

SILVER SERENADERS OF TEXAS, INC.

BYLAWS

Revised 3-17-2010

ARTICLE I – CORPORATION NAME

The name of this Corporation is Silver Serenaders of Texas, Inc. It is a Texas nonprofit corporation (hereinafter the "Corporation").

ARTICLE II – MEMBERSHIP OF THE CORPORATION

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 Corporation members.

The requirements for Corporation membership pertain to the Silver Serenaders of Texas senior adult choir (hereinafter, the Choir) and any auxiliary organizations of the Choir established in the future.

Section 2 - Inactive Members

A member may take a leave of absence. A fee may be charged for the receipt by the member for Corporation 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 Corporation for at least five consecutive years, and have contributed outstanding service to the Corporation. A lifetime member must no longer be active in the Corporation, and will not have voting rights.
- B. Nominations - Nomination for Lifetime Membership must be made in writing to the Choir Dean. 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 - CORPORATION POLICIES

Section 1 - Corporation Mission

The Corporation'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 by the ministry of a senior adult choir and its auxiliaries.

Section 2 - Corporation Funding

The Corporation is an independent organization financed by its members and by donations, grants, endowments, and proceeds from fundraising functions.

Section 3 - Management Policies

Corporation 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 and its auxiliaries

may further develop detailed directives and policies consistent with the Board policies to implement the day-to-day operations of the Corporation.

ARTICLE IV- MEETINGS OF BOARD, CHOIR AND ITS AUXILIARIES

Section 1 - Board Meetings

Board meetings shall be conducted at least four (4) times a year on the first Tuesday of February, May, August, and November, or as close to the first Tuesday of those months as possible, at a time and place established by the Board.

Section 2 - 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 3 - Board Notices

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

Section 4 - Choir Meetings

The Choir will meet at a designated location and time for weekly rehearsals each season. The season starting and closing dates are to be determined by the Artistic Director /Conductor and confirmed by the Choir. Extra rehearsals may be called at the discretion of the Artistic Director/Conductor. A business meeting may be held each week at the rehearsal. Choir officers will generally meet on the first Monday of each month.

Section 5 - Special Meetings of the Choir or Its Officers

Special meetings of the Choir or its officers may be called by the Choir Dean, the President/Chief Executive Officer, the Artistic Director/Conductor, or the Executive Committee.

Section 6 – Meetings of Choir Auxiliaries

Meetings or rehearsals of Choir auxiliaries may be held as needed by general agreement of those involved.

ARTICLE V - CHOIR OFFICERS

Section 1 – Choir Dean

- A. Presides at meetings of the Choir and Choir officers.
- B. Appoints committees as deemed necessary.
- C. Coordinates with the Artistic Director/Conductor and with the Choir with respect to scheduling of Choir activities.
- D. Serves as an ex officio, voting member of all committees appointed by the Choir Dean, except the Nominating Committee.
- E. Works under the authority of the President/Chief Executive Officer.

Section 2 – Choir Dean Elect

- A. Presides in the Choir Dean's absence.
- B. Supervises recruiting of new members.
- C. Serves as the Chairperson of the nominating committee.

Section 3 - Immediate Past Choir Dean

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

Section 4 – Secretary

- A. Records minutes for meetings of the Choir, Choir officers, and Choir members.
- B. Maintains permanent files of all Choir documents and other important papers.
- C. Initiates and implements Choir correspondence.
- D. Schedules all business meetings of the Choir.
- E. Maintains the official current count of active members of the Choir to be used for quorum determination.

Section 5 - Assistant Secretary

- A. Performs duties of the Secretary in Secretary's absence.
- B. Maintains attendance records.
- C. Directs Section Leaders.
- D. Provides a newsletter to Choir members each week at rehearsal during the season and as needed during the off-season.

Section 6 – Fundraising Coordinator

- A. Chairs the Fundraising Committee.
- B. Promotes the fundraising activities of the members of the Choir and its auxiliaries.

Section 7 - Social Coordinator

- A. Plans Choir events.
- B. Negotiates food cost, reservations expense and business contracts and obtains approval by the Finance Committee.
- C. Arranges for decorations and equipment for events.
- D. Determines number of assistants needed and selects and appoints them.

Section 8 - Publicity Coordinator

- A. Coordinates with the President/Chief Executive Officer, Choir Dean, Artistic Director/Conductor, and Board in developing a publicity 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 the program for each concert with the Artistic Director/Conductor.
- D. Oversees printing and distribution of programs, posters, and tickets for concerts.
- E. Chairs the Roster Committee.

Section 9 - Wardrobe Coordinator

- A. Coordinates dress code with the Choir officers and Artistic Director/Conductor.
- B. Informs Choir members of dress code.
- C. Locates vendors for purchase of dress items.

Section 10 - Music Librarian

- A. Oversees the Choir music library.
- B. Provides members with music.
- C. Maintains updated music inventory in the Choir office files.
- D. Assists the Artistic Director/Conductor with printed music.

Section 11- 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 12 - Transportation Coordinator(s) (number to be determined by the Nominating Committee)

- A. Oversees Choir travel arrangements, including but not limited to, expenses, reservations, contracts, schedules, room reservations and deposits.
- B. Coordinates with the Financial Administrator and the Finance Committee with respect to travel arrangements.

Section 13 - Historian

- A. Maintains a history of the Choir.
- B. Makes a scrapbook available for the Silverfest annual banquet.

Section 14 - Seating and Equipment Coordinator

- A. Coordinates with the Artistic Director/Conductor for seating and all necessary equipment for each concert and rehearsal.
- B. Sets up and takes down tables for the officers meeting and the Choir rehearsal.

Section 16 - 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 17 - Chaplain

- A. Serves as spiritual guide of the Choir.
- B. Leads the Choir in prayer as requested by the Choir Dean.
- C. Maintains contact with those who are ill or in need by phone or in person as needed.

Section 18 – Assistant Chaplain

Serves in the absence of the Chaplain.

Section 19 - Greeting Coordinators

- A. Greet Choir members and visitors at each rehearsal.
- B. Provide members and visitors with Choir information.

ARTICLE VI-- CORPORATE OFFICERS AND SUPPORT STAFF

Section 1 – President/Chief Executive Officer (CEO)

- A. Selection

The President/CEO is the principal executive officer of the Corporation and is appointed by the Board of Directors, and confirmed by a Corporation members quorum majority vote.

- B. Responsibilities

1. Implements the goals and directions of the Board of Directors on a day to day basis.
2. Works under the authority of the Board of Directors.
3. Works with existing committees to implement goals, and is a nonvoting, ex officio member of each committee except the Nominating Committee.
4. Attends all Board and Choir officers meetings as a nonvoting, ex officio member.
5. Supports operations and administration of Board by advising and informing Board Members, interfacing between Board and staff, and supporting Board's evaluation of chief executive.
6. Oversees design, marketing, promotion, delivery and quality of programs, products and services.

7. Recommends yearly budget prepared by Finance Committee for Board approval and prudently manages organization's resources within those budget guidelines according to current laws and regulations.
8. Effectively manages the human resources of the organization according to current laws and regulations.
9. Assures the organization and its mission, programs, products and services are consistently presented in strong, positive images to relevant stakeholders.
10. Oversees fundraising planning and implementation, including identifying resource requirements, researching funding sources, establishing strategies to approach funders, submitting proposals and administrating fundraising records and documentation.

C. Vacancy

1. The Board Chairperson shall appoint an ad hoc search committee to interview candidates and make a recommendation to the Board.
2. In the temporary absence of the President/CEO, the Artistic Director/Conductor shall assume the role of the President/CEO.

Section 2 – Artistic Director/Conductor

A. Selection

The Artistic Director/Conductor is appointed by the President/CEO and confirmed by a Corporation members quorum majority vote and then by a Board quorum majority vote.

B. Responsibilities

1. Maintains overall musical integrity of the Choir.
2. Selects all music to be performed, determines all creative aspects of performances, and conducts the Choir at rehearsals and performances.
3. Works closely with the Assistant Conductor in the planning of concerts and allows the Assistant Conductor to direct the Choir during temporary absences at rehearsals or concerts.
4. Works under the authority of the President/CEO.
5. Attends all Board and Choir officer meetings and may attend all committee meetings as a nonvoting, ex officio member.
6. Serves as temporary President/CEO until such time as a permanent replacement is made by the Board.

C. Vacancy

In the event of a vacancy, the Executive Committee may recommend to the President/CEO one or more qualified persons to be Artistic Director/Conductor for the current or next season.

Section 3 - Assistant Conductor

A. Selection

The Assistant Conductor is appointed by the Artistic Director/Conductor.

B. Responsibilities

1. Directs the Choir in the event of temporary absences by the Artistic Director/Conductor at rehearsals and concerts.
2. Assists the Artistic Director/Conductor as required in the creative aspects of performances.
3. Directs sectional rehearsals as required by the Artistic Director/Conductor.
4. Attends all Board and Choir officer meetings as a nonvoting, ex officio member.
5. Directs instrumental ensembles as required by the Artistic Director/Conductor and may develop an orchestra which would meet on a regular basis at a place of the Assistant Conductor's choice.
6. Works under the authority of the Artistic Director/Conductor.

C. Vacancy

In the event of a vacancy, the Artistic Director/Conductor shall place a qualified person in the position for the current or next season.

Section 4 – Accompanist

A. Selection

The Accompanist is appointed by the Artistic Director/Conductor.

B. Responsibilities

1. Serves as rehearsal accompanist.
2. Plays keyboard at all concerts when needed.
3. Provides an accompanist in the event of a temporary absence.
4. Serves under the authority of the Artistic Director/Conductor.

C. Vacancy

In the event of a vacancy, the Artistic Director/Conductor shall place a qualified person in the position for the current or next season.

Section 5 - Donor Relations Administrator

A. Selection

The Donor Relations Administrator is appointed by the President/CEO.

B. Responsibilities

1. Applies for grants.
2. Provides liaison between Corporation and all donors.
3. May appoint assistants to accomplish the task as necessary.
4. Works under the authority of the President/CEO.

C. Vacancy

The President/CEO is responsible for filling any vacancy that occurs.

Section 6 - Web Master Administrator

A. Selection

The Web Master Administrator is appointed by the President/CEO.

B. Responsibilities

1. Promotes and publicizes the Corporation website.
2. Updates website as necessary to keep it current including but not limited to concert schedules.
3. Monitors Corporation e-mail account and online Guestbook and responds to visitors as needed.

C. Vacancy

The President/CEO is responsible for filling any vacancy that occurs.

Section 7 - Financial Administrator

A. Selection

The Financial Administrator is appointed by the President/CEO and confirmed by the Board of Directors.

B. Responsibilities

1. Maintains the Corporation financial records including but not limited to checking and savings accounts, deposits, receipts, disbursements, grants, donations, membership dues, assessment, fund raising, and gifts.
2. Coordinates with the President/CEO for all disbursements.
3. Provides financial reports for the Board of Directors and Choir Officers.
4. Chairs the Finance Committee.
5. Prepares and files employee payroll reports required by state and federal law, retains financial records for the length of time required by state and federal law and 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.
6. Attend all Board and Choir officer meetings as ex officio, nonvoting member.
7. Attends all Choir rehearsals to handle financial transactions with members to include collection of dues and other payments. The Assistant Financial Administrator may assist or substitute for the Financial Administrator in this duty as directed.
8. Serves as treasurer of the Corporation

C. Vacancy

The President/CEO is responsible for filling any vacancy that occurs.

Section 8 – Assistant Financial Administrator

A. Selection

The Assistant Financial Administrator is appointed by the President/CEO and confirmed by the Board of Directors.

B. Responsibilities

1. Performs the duties of the Financial Administrator in the absence of the Financial Administrator.
2. Assists the Financial Administrator as directed.

C. Vacancy

The President/CEO is responsible for filling any vacancy.

Section 9 - Secretary of the Corporation

A. Selection

The Secretary of the Corporation is appointed by the President/CEO and confirmed by the Board of Directors.

B. Responsibilities

1. Maintains permanent files of all Corporation documents and other important papers to include the Articles of Incorporation, the Bylaws, and required Corporation reports to the Secretary of State of Texas.
2. Maintains and applies the Corporate seal if applicable, and as directed by the Board.

C. Vacancy

The President/CEO is responsible for filling any vacancy.

Section 10 - Salaries of Corporate Officers and Support Staff

Any salaries for Corporate Officers and Support Staff will be determined by the Board of Directors with the advice and recommendations of the Finance Committee. All salaries so determined will appear as line items in the Corporation budget to be approved by the members.

ARTICLE VII – ELECTION OF DIRECTORS AND CHOIR OFFICERS

Section 1 – Nominations

Between April 1 and 15 the Nominating committee shall prepare a proposed slate of Choir officers to be elected for the ensuing fiscal year. In addition the committee will obtain from the Board of Directors a list of Directors requiring election for the ensuing fiscal year. This list will include any first-term Directors as well as incumbent Directors recommended for re- election to a subsequent term. The slate of proposed officers and the list of recommended Directors will be submitted to the members for consideration.

Section 2 – Election of Directors of the Board

Election shall be by a majority vote of the members at the third weekly meeting of the members in April. The newly elected Directors will be ratified and installed by the incumbent Board of Directors at their May meeting.

Section 3 – Election of Choir 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 new incoming Board at the meeting of the Board in May.
- B. Choir officers may serve a one-year term or until the successors have been elected.
- C. Choir 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 Choir officers shall be installed so as to take office on or before June 1.

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 Choir Dean, Choir Dean Elect, Choir Secretary, Social Coordinator, Immediate Past Choir Dean, Publicity Coordinator, and Fundraising Coordinator. Each 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. Management by the Board is delegated and approved by the members, and policies established by the Board are subject to review by the members. In this regard, the Board shall provide overall guidance and policies for attaining the stated mission of the Corporation. The Board will further be responsible for the overall financial integrity of the Corporation, and pursuant to this, will oversee the Corporation budgeting process, insure

prudent fiscal practices are followed by the Corporate Staff 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 Corporation endeavors.

Section 4 – Vacancies on the Board

Any vacancy on the Board shall be filled by the remaining Board members and voted by a majority of the Board. 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 May meeting of the Board, the newly-elected Directors plus all incumbent Directors shall elect or re-confirm 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, a Secretary, and any 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

The Chairperson shall call and preside at all meetings of the Board and the Executive Committee, and shall be an ex officio, voting 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

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

C. Secretary

The Secretary shall record minutes for meetings of the Board and Executive Committee. The Secretary shall facilitate all business and lunch meetings of the Board and maintain the official current count of active members of the Board to be used for quorum determination. The Secretary shall also maintain a record of terms of service of each Director of the Board and advise the Board when elections are due.

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 or 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, Choir Dean, Choir Dean Elect, Immediate Past Choir Dean, Board Secretary, Social Coordinator, Publicity Coordinator, Financial Administrator and the President/CEO.

B. Powers and Duties

In the interim between meetings of the Board, the Executive Committee may exercise powers and 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/CEO 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 Financial Administrator (Chairperson), Artistic Director/Conductor (nonvoting, ex officio capacity), Choir Dean, Immediate Past Choir Dean, Choir Dean Elect, Publicity Coordinator, Social Coordinator, Transportation Coordinator, and President/CEO.

B. Powers and Duties

1. Prepare a proposed budget for the Corporation for the fiscal year.
2. Submit the budget for approval by the Choir officers, members, and Board.
3. Approve contracts to be executed by the Corporation.
4. Monitor income and expenses incurred.
5. Supervise preparation of financial statements which reflect the financial condition of the Corporation.

C. Meetings

The committee shall meet at least once each month.

Section 4 – Fundraising Committee

A. Composition

The committee shall be composed of Fundraising Coordinator (Chairperson), the President/CEO, Choir Dean, Financial Administrator, Donor Relations Administrator, three (3) persons from the Choir appointed by the Choir Dean, and four (4) persons from the Board appointed by the Board Chairperson.

B. Powers and Duties

1. Plan and coordinate fundraising projects.
2. 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 Choir Dean.

B. Power and Duties

1. Compile a roster of members.
2. 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 Financial Administrator (ex officio, nonvoting member), the President/CEO, and two (2) Board Directors who are not members of the Choir, appointed by the Chairperson of the Board.

B. Powers and Duties

Reviews financial statements, reports, including, but not limited to, reports to be filed with federal and state governmental authorities. Prepares an audit report of its findings for distribution as necessary.

C. Meetings

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 Choir Dean Elect (Chairperson) and at least five (5) members who shall be appointed by the Choir Dean prior to February 1.

B. Powers and Duties

1. The committee shall prepare a slate of Choir officers for the ensuing fiscal year.
2. The committee shall obtain from the Board of Directors a list of proposed Directors requiring election or re-election for the ensuing fiscal year. The slate of proposed officers and the list of proposed Directors will be submitted to the membership for approval.

C. Meetings

The committee shall meet at the call of the Chairperson.

Section 8 – Other Committees

Other ad hoc committees may be appointed by the Board Chairperson or the Choir Dean as needed.

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 latest edition of *Robert's Rules of Order Newly Revised* shall govern all proceedings of the Board and business meetings of the Corporation. These rules apply in all matters in which they are applicable and which they are not inconsistent with the Bylaws and any special rules of order the Corporation may adopt. Use of *Robert's Rules of Order Newly Revised* shall be determined and interpreted by the Chair.

ARTICLE XIII – FISCAL YEAR

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

ARTICLE XIV – BYLAWS AMENDMENT

Section 1 – Corporation Members Approval Process

An amendment may be proposed by: (a) the Board after a majority approval of a quorum or (b) written approval by 10% of the active members of the Corporation. The proposed amendment will be submitted in writing to all active Corporation members at least one week prior to the next members' business meeting. A two-thirds (2/3) majority vote of a Corporation 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 final approval of the amendment. A notice in writing to the Board members at least (10) days in advance of the meeting at which the amendment is voted is required.

Section 3 – Votes by Proxy

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