

BYLAWS
OF
OAKLAND INTERFAITH GOSPEL CHOIR

ARTICLE I

Name, Principal Office, Purpose and Restrictions

- 1.01 *Name.* The name of the corporation is Oakland Interfaith Gospel Choir, Inc. (the "Choir"), a California nonprofit mutual benefit corporation.
- 1.02 *Principal Office.* The Board of Directors ("Board") shall determine the location of the principal office of the Choir.
- 1.03 *Mission.* The mission of the Choir is to inspire joy and unity among all people through black gospel and spiritual music traditions.
- 1.04 *Restrictions.* All policies and activities of the Choir shall be consistent with applicable federal, state and local antitrust, trade regulation laws and other legal requirements, including the California Nonprofit Corporation Law under which the Choir is organized and operated, and applicable tax-exemption requirements.

ARTICLE II

Members and Participants

- 2.01 *No Members.* The Choir shall have no members in the legal sense. Any reference to members or membership in these Bylaws refers to Choir participants, and is not intended to create or refer to statutory members.
- 2.02 *Participants.* The Board of Directors may establish written rules and policies relating to Participants in the activities of the Choir.
- 2.03 *Participant Obligation to Follow Choir Rules.* Each Participant in the activities of this Choir agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Board and/or duly constituted committees of the Choir.

- 2.04 *Participant Liability.* No Participant or leader of the Choir shall be personally or otherwise liable for any of the debts or obligations of the Choir.

ARTICLE III

Participant Dues

- 3.01 *Dues.* The Board shall set dues and fees, make assessments and set the terms of payment.
- 3.02 *Delinquency.* Any Participant who is delinquent in dues, fees or assessments may be suspended or terminated as provided above.
- 3.03 *Refunds.* No dues will be refunded except as approved by a two-thirds vote of the Board of Directors or its designee, in its sole and final discretion.

ARTICLE IV

Board of Directors

- 4.01 *Board of Directors.* Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or these Bylaws, the Choir's activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the Board.

The Choir Board may, in its discretion, establish honorary, advisory, or other "boards" within the Choir, all of which shall be subject to the supervision of and accountable to the Choir Board, and none of which shall be a "board" within the meaning of the California Corporations law.

- 4.02 *Eligibility and Number of Directors.* The Board shall consist of at least five (5) but no more than fifteen (15) directors unless changed by amendment to these Bylaws. The exact number of those members shall be fixed, within those limits, by a resolution adopted by the board.

Directors shall be knowledgeable about and supportive of the purposes for which the Choir was formed. The Board should, to the extent possible, reflect the diversity of the Participants in the Choir and the San Francisco Bay Area community.

Directors and other volunteer leaders shall receive no financial compensation for their services, but shall be eligible for reimbursement of reasonable and

necessary expenses incurred on behalf of the Choir by that volunteer leader in accordance with rules and procedures established by the Board.

The Board is composed of at least the following, all of which are voting members:

4.02.1 The President, Vice President, Treasurer, Secretary, and one other Director.

4.02.2 Elected Directors serve three-year terms. Directors shall be elected by simple majority to serve for a term of three years or until their successors are duly elected and qualified. A director may be elected to a second consecutive three year term, but may not be elected to a third consecutive three year term. A director may be re-elected to the Board for a single one-year term following completion of two consecutive full three-year terms in office. Term limits may be reset after a required lapse of one year after the single one year term.

4.02.3 The Executive Director shall be a non-voting member of the Board, who is appointed by and accountable to the Board, but is not counted as director for purposes of calculating the number of directors or quorum. The Executive Director shall supervise the offices and staff of the Choir, with authority to hire, supervise and terminate staff.

4.03 *Election and Term of Office.* Elected Directors shall be elected by the preceding Board of Directors. At each annual meeting of the Choir, generally held in May of each year, an election is held to choose new members of the Board to replace those whose terms are expiring. Elected directors shall serve in their elective office until a successor is appointed and installed by the Board.

4.03.1 The Board shall appoint a Nominating Committee who shall nominate persons for all elective offices of the Choir. The Board shall establish written rules for Nominating Committee activities, provided said rules are not in conflict with these Bylaws. The Board shall appoint the members of the Nominating Committee.

4.03.2 Candidates for election to the Board of Directors may be nominated by the Nominating Committee or by any member of the Executive Committee. If a candidate is nominated via a member of the Executive Committee, the chair of the Nominating Committee must receive the candidates' application at least 15 business days before the election.

4.03.3 The Artistic Director reports directly to the board and shall serve, *ex officio*, as a voting member of the Board. The Board may, by majority vote of the directors then serving in office, designate additional *ex officio* directors to serve in either a voting, or a non-voting capacity. Ex

officio directors with vote shall be counted in determining whether or not a quorum is present at a meeting. Ex officio directors without vote shall not be counted in determining the presence of a quorum.

4.03.4 A majority of Directors then serving may, by majority vote, designate selected individuals as Honorary or Emeritus Directors, to serve in such capacity for whatever period of time the Board deems appropriate. Such individuals shall serve without vote, but may attend Board meetings unless otherwise determined by the Board. There are no differences in responsibilities or privileges between Honorary and Emeritus Directors other than title and ability to vote.

4.04 *Vacancies.* If a vacancy occurs on the Board for any reason, the Board may fill the unexpired portion of the term.

4.04.1 Any director may resign by giving notice of his or her resignation to the Board or any of the officers of the Board. The resignation shall take effect at the time specified in the notice. Any director may be removed from office, with or without cause, by a majority vote of the directors then serving in office.

4.05 *Meetings.* Any director may call meetings of the Board. The Board shall hold its annual meeting at the time (generally May of each year) and place it selects and shall hold not less than five (5) other meetings each year at the time and place it selects.

4.06 *Notice.* The Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Board. The Board may hold special meetings upon four days notice by first class mail or 48 hours notice delivered personally or by telephone, text message, telegraph, email or facsimile.

4.07 *Quorum.* A majority of the directors then in office shall be necessary to constitute a quorum of the Board.

4.08 *Board Action.* Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors and officers.

4.09 *Meeting by Conference or Other Electronic Means.* Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply:

- (1) each member can communicate with all of the other members concurrently;
- (2) each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to a

specific action to be taken; (3) a means of verification is adopted and implemented by the corporation as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

- 4.10 *Action by Unanimous Written Consent Without a Meeting.* Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

ARTICLE V

Officers

- 5.01 *Officers.* The officers of the Choir shall be a President, Vice President, Treasurer, Secretary and Executive Director. The Executive Director shall be appointed by and accountable to the entire Board, but shall not have the right to vote.
- 5.02 *Election and Term of Office.* The elected officers shall be elected by the Board at its next regular meeting after the annual meeting to serve terms of one year.
- 5.03 *Duties.* The officers perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each officer as adopted by the Board from time to time. In addition, the President acts as Chairman of the Board; the Vice President acts in place of the President when the President is not available.

ARTICLE VI

Committees and Chapters

- 6.01 *Committees.* The Board may form, revise, or terminate committees on such terms and conditions as it deems to be appropriate. All committees shall conform to meeting rules set forth in these Bylaws and as otherwise required by the Board. Minutes shall be kept of all committee meetings, and shall be submitted in a timely manner to the headquarters office for safekeeping.
- 6.01.1 *Executive Committee.* The Executive Committee shall consist of the officers of the Choir, and will function on behalf of the Board between Board meetings. The Executive Committee is a subcommittee of, and accountable to, the Board. The Executive Committee shall report all actions taken between Board meetings to the Board at its next meeting.

The Executive Committee shall, on behalf of and subject to the supervision of the Board, oversee and administer governance, strategic planning, policies and procedures and similar matters necessary to ensure the timely implementation of Board directives.

6.01.2 *Committee Membership.* With the exception of the Executive Director, only voting members of the Board may serve as members of the Executive Committee. The Board may appoint as full voting members of any other committee such persons, whether or not directors, as the Board shall determine. Each committee shall have power to the extent delegated to it by the Board and in accordance with the laws of the State of California. Each committee shall keep minutes of its proceedings and report to the Board of Directors. The President of the Board of Directors shall appoint committee chairs. The committee chairs shall normally appoint the members of their committees. The membership of each standing committee shall be approved by the Board of Directors.

6.01.3 *Other Committees.* The Board may form, revise or terminate other committees on such terms and conditions as it deems to be appropriate. All committees shall conform to meeting rules set forth in these Bylaws and as otherwise required by the Board.

6.02 *Chapters.* Chapters are formally affiliated subdivisions of the Choir, usually special interest groups within the Choir. Chapters are subject to the general supervision of, and accountable to, the Board.

6.02.1 *Chapter Affiliation.* All Chapters shall be subject to a written charter issued by the Board. In the absence of a charter, a "chapter" or "council" is not an affiliate of the Choir, nor may its activities be materially related to Choir activity.

6.02.2 *Chapter Rules.* The terms, rules and conditions of the charter shall be determined by the Board, which shall be subject to change as deemed necessary by the Board. All Chapter financial and contractual events and activities shall be conducted under the oversight of the Board and Executive Director. All Chapters shall conform to meeting rules set forth in these Bylaws and as otherwise required by the Board. Minutes shall be kept of all Chapter meetings, and shall be submitted to the headquarters office for safekeeping.

ARTICLE VII

Indemnification and Insurance

- 7.01 *Indemnification.* To the fullest extent permitted by the law, the Choir shall defend, indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Choir's behalf. "Agent" for this purpose shall include representatives, Directors, officers and employees.
- 7.02 *Insurance.* The Choir may purchase and maintain insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

ARTICLE VIII

Miscellaneous

- 8.01 *Political Activities.* The Choir will not engage in lobbying or electioneering of any kind, except that this rule shall not prohibit Choir performances adjacent to political events, provided such performances do not constitute or infer affiliation with or support by the Choir of any political candidate or party.
- 8.02 *Fiscal Year.* The fiscal year of the Choir shall begin on July 1st of each year.

ARTICLE IX

Amendment of Bylaws

- 9.01 *Amendment of Bylaws.* These Bylaws may be amended by a two-thirds vote of the Board, provided that the general nature of the proposed amendment is set forth in the notice of the Board meeting at which the proposal will be considered.