

By-Laws

Silver Serenaders of Texas, Inc.

A Texas Non-Profit Corporation,

Incorporated October 29, 1996.

Charter Number 01420329-01

**Organized September 17, 1981
As Sunset Serenader Senior Adult Choir
Dallas, Texas**

December 9, 1996

Revised October 1, 2000

Revised May 10, 2004

Revised August 4, 2008

SILVER SERENADERS OF TEXAS, INC.
BY LAWS
Amended & Approved August 4, 2008

ARTICLE I – CHOIR NAME

Section 1 - Choir Name

The name of this Choir organization is Silver Serenaders of Texas, Inc. It is a Texas nonprofit corporation (hereinafter the “Corporation” or the “Choir”).

ARTICLE II – MEMBERSHIP

Section 1 - Eligibility for Membership

Membership is open to any person, fifty years of age or older. Membership may require payment of dues and other expenses as approved by the Choir members.

Section 2 - Inactive Members

A member may take a leave of absence. A fee may be charged for the receipt by the member for Choir correspondence. An inactive member will not have voting rights.

Section 3 - Lifetime Members

- a. Qualifications - To be eligible for Lifetime membership, a member must have been an active member of the Choir for at least five consecutive years, and have contributed outstanding service to the Choir. A lifetime member must no longer be active in the Choir, and will not have voting rights.
- b. Nominations - Nomination for Lifetime Membership must be made in writing to the Choir President. Written nominations must include the reasons the member deserves the award. Two thirds (2/3) majority approval by the Choir officers and the members is required.

ARTICLE III – CHOIR POLICIES

Section 1 - Choir Mission

The Choir’s primary mission is the witness of the good news of Jesus Christ, to promote patriotism of country, and promote community service through the framework of the musical arts.

Section 2 - Choir Funding

The Choir is an independent organization financed by its members and by donations, grants, endowments, and proceeds from fund-raising functions.

Section 3 - Management Policies

Choir policies will be made in accordance with these Bylaws. Overall policy statements and directives to implement any provisions of these Bylaws shall be made by the Board of Directors ("the Board"). The officers of the Choir may further develop detailed directives and policies consistent with the Board policies to implement the day-to-day operations of the Choir.

ARTICLE IV– MEETINGS

Section 1 - Choir Meetings

The Choir will meet at a designated location and time for weekly rehearsals starting in August and ending in May (the "season"). Extra rehearsals may be called at the discretion of the Artistic Director. A business meeting may be held each week at the rehearsal. Choir officers will meet on the first Monday of each month.

Section 2 - Special Meetings of the Choir and Officers

Special meetings of the Choir or the officers may be called by the President or the Executive Committee.

Section 3 - Board Meetings

Board meetings shall be conducted at least four (4) times a year on the first Tuesday of the month at a time and place established by the Board.

Section 4 - Special Meetings of the Board

Special meetings of the Board may be called by the Chairperson of the Board or by the Executive Committee. Actions by the Board may be taken without a meeting, by written consent signed by two-thirds (2/3) of all the directors.

Section 5 - Board Notices

Notices of meetings shall be sent to Board members not less than ten (10) days prior to the date of the meeting.

ARTICLE V - CHOIR OFFICERS AND THEIR DUTIES

Section 1 - President

- a. Serves as chief executive officer of the Corporation.
- b. Presides at meetings of the Choir and officers.
- c. Appoints special committees as deemed necessary.
- d. Coordinates with the Artistic Director and Choir with respect to contracts, business relations and scheduling of Choir activities.
- e. Serves as an ex officio voting member of all committees, except the Nominating Committee.

Section 2 - President Elect

- a. Presides as President in the President's absence.
- b. Supervises recruiting of new members.

Section 3 - Immediate Past President

Performs such duties as may be assigned from time to time by the President.

Section 4 - Secretary

- a. Records minutes for meetings of the Board, Executive Committee, officers and members.
- b. Maintains permanent files of all Corporation documents and other important papers.
- c. Is responsible for Choir correspondence.
- d. Schedules all business and lunch meetings.

e. Maintains the official current count of active members of the Choir and Board to be used for quorum determination.

f. Maintains a record of term(s) of service of each director of the Board and advises the Board when elections are due.

Section 5 - Assistant Secretary

a. Performs duties of the Secretary in Secretary's absence.

b. Maintains attendance records.

c. Directs Section Leaders.

Section 6 - Treasurer

a. Maintains the Corporation financial records, including, but not limited to, checking and savings accounts, deposits, receipts, disbursements, membership dues, assessments, grants, donations and gifts.

b. Obtains approval of the President for all disbursements.

c. Provides financial reports for officers and Board meetings.

d. Coordinates with the Finance Committee to prepare the annual budget.

e. Prepares and files employee payroll reports required by state or federal law.

f. Retains financial records for length of time required by state or federal law.

g. Prepares the annual financial report required by state law for review by the Audit Committee, approval by the Board, and signature by the Chairperson of the Board.

Section 7 - Assistant Treasurer

a. Performs duties of Treasurer in Treasurer's absence.

b. Is in charge of fund raisers.

Section 8 - Social Director

a. Is responsible for Choir event planning.

b. Negotiates food cost, reservations expense and business contracts and obtains approval by the Finance Committee.

c. Arranges for decorations and equipment for events.

Section 9 - Assistant Social Director(s) (number to be determined by the nominating committee)

a. Performs duties of Social Director in Social Director's absence.

b. Coordinates with Social Director in planning Choir activities and events.

Section 10 - Publicity Coordinator

a. Coordinates with the President, Artistic Director, and Board in developing a strategy and budget for each concert.

b. Makes use of press releases and all types of media to advertise Choir activities and concerts.

- c. Coordinates with the Artistic Director the program for each concert.
- d. Is responsible for printing and distribution of programs, posters and tickets for concerts.

Section 11 - Wardrobe Coordinator

- a. Coordinates dress code with the officers and Artistic Director.
- b. Informs Choir members of dress code.
- c. Locates vendors for purchase of dress items.

Section 12 - Music Librarian

- a. Is responsible for the Choir Music Library.
- b. Provides members with music.
- c. Maintains updated music roster in the Choir office files.
- d. Assists the Artistic Director with music.

Section 13- Assistant Music Librarian

- a. Performs the duties of the Music Librarian in the Music Librarian's absence.
- b. Assists the Music Librarian as directed.

Section 14 - Transportation Coordinator(s) (number to be determined by the nominating committee)

- a. Is responsible for Choir travel arrangements, including but not limited to, expenses, reservations, contracts, schedules, room reservations and deposits.
- b. Coordinates with the Treasurer and the Finance Committee with respect to travel arrangements.

Section 15 - Historian

- a. Is responsible for maintaining a history of the Choir.
- b. Makes a scrapbook available for the Silverfest annual banquet.

Section 16 - Seating and Equipment Coordinator

- a. Coordinates with the Artistic Director for seating and all necessary musical and other equipment for each concert and rehearsal.
- b. Sets up and takes down tables for the officers meeting and the choir rehearsal.

Section 17 - Section Leaders (number to be determined by the Nominating Committee)

- a. Coordinates with the Assistant Secretary in the recording attendance of members at each rehearsal or performance.
- b. Telephones members who are absent each week.
- c. Makes telephone calls for special occasions when instructed by the Assistant Secretary.

Section 18 - Web Master Coordinator

- a. Promotes and publicizes Choir website.

- b. Updates website as necessary to keep it current, including, but not limited to, concert schedules.
- c. Monitors Choir email account and online Guestbook, and responds to visitors as needed.

Section 19 – Chaplain

- a. Serves as the Chaplain of the Choir.
- b. Leads the Choir in prayer as requested by the President.

Section 20 – Assistant Chaplain

Serves in the absence of the Chaplain.

Section 21 - Greeting Coordinators

- a. Greet Choir members and visitors at each rehearsal.
- b. Provide members and visitors with Choir information.

ARTICLE VI – ARTISTIC DIRECTORS

Section 1 - Artistic Director

- a. Selection and Term of Office – The Artistic Director is hired by the Board to a yearly term which may be renewed from year to year.
- b. Responsibilities
 - (i) Maintains overall musical integrity of the Choir.
 - (ii) Selects all music to be performed, determines all creative aspects of performances, and conducts the Choir at rehearsals and performances.
 - (iii) Obtains a replacement conductor and/or accompanist during temporary absences from rehearsals or performances.
 - (iv) Attends all Board and officers meetings as a nonvoting ex officio member.

c. Vacancy

In the event of a vacancy, the Executive Committee shall nominate one or more qualified persons to be Artistic Director for the current or next season. Approvals by a majority of a Choir quorum and a Board quorum of the desired candidate will be required.

Section 2- Assistant Artistic Director

- a. Selection and Term of Office - The Assistant Artistic Director is hired by the Board to a yearly term, which may be renewed from year to year.
- b. Responsibilities
 - (i) Provides primary musical accompaniment of the Choir during rehearsals and performances.
 - (ii) Advises and assists the Artistic Director as required in the creative aspects of performances.
 - (iii) Attends all Board and officers meetings as a nonvoting ex officio member.

c. Vacancy

In the event of a vacancy, the Executive Committee shall nominate one or more qualified persons to be Assistant Artistic Director for the current or next season. Approval by a majority of a Choir quorum and a Board quorum of the desired candidate will be required.

ARTICLE VII - ELECTION OF DIRECTORS AND OFFICERS

Section 1 - Nominations

Between April 1 and 15 the nominating committee shall recommend to the members a proposed slate of officers and directors to be elected for the ensuing fiscal year.

Section 2 - Election of Directors

Election shall be by majority vote at the third weekly meeting of the members in April.

Section 3 - Election of Officers

a. Approval of a slate of nominees shall be by majority vote at the third weekly meeting of the members in April. Election shall be by majority vote of the Board at the first meeting of the Board after the approval of the slate of nominees by the members.

b. Officers may serve a one-year term and until the successors have been elected and qualified.

c. Officers may be elected to serve consecutive terms.

Section 4 - Majority Voting Requirement

Any candidate who shall receive a majority of all valid votes cast shall be declared elected. In the event there shall be more than two (2) candidates for any one office, and no candidate shall receive a majority of all valid votes cast on the second ballot, the candidates receiving the least number of votes shall be eliminated from each of the succeeding ballots.

Section 5 - Installation

All newly elected directors and officers shall be installed so as to take office on or before June 1. At any time after their election, newly elected directors may meet with incumbent directors for the purpose of organization. Officers shall be installed as soon as practicable after their election.

ARTICLE VIII – CORPORATE BOARD

Section 1 - Number of Directors

The number of directors shall be nineteen (19).

Section 2 - Directors Term of Office

Twelve (12) directors will be elected to serve a three-year term. Each Director who finishes the elected term of office may be re-elected for an additional term or terms, provided that no person shall serve consecutive terms, either full or partial, which aggregate more than nine (9) years.

Seven (7) directors will be officers of the Choir. Such officers are President, President Elect, Secretary, Treasurer, Social Director, Immediate Past President, and Publicity Coordinator, and will be elected to serve a one (1) year term.

Section 3 - Responsibilities of the Board

The affairs of the Corporation shall be managed by the Board. In this regard, the Board shall provide overall guidance and policies for attaining the stated goals of the Choir. The Board will further be responsible for the overall financial integrity of the Corporation, and pursuant to this, will oversee the Choir budgeting process, insure prudent fiscal practices are followed by the Artistic Director and the Choir officers, and direct the preparation of all required financial reports. In addition, the Board will be responsible for adequate funding of all approved Choir endeavors.

Section 4 - Vacancies of the Board

Any vacancy on the Board shall be filled by the remaining board members and voted by the majority. A Director elected shall serve for the unexpired term of the predecessor.

Section 5 - Salaries of the Board

Directors shall not receive any salaries for their services. Any expense incurred by a director through services must be approved in advance by the directors.

Section 6 - Conflict of Interest of a Director

Any contract or transaction between the Corporation and a member of the Board or a corporation in which a director has a significant financial or influential interest shall be declared void unless full disclosure is made in advance of the proposed contract or transaction by such director. Approval of such contracts or transactions will require a two-thirds (2/3) vote by the Board, the Director not present.

Section 7 - Director Removal from Office

Any director may be removed from the Board upon the vote of a majority of the members of the Board at a meeting, providing the meeting shall be held no less than ten (10) days after notice in writing to all members of the Board. A director, who does not attend 50% of the meetings of the Board during each fiscal year, shall be removed from office.

ARTICLE IX - BOARD OFFICERS

Section 1 - Organization of the Board

At the first meeting of the Board for each fiscal year, the newly-installed Directors plus all incumbent Directors shall elect officers of the Board from among the current Directors, and will establish committees as needed. The officers of the Board will include a Chairperson of the Board, a Vice Chairperson of the Board, and such other officers as the Board may determine, such officers to have authority and perform the duties prescribed, from time to time, by the Board.

Section 2 - Duties of Board Officers

a. Chairperson of the Board

The Chairperson shall call and preside at all meetings of the Board and the Executive Committee, and shall be an ex officio member of all other committees appointed by the Board. The Chairperson shall create, appoint, and continue or discontinue all committees (not including the Executive Committee) with the advice and consent of the Board.

b. Vice Chairperson of the Board

The Vice Chairperson shall act as Chairperson of the Board in the absence of the Chairperson, and when so acting, shall have all the power and authority of the Chairperson of the Board.

ARTICLE X - COMMITTEES

Section 1 - Committee Authority

No committee shall have and exercise the authority of the Board in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of a committee or any director or officer of the Corporation; amending Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation.

Section 2 - Executive Committee

a. Composition.

The Executive Committee shall be composed of Chairperson of the Board, Vice Chairperson of the Board, President, President Elect, Immediate Past President, Treasurer, Secretary, Social Director and Publicity Coordinator.

b. Powers and Duties

In the interim between meetings of the Board, the Executive Committee may exercise powers and perform duties of the Board, except those which are, by the Articles of Incorporation, by statute or by these Bylaws, reserved exclusively to the Board. All of its acts shall be ratified by the Board at its next meeting.

c. Meetings

Meetings of the committee may be called by the Chairperson of the Board, the President or any three (3) members of the committee. Notice requirements of meetings of the committee shall be those applicable to special meetings of the Board.

Section 3 - Finance Committee

a. Composition

The committee shall be composed of the President (Chairperson), Artistic Director (nonvoting, ex officio capacity), Immediate Past President, President Elect, Treasurer, Publicity Coordinator, Social Director and Transportation Coordinator.

b. Powers and Duties

(i) Prepare a proposed budget for the Choir for the fiscal year.

(ii) Submit the budget for approval by the officers, members and Board.

(iii) Approve contracts to be executed by the Choir.

(iv) Monitor income and expenses incurred.

(v) Supervise preparation of financial statements which reflect the financial condition of the Choir.

c. Meetings

The committee shall meet each month.

Section 4 - Fund Raising Committee

a. Composition

The committee shall be composed of Assistant Treasurer (Chairperson), President, Treasurer and four (4) Choir members (one of whom will be Donor Relations Director) appointed by the President.

b. Powers and Duties

(i) Plan and coordinate fund raising projects.

(ii) Prepare solicitations for grants, gifts and donations.

c. Meetings

The committee shall meet at the call of the Chairperson or by any two members of the committee.

Section 5 - Roster Committee

a. Composition

The committee shall be composed of Publicity Coordinator (Chairperson) and one or more members appointed by the President.

b. Power and duties

(i) Compile a roster of members.

(ii) Negotiate a contract for the printing of the Roster.

c. Meetings

The committee shall meet at the call of the Chairperson.

Section 6 - Audit Committee

a. Composition

The committee shall be composed of the Treasurer (ex officio, nonvoting member), and two (2) Board directors, who are not members of the choir, appointed by the Chairperson.

b. Power and duties

Review financial statements, reports, including, but not limited to, reports to be filed with federal and state governmental authorities.

c. The committee shall elect a chairperson and will meet at the call of the chairperson at least once a year.

Section 7 - Nominating Committee

a. Composition

The committee shall be composed of President Elect (Chairperson) and at least five (5) members who shall be appointed by the President prior to February 1.

b. Powers and Duties

The committee shall prepare a slate of directors and officers for the ensuing fiscal year, to be presented to the members and directors.

c. Meetings

The committee shall meet at the call of the Chairperson.

ARTICLE XI – QUORUM

One-half (1/2) of the active members of the Choir, a committee, or the Board shall constitute a quorum for consideration of business.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Choir in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Choir may adopt.

ARTICLE XIII – FISCAL YEAR

The fiscal year of the Choir shall be from June 1 through May 31.

ARTICLE XIV– Bylaws Amendment

Section 1 - Choir Approval Process

An amendment may be proposed by the Board after a majority approval of a quorum, or by written approval by 10 % of the active members of the Choir. The proposed amendment will be submitted in writing to all active Choir members at least one week prior to the next Choir business meeting. A two-thirds (2/3) majority vote of a Choir quorum will be required for approval of the proposed amendment.

Section 2 - Final Approval by the Board

A two-thirds (2/3) majority of a Board quorum is required for approval of the amendment. A notice in writing to the Board members at least ten (10) days in advance of the meeting at which the amendment is voted is required.

Section 3 - Votes by Proxy

In all meetings for Bylaws amendment approval, votes may be taken at the meeting, or may be submitted by proxy via mail, email, or facsimile transmission.