

NAPERVILLE CHORUS BYLAWS

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ARTICLE I: NAME & PURPOSE

Section 1: Name - The name of this corporation is Naperville Chorus, hereinafter referred to as the “Chorus”.

Section 2: Purpose - The purposes of this organization are the advancement of choral music; the encouragement of participatory group singing; the development of appreciation of music; the presentation of choral programs for the enjoyment of the community; and the provision of a choral association headquartered in the city of Naperville, Illinois for the charitable, civic, cultural, and social benefit of Naperville and the nearby communities.

ARTICLE II: MEMBERSHIP & DUES

Section I: Membership Types - Any person aged eighteen (18) years of age or older who is interested in the aims and purposes of this organization is eligible for membership subject to existing vacancies. Membership is voluntary upon payment of dues and registration fees. Members shall be accepted through the third rehearsal of each term, unless an exception is granted by the Music Director. The Chorus has no obligation to return dues or fees, or to refund any payment to any member who withdraws after the commencement of rehearsals for the

applicable term. Members may be asked to participate in voice-part placement with the Music Director. There are two (2) types of membership:

1. **Active Membership:** An active member is a person who has registered for the applicable term, paid dues and fees, and who actively participates by singing in rehearsals and concerts in accordance with the attendance policy. Each active member has a vote during the Annual Meeting and, when scheduled, any Special Meeting, except where noted elsewhere in these Bylaws.
2. **Honorary Life Membership:** Upon motion and approval by the Board of Directors, an Honorary Life Membership may be conferred upon a member or past member who has rendered singular and extraordinary service to the Chorus. Honorary Life Members shall enjoy all the privileges and benefits of Active Members without further payment of membership dues. An Honorary Member that is not also an Active Member at the time of the Annual Meeting is not required to attend the Annual Meeting.

Section II: Membership Dues: Membership dues shall be established by the Board of Directors prior to registration for each term.

Section III: Membership Policies & Rules: Membership in the Chorus is voluntary. At the beginning of each term, the Board of Directors will publicize the dues and music fees in conjunction with registration. Honorary Members, who are not concurrently Active Members, are not required to attend rehearsals or business meetings and have no financial obligation to the Chorus. Any Honorary Member, who is concurrently an Active Member, is absolved of the obligation to pay dues as an Active Member.

Active Members who have failed to pay dues by the third rehearsal of a term will automatically be dropped from membership for that term. If a member is unable to meet the financial obligations of active membership, they may request a waiver of dues from the Board of Directors. The Board may, but is not obligated to, agree to a waiver.

For any reason other than non-payment of dues, the Board may, by affirmative vote of at least two-thirds ($\frac{2}{3}$) of the voting directors, deactivate a member. A hearing will be conducted at a regular Board meeting, and the impacted member will be notified of the Board meeting time and place at least one week prior to the hearing and will be afforded an opportunity to speak at that Board meeting.

Each Active Member is entitled to one (1) vote per matter submitted to a vote of the members. Voting may be done in person at the Annual or Special Meeting, or by proxy vote submitted in

writing or via email to the Secretary of the Board of Directors no less than twenty-four (24) hours prior to any meeting at which a vote is scheduled.

ARTICLE III: BOARD OF DIRECTORS

Section I: Governance - The business affairs, property, and programs of the Chorus shall be conducted by its Board of Directors. The Board shall consist of the Elected Officers, the immediate Past President, Standing Committee Chairs, and Standing Committee members, who collectively shall be known as the “Directors”.

Of these Directors, only the Elected Officers, immediate Past President, and Standing Committee Chairs, who shall be known as the “Voting Directors” are entitled to vote on any motion or action that comes before the Board. Each Voting Director has one (1) vote, and if an individual Voting Director serves as an Elected Officer and as a Standing Committee Chair or Past President, such individual has only one (1) vote.

Section II: Vacancies - In the event that an Elected Officer position becomes vacant sixty (60) days or more prior to the end of the business year, a replacement shall be appointed by affirmative vote of the Voting Directors unless the Articles of Incorporation, or a statute, provide that a vacancy so created shall be filled in some other manner, in which case such provision shall control. If an elected officer's position becomes vacant with fifty-nine (59) days or less remaining in the business year, the position shall remain vacant until the end of such business year.

If a President role is vacated for any reason, the person who vacated the office shall be ineligible to serve as “Past President” in the subsequent business year.

If both the Treasurer and Financial Secretary roles become concurrently vacant at any time during the business year, an interim Financial Committee Chair shall be appointed to serve out the position for the remainder of the business year by affirmative vote of the Voting Directors at the earliest possible convenience of the Board.

If any other Standing Committee Chair position becomes vacant for any reason at any time during the business year, a replacement Chair shall be appointed to serve out the position for the remainder of the business year by affirmative vote of the Voting Directors at the earliest possible convenience of the Board.

Section III: Special Board Members - Others may be appointed by action of the Board to serve as advisors, committee members, or participants in special activities and serve as nonvoting, members of the Board of Directors. Such status shall continue until the next business year, at which time the status can be renewed.

Section IV: Attendance Rule - Each Director is expected to attend all regular meetings of the Board and all Special Meetings and the Annual Meeting of the Chorus. Those members with three (3) consecutive unexcused absences shall be automatically removed from the Board of Directors.

Section V: Compensation - Directors shall be volunteers and shall receive no direct compensation, or compensation-in-kind for their services. For the sake of clarity, this means that Directors shall be responsible for paying membership dues and applicable fees, unless absolved of such obligation due to Honorary Lifetime Membership status.

Section VI: Commitment and Ethics Rule - Each Director must maintain a high commitment to the Chorus and exhibit the highest ethical standards in the conduct of business as suggested among not-for-profit organizations. Those Directors brought into question under this rule shall have a hearing before a special committee of the Board and, when their behavior is judged to be in conflict with the roles and responsibilities or ethical obligations of their role, or found to be incompatible with the best interests of the Chorus, shall be removed from the Board of Directors by a affirmative vote of two-thirds ($\frac{2}{3}$) of the Voting Directors.

ARTICLE IV: ELECTED OFFICERS

Section I: Elected Officers - The Elected Officers shall consist of President, Vice President, Secretary, Treasurer, Financial Secretary, and three (3) Directors-at-Large. The immediate Past President will remain as a Voting Director for one-year immediately following the expiration of their final term, unless stipulated otherwise in these Bylaws.

Section II: Election of Officers - The election of officers will be held at the Annual Meeting. All active members in good standing are eligible for nomination and election. No one member may hold more than one (1) elective office at any one (1) time; however, any elected officer except the President may serve as a Standing Committee Chair or member if so appointed by the

Board. Only active members who are currently or have previously served on the Board are eligible for nomination to the office of President.

At least thirty (30) days prior to the Annual Meeting, the president will appoint a nominating committee consisting of at least three (3) active members of the Chorus to conduct a search for each open officer position and to draw up a slate of officers. The period from the appointment of the nominating committee until one (1) week prior to the Annual Meeting shall be known as the “open nominating period” during which time any member of the Chorus may volunteer, either to a member of the nominating committee, or to an existing Board Member, for any Elected Officer role, subject to other eligibility requirements. All such voluntary nominations must be provided to the nominating committee, and subject to eligibility, be included in the slate or ballot. The Chair of the nominating committee will present the slate of candidates and conduct the election during the Annual Meeting. If there is only one (1) candidate per role, the slate will be presented in its entirety and the election will be conducted by voice vote. If there is more than one (1) candidate for a specific role, the election shall be conducted by written ballot. Ballots will be counted by the nominating committee at the Annual Meeting, and the winners announced prior to the close of the Annual Meeting.

Section III: Terms of Office - Officers elected at the Annual Meeting shall serve a term of one (1) year commencing the June 1, immediately following their election. The immediate Past President is the person who is the immediate predecessor of the current President and shall serve in that capacity for only one term regardless of the number of consecutive terms their successor serves. The President is limited to three (3) consecutive terms with an ineligibility period as President of two years following the completion of their one-year term as Past President.

Section IV: Duties of President - The President shall set the agenda for and preside over Board meetings, the Annual Meeting, and unless is the subject of a petition, any Special Meeting; manage the relationship with the Music Director and other music staff; provide oversight and direction to committees; exercise general oversight of Chorus business and perform such other duties as may from time to time be assigned by the Board of Directors; serve as the primary spokesperson of the Chorus and represent the Chorus to the public, donors, members, and other stakeholders; and at least thirty (30) days prior to the Annual Meeting, appoint a nominating committee to conduct a search for each open Elected Officer position and to draw up a slate of candidates.

The President may not serve as Chair of the Financial Committee and should not serve as Chair of any other Standing or Special Committee, unless, after a diligent effort has been made, no other member will accept that role.

Section V: Duties of Vice President - Upon disability, resignation, removal, or absence of the President, the Vice President shall perform the duties of President and any such other duties as may be assigned by the Board of Directors. The Vice President may serve as a Chair or member of Standing or other committees as necessary.

Section VI: Duties of Secretary - The Secretary shall record and keep the minutes of each Board meeting, the Annual Meeting, or any special meeting; serve as the custodian of the Chorus' records; keep and record the vote at Officer elections; perform such other duties as may from time to time be assigned by the Board of Directors; and may serve as a Chair or member of Standing or other committees as necessary.

Section VII: Duties of Treasurer - The Treasurer shall safeguard all funds and financial assets of the Chorus; oversee the preparation of regular financial statements; collect all monies due the Chorus in conjunction with the Financial Secretary; prepare and submit a regular financial report to the Board as required; prepare and present the annual financial update at the Annual Meeting; ensure compliance with tax regulations and prepare and file all relevant required tax documentation to taxing authorities; serve as Chair of the Finance Committee; and may serve as a member of other Standing or Special Committees as necessary.

Section VIII: Financial Secretary - The Financial Secretary shall safeguard all funds and financial assets of the Chorus; maintain accurate and up-to-date ledgers of all income and expenses of the Chorus; in conjunction with the Treasurer collect all monies due the Chorus; pay all bills owed by the Chorus within the approved annual operating expenditures of the applicable approved budget; reimburse Chorus members for expenses incurred on behalf of the Chorus; maintain Chorus checkbook and credit card; prepare monthly reconciliation of all bank accounts; may serve as a Chair or member of Standing or other committees as necessary; and upon disability, resignation, or removal of the Treasurer, the Financial Secretary shall perform the duties of Treasurer, including serving as Chair of the Finance Committee.

Section IX: Duties of Director-at-Large - Each Director-at-Large shall serve as a Chair or member of a Standing or Special Committee; perform such other duties as may from time to time be assigned by the Board of Directors; and foster relationships with the members, donors, music staff, community, and other stakeholders.

ARTICLE V: COMMITTEES

Section I: The Chorus shall have two types of committees: Standing Committees that address the ongoing needs of the Chorus and Special Committees that address tasks, issues or needs of a shorter term or finite duration. Each committee shall prepare and maintain a written plan of work that has been approved by the Board of Directors. No committee (except the Finance Committee) is authorized to make binding decisions for the Chorus that are not within its approved plan of work. At each regular meeting of the Board of Directors, there shall be a verbal report from each Standing Committee and Special Committee. Each committee must promptly submit a written record of its meetings to the Secretary of the Board.

Section II: Standing Committees - The Standing Committees shall consist of Membership, Music, Finance, Fundraising, Marketing & Communications, Technology, and Production. Each Standing Committee shall have a Chair and at least one other member. The Chairs of the Standing Committees shall be appointed by the President annually, concurrent with the business year, and confirmed by a simple majority of the Voting Directors.

Any active member of the Chorus or Elected Officer, except the President, is eligible to Chair a Standing Committee. The Past President may Chair a Standing Committee. Only the Treasurer may Chair the Finance Committee. Membership on any standing committee is voluntary and is open to any active member of the Chorus. The President may serve on any Standing Committee in an Ex Officio capacity. Committee members have voting rights within committee meetings, but the Standing Committee Chair is the only eligible member of a Standing Committee that is a Voting Director on matters that come before the Naperville Chorus Board. Each Elected Officer that is also a Standing Committee Chair has only one vote on Board matters.

Section III: Duties of the Membership Committee - The Membership Committee shall be responsible for promoting membership, acquiring new members, maintaining current and former membership lists, and maximizing membership engagement.

Section IV: Duties of the Music Committee - The Music Committee shall be responsible for sourcing and procuring choral and orchestral scores, distributing scores, and curating and maintaining the library of choral and orchestral scores and music owned by the Chorus. They will support the Music Director in the selection and procurement of music as needed.

Section V: Duties of the Finance Committee - The Finance Committee shall have the responsibility to advise the Board on appropriate budgeting and accounting practices as a not-for-profit. They shall propose an annual budget and monitor income and expenditures and conduct an audit as directed by the Board. The Treasurer shall serve as Chair, and there must be

at least two other Elected Officers as members of this committee. In matters of extreme urgency where expediency dictates bypassing the full Voting Directorship, the Finance Committee may make binding decisions for the Chorus and immediately communicate those to the entire Board.

Section VI: Duties of the Fundraising Committee - The Fundraising Committee shall identify, cultivate, and secure donor relationships, maintain donor lists, conduct the fundraising campaigns, source, apply for, and manage grants, and conduct other fundraising activities as necessary.

Section VII: Duties of the Marketing & Communications Committee - The Marketing & Communications Committee shall be responsible for reviewing and editing all annual public relations or promotional materials, advertising materials, and concert programs, and conducting public relations to promote Chorus performances; and, in conjunction with the Fundraising Committee and Membership Committee, support outreach publications such as donor drives or other fundraising campaigns.

Section VIII: Duties of the Technology Committee - The Technology Committee shall maintain the Chorus's website, and manage the security of, and access to, all internal or online technology platforms and sites. The Technology Committee shall also support or facilitate the technology needs of the other Standing or Special Committees as they arise.

Section IX: Duties of the Production Committee - The Production Committee is responsible for procuring rehearsal and performance facilities and securing concert and rehearsal dates, times, and locations. They oversee the set-up and clean-up of rehearsal and concert space, and coordinate with rehearsal and concert venues for space needs, stage set-up, sound, lighting, and recording needs, box office and facility support needs. They will support the Music Director in the selection and contracting of external soloists and orchestra as needed.

Section X: Special Committees - Other committees may be designated by affirmative vote of a simple majority of Voting Directors. Members of a Special Committee shall be Active Members of the Chorus in good standing and may either be selected for the Committee by the Board or may join voluntarily. Members of each Special Committee shall choose one person to Chair the Special Committee. The Chair will have the responsibility to set the agenda and preside over committee meetings; in conjunction with the Board President, lead the committee in defining and executing the business of the Committee; assure that minutes are kept for all committee meetings; and update the board on committee progress as applicable. The Chair of a Special Committee is not a Voting Director on the Board, but any Voting Director, except the President may serve as the Chair of a Special Committee. Each such committee will be convened for a

specified purpose and defined period of time, commensurate with that purpose. Upon fulfillment of such purpose, the committee will submit a written report to the Board and be automatically dissolved.

ARTICLE VI: BUSINESS YEAR & MEETINGS

Section I: Business Year - The business year shall be from June 1 to May 31 of the following year. There shall be at least one (1) general business meeting each business year, known henceforth as the “Annual Meeting”. Each business year shall consist of at least two sessions: fall, and spring.

Section II: Meetings

1. **Board Meetings** - The President will cause the Board of Directors to meet as needed during the business year. Any member of the Chorus may attend a Board meeting unless the Board designates the meeting as a closed meeting. A Board meeting may also be convened by request of two (2) or more Voting Directors.
2. **Annual Meeting** - The Annual Meeting of the Chorus members shall be in March or April of each year on a date set by the Board of Directors. The purpose of such a meeting shall be to conduct the election of officers to the Board of Directors, to provide a financial update, and to conduct other business as may come before the meeting.
3. **Special Meetings** - Special Meetings of the members may be called either by the Board of Directors or by written-petition to the Board of Directors signed by at least twenty-five percent (25%) of the members for the applicable term. If presented with a petition, the Board shall have fourteen (14) days to convene a Special Meeting of all active members to address the petitioned matter(s).

Section III: Place of Meeting - The Board of Directors may designate any place as the place of meeting for any meeting. If no designation is made, the place of meeting shall be the regular rehearsal location of the Chorus.

Section IV: Notice of Meetings - Notice stating the place, date, and time of the Annual Meeting shall be delivered by email to each active member not less than thirty (30) days before the date of such meeting. In case of a Special Meeting, email notice shall be provided no less than twenty-four (24) hours prior to the meeting.

Section V: Quorum - A simple majority of Voting Directors being present shall constitute a quorum for the conduct of business at all meetings.

Section VI: Rules of Order - Robert's Rules of Order shall be followed in all meetings unless modified herein by these Bylaws. Minutes of actions taken and members present at such meetings shall be recorded and maintained.

ARTICLE VII: MUSIC STAFF

Section I: Music Staff - The music staff shall consist of Music Director, Assistant Music Director, and Accompanist. The music staff shall be considered non-employee paid contractors to the Naperville Chorus. Music staff report to the board, but are not, themselves, members of the board.

Section II: Selection of Music Staff - New music staff shall be appointed by a simple majority vote of the Voting Directors from the list of qualified applicants approved and recommended by a search committee. If more than one qualified applicant is offered by the search committee, the Board will conduct a written ballot vote.

It shall be the responsibility of the President to oversee contracting with the Music Staff. Each member of the Music Staff will be furnished with a written contract annually for a period of one year concurrent with the business year of the Chorus. Such contract(s) shall be automatically renewed until amended or revoked by the board.

Section III: Vacancies - In the event of an unplanned or unexpected vacancy of a member of the Music Staff, the board may, by affirmative vote of the majority of Voting Directors, appoint a temporary or interim replacement to serve in such capacity for a period of less than one business year.

If a member of the music staff resigns prior to the end of an applicable contract period, such resignation automatically relieves the board of its compensation obligation for the unfulfilled balance of the contract period.

Section IV: Duties of the Music Director - The Music Director will establish the artistic vision of the Chorus; collaborate with the board on budget, programming, music procurement, and production of each concert season; present a planned concert repertoire for the upcoming season (for the fall and spring sessions) prior to August 1 to the Board for review and approval; plan and conduct weekly rehearsals; conduct the Chorus and orchestra at concerts; conduct vocal

placement as necessary, audition and select soloists; collaborate with the board on the selection of Assistant Director and Accompanist; in conjunction with the Assistant Director, Finance Committee, and Production Committee assemble an orchestra, band, or other supporting musicians as required for each concert; lead the music staff; support the fundraising activities of the Chorus; and foster collaboration with other music directors in Naperville and the surrounding community.

Section V: Duties of the Assistant Music Director - The Assistant Music Director shall support and assist the Music Director on all duties of the Music Director and conduct sectional rehearsals.

Section VI: Duties of the Accompanist - The Accompanist shall accompany the Chorus at all rehearsals and if requested by the Music Director, at concerts; assist the Music Director and Assistant Director with all phases of concert preparation.

ARTICLE VIII: INSURANCE & FINANCE

Section I: Checks & Funds - All checks or similar money orders issued in the name of the Chorus shall be signed by either the Treasurer or Financial Secretary, or in the event of a sudden or unexpected vacancy of both roles, by the interim Financial Committee Chair. Each Director, employee, or volunteer, having custody of corporate funds or property is to be covered by an appropriate fidelity and forgery insurance bond carried at the expense of the Chorus.

Section II: Records & Reports - Finances of the Chorus shall be maintained in accordance with generally accepted accounting principles for not-for-profit entities and its records shall be kept in such manner as to facilitate the preparation of regular financial reports for the Board of Directors and membership.

Section III: Deposits - All funds of the Chorus shall be deposited from time to time to the credit of the Chorus in such banks, trust companies, or other depositories, as the Board of Directors may select.

Section IV: Gifts - The Board of Directors, volunteers, and members may only accept on behalf of the Chorus any contribution, gift, bequest, or donation-in-kind that is provided for the aid or benefit of the mission and goals of the Chorus.

ARTICLE IX: CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the organization and the words, "CORPORATE SEAL, ILLINOIS."

ARTICLE X: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the Bylaws of the Chorus, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI: DISSOLUTION

Section I: Dissolution Rule - Following an affirmative vote of two-thirds ($\frac{2}{3}$) of the active membership, the Board of Directors shall call a Special Meeting for the sole purpose to voluntarily dissolve this Chorus. At that time all assets and funds, after all liabilities and obligations have been paid, along with all minutes and records, shall be promptly transferred into the custody of an appropriate 501(c)(3) organization or agency designated by the Board of Directors. In this rule, every reasonable attempt will be made to satisfy the Chorus's mission.

Section II: Optional Rule - In the event no Board of Directors exist, or the Board of Directors refuse or fail in a reasonable period to dissolve the Chorus, upon application by any member, the Superior Court of DuPage County shall dissolve the Chorus in a manner consistent with the above rule and in accordance with Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XII: INTERNAL REVENUE SERVICE CODE SECTION 501(c)(3)

Section I: Inurement of Income - No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered.

Section II: Legislative or Political Activities - No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section III: Operational Limitations - Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

ARTICLE XIII: AMENDMENTS

Amendments to the Articles of Incorporation or to the Bylaws must be submitted in writing to the entire active membership. After a minimum of two (2) weeks has elapsed following the publication of the amendment(s), a vote will be conducted at the Annual Meeting, or the President will schedule a Special Meeting for the purpose of voting on the amendment(s). A two-thirds (2/3) majority of the active membership is required to enact all amendments.

HISTORICAL NOTES

Revisions to Bylaws approved on March 9, 2026