

THE GEORGIA FESTIVAL CHORUS, INC.
BYLAWS
As Amended and Restated
May 02, 2023

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Section 1. NAME

- 1.1. *Legal Name.* The name of this organization is “The Georgia Festival Chorus, Inc.” The Georgia Festival Chorus, Inc. is a non-profit corporation organized under the laws of the State of Georgia.
- 1.2. *Other Names.* The organization also does business under the names “The Georgia Festival Chorus” and “GFC”.

Section 2. PURPOSE

- 2.1. *Activity.* The Georgia Festival Chorus operates a community chorus made up principally of volunteer musicians performing primarily classic, contemporary, spiritual and traditional sacred choral and choral orchestral repertoire.
- 2.2. *Mission.* The mission of The Georgia Festival Chorus is to serve the spiritual needs and minister to both local audiences and the greater global community by singing a repertoire of classical, contemporary, spiritual, and traditional sacred choral works in live concert presentations and through professionally produced recordings. The GFC seeks to move audiences with the power and intensity of its singing and its music, creating an atmosphere where audiences, both old and new, connect to the chorus members, each other, and the music.
- 2.3. *Nonprofit Status.* The purposes for which The Georgia Festival Chorus is organized are exclusively charitable, educational, or civic within the meaning of Section 501(c)(3) of the Internal Revenue Service Code.
- 2.4. *Policies Prohibiting Discrimination.* GFC strictly prohibits discrimination in all of its activities and memberships. For purposes of this section, discrimination includes, but is not limited to discrimination based on race, creed, color, religion, sex, or any other protected status under applicable local, state, or federal law.

Section 3. MEMBERSHIP IN The Georgia Festival Chorus

3.1. *Membership.* Membership in The Georgia Festival Chorus is open to any musically-qualified individual willing to make the required contributions of time, talent, and financial commitment. Musical qualification will be determined by means of audition and at the discretion of the Artistic Director.

Members in good standing are responsible for annually electing board officers and other possible actions as needed. Members in good standing are identified during each season as those members who are participating in the particular season's rehearsals and completed the audition process with the Artistic Director, and have completed payment of dues and music fees for the season.

Section 4. BOARD OF DIRECTORS

4.1. *Role and Responsibilities.* The board of Directors of The Georgia Festival Chorus (the "board") is legally responsible for the governance, direction and management of GFC. The board has all legal authority and power vested in boards of directors of non-profit corporations organized in the State of Georgia. The board's responsibilities include providing oversight and direction for all major decisions affecting the organization; adoption and approval of the annual operating budget; selection, recruitment and election of board members; selection, engagement and evaluation of Artistic Director and Managing Director; compensation for the Artistic Director and Managing Director; approval of any amendments to these Bylaws or the Articles of Incorporation for the organization; and approval of fundamental changes in the mission or structure of the organization. The Managing Director reviews staffing with the board president and determines compensation of all paid staff and personnel, including non-singer musicians.

The board may delegate various aspects of the operation and administration of activities of the organization to the Artistic Director, Managing Director, various committees, members, volunteers, and staff as the board determines from time to time to be appropriate.

4.2. *Size, Composition, and Election of board Members.* The board shall consist of no fewer than five (5) and no more than twenty (20) members. The board shall use its best efforts to ensure at least 25% of the board members at all times to be individuals who are not singers, performers or employees of the organization. The Artistic Director and Managing Director shall

each serve as *ex-officio and voting* members of the board, and shall recuse themselves for votes related to compensation for these positions.

4.3. *Officers.* The Officers of the board shall be the board President, board Vice-President, Secretary, and Treasurer and such other positions designated below or by the board by resolution. The board officers shall be elected by vote of a majority of the Chorus members in good standing present at the announced meeting, and shall serve for a term of one year beginning at the start of the next fiscal year, or if longer, until respective successors are duly elected. Any Officer may be re-elected for successive term(s).

4.3.1. *President.* The president is the presiding officer of GFC as registered with the State of Georgia. The president shall preside at each meeting of the board; serve as chair of the Executive Committee; appoint a chair for the Nominating and Governance Committees; be responsible for strategic planning and board development for the organization; and be responsible for the overall leadership of the board of directors of the organization.

4.3.2. *Vice President.* In the absence of the board president, the vice president shall perform the duties of the president. These duties may include presiding at meetings and otherwise proceeding with the board's business in an expedient manner.

4.3.3. *Secretary.* The secretary shall be responsible for keeping records of all board actions, including the recording and distribution of minutes of all board meetings. The secretary shall prepare and maintain all minutes of all meetings of the board. The secretary shall be responsible for ensuring regular communications to the chorus members, including programming information, logistics information, repertoire information, scheduled meetings of the board of directors, and other such information as necessary and pertinent to the functioning of the organization.

4.3.4. *Treasurer.* The treasurer is responsible for overseeing the financial aspects of the organization. The treasurer shall report at each board meeting on the financial condition and results of activities of GFC. Working with the Managing Director, the treasurer shall be responsible for overseeing the financial operations of GFC; establishing procedures for the payment of expenses incurred; monitoring income; ensuring accurate tracking of donations and contributions, including in-kind donations; tracking required registrations and filings; and, working in consultation with the Managing Director, board president and other members of the Finance Committee, the preparation and submission of the annual budget to the board.

4.3.5. *Artistic Director.* The Artistic Director shall be responsible for the planning, direction and implementation of the artistic program of the organization, determining

the program for each season and each performance, the training, instruction, and rehearsal of chorus members, conducting performances, and such other duties as are consistent with direction, selection, preparation and presentation of the musical program of GFC. The Artistic Director is responsible for selecting and hiring artistic personnel, including conductors, accompanists, and orchestral musicians as appropriate.

4.3.6. *Managing Director.* The Managing Director serves as the principal operating officer of GFC, and, in such capacity, is responsible for all the activities necessary to execute the work of GFC. Such activities include, but are not limited to, the contracting and payment of paid music staff/contractors as selected by the Artistic Director; the conduct of fundraising campaigns; donor relations; concert scheduling; concert venue coordination; concert logistics including preparation of printed or digital programs; venue readiness; treasury and budgetary functions; marketing and promotional activities; website, social media, and audience-building activities; tracking board member terms and committee membership; and other activities necessary to the function and thriving of GFC.

4.3.7. *Other positions.* The board may, by appropriate resolutions, create and fill various positions, committees, and offices as the board determines to be necessary or convenient for the operation of the organization.

4.3.8. *Prohibition against self-dealing--interested party transactions.* In any situation or matter in which a board member has or may have a financial or other personal interest that comes before the board for consideration, including, but not limited to, transactions in which the board member may receive a financial benefit, such board member (the "Interested Board Member") shall disclose such interest in the matter to the board prior to any discussion or consideration of the matter. By majority vote, the other members of the board may request that the Interested Board Member be excused from participation in discussion of the matter which will then be discussed and considered without participation by the Interested Board Member. Irrespective of whether the Interested Board Member is requested to leave a meeting, an Interested Board Member shall not vote upon or participate in the approval of any matter in which such Interested Board Member has an interest.

4.4. *Election of board Members and Term Length Issues.* Board members, with the exception of board officers as described in Section 4.3, shall be elected by a majority vote of the board of directors, and shall serve a term of three years. Board members may be elected to serve up to two consecutive additional terms thereafter. New board members may be invited to join the board at any time during the fiscal year. For purposes of determining years of service, six or more months of service will be counted as a year of service, and service of less than six months

will be disregarded. Thus, based on a fiscal year ending June 30, a board member who begins serving before January 1 will be deemed to have served a full year.

4.5. *Committees.* The board may create and convene committees as it deems appropriate to assist it in the performance of its duties. Except as otherwise provided in these Bylaws, the board president shall appoint the chair of each committee, who shall be a board member and report to the board on the progress of the relevant committee. Committees may be appointed for purposes including development; community engagement; marketing and audience building; etc. Standing committees include the following committees:

4.5.1. *Executive Committee.* The Executive Committee consists of the President, Vice President, Artistic Director, Managing Director, Treasurer, Secretary, and two board members-at-large appointed by the board president, and may include up to two non-board members. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the board of Directors in the intervals between meetings of the board of Directors. In creating this Executive Committee, the board of Directors envisions that the need for such Executive Committee to act will be limited to matters of the utmost urgency, and that in the normal conduct of GFC's activities, matters requiring the attention of the board shall be directed to the full board or the other appropriate committee.

4.5.2. *Nominating and Governance Committee.* A Nominating and Governance Committee shall be convened at least annually to provide for orderly succession of individuals in elected officer roles, including identifying, interviewing and compiling a slate of officers for the voting membership to consider at the appointed meeting date and time for such annual election, which shall be held in a timeframe during member participation prior to the start of the next fiscal year. The Committee shall also identify, interview and recruit potential board members and other volunteer positions needed by the GFC; or, at the pleasure of the board, such activity may be undertaken by the board as a whole. The Nominating and Governance Committee shall also be responsible for the periodic assessment of GFC's effectiveness, including progress against objectives contained in its strategic plan, articulated goals, and such other measures as the Committee may identify.

4.5.3. *Finance Committee.* The Finance Committee will consist of the Treasurer who shall serve as chair, Executive Committee members, and any other board members that may be appointed by the president. The Finance Committee is responsible for developing and reviewing fiscal procedures, developing a fundraising plan, and developing the annual budget alongside staff and other board members for presentation to the board of directors for consideration and approval. Any material

changes in the budget must be approved by the board or the Executive Committee. Periodic reports (at least semi-annually) shall be submitted by the Treasurer to the board of directors showing income, expenditures, and net assets.

4.5.4. *Artistic Committee.* The Artistic Committee will consist of the Artistic Director, who shall serve as chair, the Managing Director, the Assistant Conductor, accompanists, and any other board members appointed by the president. The Artistic Committee is responsible for developing and reviewing the artistic goals, agenda, and general programming for the organization, and setting the performance and rehearsal schedule for each season.

4.6. *Resignation, Removal, and Vacancies.* If a board member wishes to resign before the end of the member's term, the board member must submit written notice to the board president at least thirty days before the intended date of resignation. A board member may be removed from the board at any time by a two-thirds majority vote of the board.

If a vacancy in the position of board president is created by resignation, death, disability, relocation, or removal, the vice president shall perform the duties of the president until the vacancy in the position of president is filled by majority vote of the members in good standing of the organization at the appointed date and time of the election meeting.

4.7. *Meetings.* The board shall meet for regularly scheduled meetings at least twice every year. The board president may call a special meeting of the board at any time the board president deems it to be needed. Meetings or portions thereof may be closed at the discretion of the board president.

4.7.1. *Notice.* Board members will be notified by postal mail, e-mail, or telephone no less than fourteen days before an official board meeting takes place.

4.7.2. *Annual Meeting.* The Annual Meeting of the board will take place in the fourth quarter of the fiscal year at such date, time and location as designated by the board president.

4.7.3. *Quorum.* A quorum of at least fifty percent of the voting board members must be present before business can be transacted or motions made or passed.

4.7.4. *Participation in Meetings by Telephone or Video Conference.* Unless otherwise specified by the board president, any board member or officer may participate in and be counted for purposes of a determining whether a quorum is present in any meeting by attending either in person, by conference telephone, or by video conference capability so long as in each such case all of the participants in the meeting can hear one another.

Section 5. Staff and Personnel

5.1. *Engagement of Staff and Service Providers.* The board may authorize the Artistic Director, Managing Director, board president, or other persons to hire staff and engage service providers as the board authorizes and approves. Such authorization and approval shall include the approval of the annual budget approving line-item budgets for such purposes.

5.2 *Classification of compensated positions.* At all times, the board shall be cognizant of and maintain compliance with requirements of the Internal Revenue Code and related regulations regarding tax law compliance for independent contractors and employees.

Section 6. FISCAL POLICIES

6.1. *Budget.* The board shall propose, review, adopt, and cause the organization to operate under and consistently with the annual budget.

6.2. *Fiscal Year.* The fiscal year for all business transactions of GFC shall be from July 1 through June 30 of the following year.

Section 7. OTHER POLICIES AND PROCEDURES

7.1. Various specific policies and procedures adopted for The Georgia Festival Chorus shall be set forth in separate documents and maintained in files kept by the Managing Director.

Section 8. AMENDMENTS

8.1. These bylaws may be amended at any time and from time to time by affirmative vote of two-thirds of the members of the board of directors. Amendments may be proposed by any board member.

CERTIFICATE OF ADOPTION OF BYLAWS

Date of Amendment and Restatement:

I hereby attest that the foregoing document, comprising seven (7) pages, constitutes the Bylaws of The Georgia Festival Chorus, Inc., as amended, restated and adopted at a meeting of the board of Directors held on May 2, 2023.

Attest:

Cathy Garrison,
Secretary