

# BY-LAWS

OF

## THE VOICES OF OMAHA, INC.



Adopted September 2002

### ARTICLE I OFFICES

The principal office of the corporation in the State of Nebraska shall be located in the City of Omaha, County of Douglas. The corporation may have such other offices, either within or without the State of Nebraska as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

### ARTICLE II MEMBERS

#### Section 1. Classes

There shall be two (2) classes of members and the designation of such classes shall be:

##### **Performing Members**

The qualifications to be a member of this class are that the member be an individual, who actively participates in any of the performing groups created by Article X or these By-laws and who pay the annual membership fee as provided in Article VIII hereof.

##### **Contributing Members**

The qualifications to be a member of this class are that the member must be an individual, corporation, partnership, trust or association, who or which contribute goods and services and/or make cash contributions in furtherance of the purposes for which this corporation was created. The classification of such contributing member shall be as follows:

Member - \$10.00 - \$24.99

Friend - \$25.00 - \$99.99

Sustaining - \$100.00 - \$250.00

Benefactor - \$250.00 and over

A contributing member, if an individual, may also be a performing member if the requirements of sub-section (a) of this section are met.

## **Section 2. Membership Year**

The membership year shall be the same as the fiscal year of the corporation, which shall commence on the first day of January and terminate on the thirty-first day of December of each calendar year.

## **Section 3. Payment of Membership Fees**

Membership fees of performing members shall be due and payable on or before the performance date each year. The membership fee payable for any membership year shall be as provided in Article VII hereof. Membership fees of contributing members shall be due and payable upon receipt by the corporation of such contributing member's contribution, in cash or in kind.

## **Section 4. Voting Rights**

Only performing members whose current dues are paid in full shall be entitled to one vote, non-cumulative, on each matter submitted to a vote of members. Contributing members shall not be entitled to vote. However, contributing members who are also performing member shall be entitled to vote as a regular performing members as provided for herein.

## **Section 5. Termination of Membership**

The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing.

## **Section 6. Resignation**

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. No dues previously paid shall be refunded.

## **Section 7. Reinstatement**

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such term and the Board of Directors may deem appropriate.

## **Section 8. Transfer of Membership**

Membership in this corporation is not transferable or assignable.

# **ARTICLE III MEETING OF MEMBERS**

## **Section 1. Annual Meeting**

An annual meeting of the members shall be held on the first Saturday of April at 9:00 a.m. in each year for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be the Saturday of the Easter weekend, such meeting shall be held on the following Saturday.

If the election of Directors shall not be held during the annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

### **Section 2. Special Meetings**

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

### **Section 3. Place of Meeting**

The Board of Directors may designate any place, either within or without the State of Nebraska as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

### **Section 4. Notice of Meetings**

Written, printed or verbal notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than seven (7) nor more than 50 days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the corporation, with postage whereon prepaid.

### **Section 5. Informal Action by Members**

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

### **Section 6. Quorum**

The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum, at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

### **Section 7. Proxies**

At any meeting of members, a member entitled to vote, may vote by proxy executed in writing by the member or his/her duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

### **Section 8. Voting by Mail or Email**

Where Directors or Officers are to be elected by members or any class or classes of members such election may be conducted by mail or email in such manner as the Board of Directors shall determine.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the corporation shall be managed by its Board of Directors. Directors shall be participating members of the corporation as defined herein.

### **Section 2. Number and Tenure**

The number of Directors shall not be less than six (6) nor more than 15. Each Director shall hold a three (3) year term of office. One-third of the Directors shall be selected every year. Each Director's term shall commence in April and terminate at the end of the Director's designated term of office at which time a successor shall have been elected.

### **Section 3. Regular Meetings**

A regular annual meeting shall be held without other notice than this By-law at a designated place. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

### **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or email to each Director at the Director's address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

### **Section 6. Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

### **Section 7. Proxies**

At any meeting of Board of Directors, a Director entitled to vote, may vote by proxy executed in writing by the Director or his/her duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

### **Section 8. Manner of Action**

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

### **Section 9. Compensation**

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

### **Section 10. Vacancies**

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

### **Section 11. Informal Action by Directors**

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

## **ARTICLE V OFFICERS**

### **Section 1. Officers**

The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article.

The Board of Directors may elect to appoint such other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time by the Board of Directors.

Any two or more offices may be held by the same person, except the offices of President and Secretary, the office of President and Vice President, and the office of President and Treasurer.

### **Section 2. Election and Term of Office**

The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and shall have qualified.

### **Section 3. Removal**

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

### **Section 4. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

### **Section 5. President**

The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the members and the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the corporations; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

### **Section 6. Vice President**

In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

### **Section 7. Treasurer**

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these By-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

### **Section 8. Secretary**

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records; and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and 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/her by the President or by the Board of Directors.

### **Section 9. Assistant Treasurers and Assistant Secretaries**

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President of the Board of Directors.

## **ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

### **Section 1. Contracts**

The Board of Directors may authorize any office or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

### **Section 2. Checks, Drafts, etc**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

### **Section 3. Deposits**

All funds of the corporation shall be deposited within ten (10) business days of receipt to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

### **Section 4. Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, bequest or devise for the general purposes or for any special purpose of the corporation.

### **Section 5. Profit Distribution**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

### **Section 6. Political Campaigns/Lobbying**

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation 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 7. Dissolution**

In the event of dissolution, any remaining assets shall be distributed to organizations organized and operated exclusively for educational or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954.

### **Section 8. Capital Stock**

This corporation shall have no capital stock.

## **ARTICLE VII BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or a member's agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE VIII MEMBERSHIP FEE**

By resolution, the Board of Directors may determine, from time to time, the amount of the contributing members' annual membership fee and the amount of initiation fees, if any, payable to the corporation.

## **ARTICLE IX FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each calendar year.



**ARTICLE X**  
**CHORAL GROUPS, MUSIC DIRECTOR AND EMPLOYEES**

The corporation shall create and support one vocal group known as the “The Voices of Omaha.” The Board of Directors may likewise create and support other musical groups they deem necessary in the accomplishment of the corporation’s objectives of musical education.

The Board of Directors shall engage a musical director who shall serve on the Board ex officio. The musical director shall recommend and implement those musical policies approved by the Board. The ex officio member shall not be allowed to vote as either member or Director of this corporation.

Except as delegated by Board resolution, the Board shall be solely empowered to contract for services or engage any other employees it deems necessary for the corporation.

**ARTICLE XI**  
**SEAL**

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation.

**ARTICLE XII**  
**WAIVERS OF NOTICE**

Whenever any notice is required to be given under the provision of the Nebraska Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-laws of the corporation, a waiver thereof in writing signed by 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.

**ARTICLE XIII**  
**AMENDMENTS TO BY-LAWS**

These By-Laws may be altered, amended or repealed and new By-laws may be adopted by a majority of the Directors present at any regular meeting or any special meeting, if at least two (2) days written notice is given of intention to alter, amend or repeal or to adopt new By-laws at such meeting.

**Revisions/Amendments:**

- Minor punctuation, formatting and gender-neutral language - adopted and approved by the Board of Directors, August 3, 2013.
- Article II, Section 2 and Article IX – fiscal year adjusted to coincide with calendar year - amended and approved by the Board of Directors, February 7, 2015.