DIRECTORS

2.1. General Powers

The affairs of the GCCC shall be managed by a Board of Directors

2.2. Number

The Board of Directors shall consist of not less than seven (7) or more than thirteen (13) Directors. The number of Directors may be changed by amendment to these Bylaws provided that no decrease in the number shall have the effect of shortening the term of any Incumbent Director.

2.3. Qualifications

Directors must be an advocate of choral music and also represent at least one member of the Consortium. Directors may have other such qualifications as the Board may prescribe by amendment to these Bylaws.

2.4. Election of Directors

2.4.1. Initial Directors

The initial Directors named after the adoption of these Bylaws by the GCCC members shall serve until the first Annual Meeting.

2.4.2. Successor Directors

Successor Directors for those with expiring terms shall be elected each year at the August or September required Annual Meeting by the affirmative vote of a majority of votes cast. Terms of the Successor Directors shall be staggered, with approximately one-third (1/3) of Directors' terms of office expiring each year.

2.5. Term of Office

2.5.1. Directors Elected at the First Annual Meeting

One-third (rounded down, if necessary) of the Directors elected at the first General Meeting shall hold office until the next General Meeting (1-year term). One-third (rounded down, if necessary) of the Directors elected at the first General Meeting shall hold office for an additional year (2 year term). The balance of Directors elected at the first General Meeting shall hold office for an additional year until the next Annual Meeting (3-year term). Unless a Director dies, resigns or is removed, he or she shall hold office until his or her successor is elected.

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2.5.2. Directors Elected After the First Annual Meeting

Directors elected after the first Annual Meeting shall hold office for three (3) year. Unless a Director dies, resigns or is removed, he or she shall hold office until his or her successor is elected.

2.5.3. Term Limits

A Director shall hold office for no more than three (3) consecutive terms.

2.6. Regular Meetings

By resolution, the Board of Directors may specify the date, time and place for holding regular meetings without other notice than such resolution.

2.7. Special Meetings

Special meetings of the Board of Directors or any committee designated and appointed by the Board of Directors may be called by or at the written request of the President or a majority of Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place as the place for holding any special Board of Directors or committee meeting called by them.

2.8. Meetings by Telephone

Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such Board of Directors or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

2.9. Notice of Special Meetings

2.9.1. In Writing

Notices in writing may be delivered or mailed to the Director at his or her address, shown on the records of the GCCC, not less than 10 days before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.

2.9.2. Personal Communication

Notice may be by personal communication with the Director not less than 10 days before the meeting.

2.9.3. Electronic Transmission

Notices may be provided in an electronic transmission and be electronically transmitted not less than 10 days before the meeting. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a

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record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the GCCC in the form of a record. Furthermore, the consent is automatically revoked if the GCCC is unable to electronically transmit two consecutive notices given by the GCCC, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

2.9.4. Posting Electronic Notice

Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network not less than 10 days before the meeting. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 2.10.

2.9.5. Waiver of Notice

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of GCCC, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the waiver of notice of such meeting.

2.9.6. By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.10. Quorum

A majority of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board of Directors meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

2.11. Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board of Directors, unless the vote of a greater number is required by these Bylaws.

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2.12. Presumption of Assent

A Director of the GCCC present at a Board of Directors meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the GCCC immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

2.13. Action by Board without a Meeting

Any action which could be taken at a meeting of the Board of Directors may be taken without a meeting if consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the Directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board of Directors meeting. For purposes of this Section 3.14, record means information inscribed on a tangible medium or contained in an electronic transmission.

2.14. Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the GCCC, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

2.15. Removal

One or more Directors (including the entire Board of Directors) may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors fixed by or in the manner provided by these Bylaws.

2.16. Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

2.17 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for reasonable expenditures incurred on behalf of the GCCC.

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ARTICLE 3: BOARD COMMITTEES

3.1 Executive Committee

3.1.1 Designation, Number and Qualification

There shall be an Executive Committee of the Board of Directors. The Executive Committee shall consist of the officers of the GCCC: the President, Vice President, Secretary and Treasurer.

3.1.2 Authority

The Executive Committee may act for the Board of Directors between meetings of the Board of Directors, within the policies established by the Board of Directors and with such additional authority as may be delegated by the Board of Directors, except in those matters reserved in these Bylaws for determination by the Board of Directors.

3.2 Standing or Temporary Committees

3.2.1 Standing Committees

There shall be five Standing Committees, each of which shall consist of at least one Director

Membership – The Membership Committee shall be responsible for the development and implementing of initiatives to increase membership in the GCCC.

Marketing/Public Relations – The Marketing/PR Committee shall be responsible for all marketing and publicizing of activities and events of the GCCC and its members

Artistic Collaboration – The Artistic Collaboration Committee works to create opportunities for choir members to interact through collaborative performances, concert series and music festivals.

Education – The Education Committee serves to tie the educational needs of the consortium and its members into the musical outlets of Greater Cincinnati through workshops, collaborations, projects and performances. Additionally, the committee strives to meet the educational needs of the choral community as a whole through outreach programs and collaborative events.

Governance – The Governance Committee shall be responsible for improving the governance of the GCCC and shall provide advice to Members on governance issues.

3.2.2 Temporary Committees

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more temporary committees, each of which shall consist of at least one Director

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3.2.3 Authority of Standing and Temporary Committees

Such Standing and Temporary committees shall have and exercise the authority of the Directors in the management of the GCCC, subject to such limitations as may be prescribed by the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it, him or her by law.

3.3 Quorum; Manner of Acting

A majority of the number of members composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.4 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairman of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.5 Removal of Committee Member

The Board of Directors, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the GCCC shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Other officers

and assistant officers may be elected or appointed by the Board of Directors, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board of Directors. Any officer may be assigned by the Board of Directors any additional title that the Board of Directors deems appropriate. The same person shall not hold more than one office.

4.2 Election and Term of Office

The officers of the GCCC shall be elected each year by the Board of Directors at the board meeting immediately following the annual membership meeting. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until annual officer elections are held by the Board of Directors or until his or her successor is

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elected. Officers shall serve a maximum of three consecutive terms and may be reelected after a full year break from the board.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the President or the Secretary, or by giving oral or written notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board of Directors may be removed by the affirmative vote of at least a majority of the Board of Directors whenever in its judgment the best interests of the GCCC would be served thereby.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board of Directors for the unexpired portion of the term or for a new term established by the Board of Directors.

4.6 President

The President shall be the chief executive officer of the GCCC and, subject to the Board of Directors' control, shall supervise and control all of the assets, business and affairs of the GCCC. The President shall preside over meetings of the Board of Directors. The President may sign contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the GCCC or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board of Directors from time to time.

4.7 Vice President

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board of Directors, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board of Directors, the same powers as the President to sign contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

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4.8 Secretary

The Secretary shall: (a) keep the minutes of meetings of the Board of Directors and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the records of the GCCC; (d) keep records of the post office address of each Director and officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

4.9 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in an amount and with such surety or sureties as the Board of Directors may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the GCCC; receive and give receipts for moneys due and payable to the GCCC from any source whatsoever, and deposit all such moneys in the name of the GCCC in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.10 Compensation

The officers shall receive no compensation for their service as officers but may receive reimbursement for reasonable expenditures incurred on behalf of the GCCC.

ARTICLE 5. ADVISORY BOARD

5.1 Advisory Board

The Board of Directors may appoint an Advisory Board of two or more persons to provide advice and assistance to the Board of Directors. Members of the Advisory

Board may be invited to meetings of the Board of Directors, but shall not be entitled to vote or exercise other powers of a director of the GCCC; provided, however, to the extent permitted by law, members of the Advisory Board shall be entitled to the same limitations on liability and rights to indemnification as directors of the GCCC. The Board of Directors may determine by separate resolution the operational rules which shall govern the Advisory Board. Advisory Board members may be removed at any time, with or without cause, by the Board of Directors.

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ARTICLE 6. INTERESTS OF DIRECTORS AND OFFICERS

6.1 Compensation

Directors who receive any compensation for services in any capacity, directly or indirectly, from the GCCC may not vote on matters pertaining to that Director's compensation.

6.2 Conflict of Interest

Directors and officers shall disclose to the Board of Directors any financial interest which the Director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board of Directors. The interested Director or officer shall abstain from voting on the transaction.

6.3 Review of Certain Transactions

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the GCCC, the Board of Directors shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

ARTICLE 7. ADMINISTRATIVE AND FINANCIAL PROVISIONS

7.1 Loans

No loans shall be contracted on behalf of the GCCC and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

7.2 Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit shall be extended by the GCCC to its officers or Directors.

7.3 Authorized Signers

Authorized Signers shall include the President, Treasurer and Secretary of the GCCC.

7.4 Authority to Open and Close Accounts

The Authorized Signers shall have the authority to open and close accounts on behalf of the GCCC. The signatures of two or more Authorized Signers shall be required to open or close accounts on behalf of the GCCC.

7.5 Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the GCCC shall be signed by one or more

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Authorized Signers of the GCCC and in such manner as is from time to time determined by resolution of the Board of Directors.

7.6 Deposits

All funds of the GCCC not otherwise employed shall be deposited from time to time to the credit of the GCCC in such banks, trust companies or other depositories as the Board of Directors may select.

7.7 Books and Records

The Secretary and/or Treasurer shall keep copies of its Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Board of Directors and any minutes which may be maintained by committees of the Board of Directors, records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

7.8 Accounting Year

Unless a different accounting year is at any time selected by the Board of Directors, the accounting year of the GCCC shall be the twelve months ending June 30th.

7.9 Rules of Procedure

The rules of procedure at meetings of the Board of Directors and committees of the Board of Directors shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these Bylaws

ARTICLE 8. AMENDMENTS

8.1 Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board.