

BYLAWS OF GRIFFIN CHORAL ARTS, INC.

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ARTICLE I: Name, Mission, Vision and Office

Section 1. Name

This corporation shall be known as “Griffin Choral Arts,” hereinafter called “the Corporation”.

Section 2. Mission

The mission of Griffin Choral Arts is to enrich our community through the performance of outstanding choral music from all traditions; ennoble our audiences with choral programs that elevate, educate, and entertain; excel in performance by welcoming challenge, discovery, and diversity; and enthusiastically support and promote the performing arts in the Griffin region.

Section 3. Vision

Griffin Choral Arts is a community of choral musicians dedicated to the vigorous demands of the choral art. We offer members the opportunity to share the joy of communal music-making and to grow in their choral abilities and understanding. We believe that we are called to present our community with the finest example of a diverse and talented chorale composed of singers from all denominations, professions, and cultures. We aspire to the highest expression of musicality. We recognize that our ensemble may take on many shapes and sizes as our choral society develops, but we are committed to the central chorale ensemble from which other groups (children’s choir, chamber choir, etc.) may spring forth as we develop our mission.

Section 4. Office and Address

The principal office and address of the Corporation shall be 117 Lambdin Circle, Barnesville, GA 30204. The Corporation may also establish offices at other such places as the Board of Directors may designate.

ARTICLE II: Board of Directors

Section 1. Authority

The Corporation shall be governed by a Board of Directors, hereinafter called “the Board”. The Board shall retain authority in matters of finance, fundraising, marketing, community relations, and administrative policy.

Section 2. Composition, Tenure and Qualifications

- A. The Board shall be composed of not fewer than five and no more than fifteen Directors as determined by the Board.
- B. Members of the Board shall be elected for a two-year term and may serve no more than three consecutive terms
- C. Directors shall not receive any compensation for their service as Directors.
- D. Directors are encouraged to raise or contribute a minimum of \$1,000 per annum.

Section 3. Vacancies

Vacancies on the Board may be filled by a simple majority vote of the Board provided there is a quorum present. A Director elected to a vacancy shall serve for the remainder of the unexpired term.

Section 4. Removal of Directors

- A. Any Director may be removed from office by the affirmative vote of two-thirds of the full Board voting at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Corporation, for lack of sympathy for its objectives, or for refusal to render reasonable assistance in carrying out its mission.
- B. A Director requesting removal of another Director shall submit a written request to the President.
- C. Any such Director proposed to be removed shall be entitled to at least five days notice in writing of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.
- D. Any Director removed shall be ineligible for re-election to fill any Board vacancy for a period of one complete fiscal year.

Section 5. Meetings

- A. The Board shall meet not less than six times *per year*.
- B. An annual meeting shall be held each year.
 - i. Written or printed notice stating the time and place of the annual meeting of the Board shall be delivered not less than ten nor more than thirty days before the date of the annual meeting, either personally or by mail or electronic mail, by or at the direction of the President, the Secretary, or other person(s) calling the meeting. If mailed, such notice shall be directed to the members of the Board at their addresses as they appears on the books of the Corporation, unless they shall have filed with the Secretary of the Corporation a written request that notices intended for him/her be mailed to some other address, in which case it shall be mailed to the address designated in such request.

- ii. Whenever any notice is required to be given to any Director or other person under the provisions of these Bylaws, the Articles of Incorporation or other applicable law, 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 equivalent to the giving of such notice.
- C. Special meetings of the Board may be called at the request of the President or any three members of the Board.
- D. The Board shall meet at the principal office of the Corporation or at any other place designated in the notice of meetings or agreed upon by a simple majority of the Board.
- E. Written or printed notice stating the time and place of regular meetings of the Board shall be delivered not less than five days before the date of the regular meeting of the Board to all members of the Board, either personally or by mail or email, in accordance with the provisions of the immediately foregoing paragraph.
- F. In the case of a special meeting of the Board, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called; however, in the case of an annual or a substitute annual meeting, or regular meeting of the Board, the notice of meeting need not specifically state the business to be transacted thereat.
- G. At all meetings of the Board -- annual, regular, or special -- one-half plus one of the members of the Board shall constitute a quorum. Attendance at a meeting may be accomplished by a Director's physical presence or by technology enabling the Director's real-time voice presence or real-time visual image.
- H. All regular, special, and annual meetings of the Board shall be open to the public. The Board reserves the right to designate certain business at these meetings for private session provided such business concerns financial or personnel matters.

Section 6. Voting

- A. Each Director may cast one vote on any motion before the Board.
- B. Voting shall be by a show of hands as to Directors physically present at a meeting, and shall be by voice vote or other approved sign for Directors attending a meeting or by means of real-time voice presence or real-time visual image.
- C. A member may cast a proxy vote on any matter that comes before the Board by providing a written permission to any other member of the Board.
- D. Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all members of the Board whether present at, or absent from said meeting at which the action was taken. However, written consent includes a Director's consent via unsigned email. Such action must be filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 7. Officers

The officers of the Board shall consist of a President, Vice President, Secretary and Treasurer and other such officers as the Board may, from time to time, elect.

- A. The Board shall elect its officers at the annual meeting to serve one year or until his/her successors are elected and qualified. The Treasurer shall be exempted from the fundraising provision in II.2.D. and need not be a member of the Board.
- B. Vacancies in the officer positions may be filled by a simple majority vote of the Board.
- C. Any officer may be removed by a two-thirds vote of the Board.
- D. No officer may act or vote in more than one capacity where action of two or more Officers is required.
- E. The President shall preside at meetings of the Board, appoint committee chairs and committee members, and perform such duties as may be assigned to him/her by the Board.
- F. In the event there is a vacancy in the office of President, the Vice-President shall serve as President and possess all the powers of the President and be subject to the same restrictions upon the President, unless otherwise determined by the Board.
 - i. The expectation is to assume the presidency at the end of the President's two-year term.
- G The Treasurer shall
 - i. Have custody of all financial records, funds, and securities belonging to the Corporation and shall receive, deposit, or disburse the same under the direction of the Board.
 - ii. Keep full and accurate accounts of the finances of the Corporation.
 - iii. Cause a true statement of the assets and liabilities of the Corporation as of the close of each fiscal year, all in reasonable detail, to be made and filed at the Corporation's principal office or such other location as designated by the Board within two months after the end of each fiscal year.
 - iv. Subject to the provisions of Section IV, A. iv., be responsible for all cash disbursements and collection of receipts keeping a detailed ledger of all receipts and disbursements of funds by the Corporation, which ledger shall be kept at the principal office of the Corporation or such other place as is authorized by the Board, and which shall be open to inspection by any member of the Board and by any others having a legitimate interest in the information contained therein.
 - v. Be responsible for overseeing the disbursement of restricted funds in accordance with donor or grantor instructions, maintain a cash reserve fund if directed and approved by the Board, and oversee the preparation of all appropriate tax return forms.
- H. The Secretary shall
 - i. Keep accurate meetings of the Board and its committees.
 - ii. Give all notices required by law.
 - iii. Have charge of the Corporation's records.
 - iv. Be the custodian of the seal of the Corporation and see that the seal is duly authorized.
 - v. Keep a register of the mailing and electronic mail addresses of all members of the Board.
 - vi. Perform all duties incidental to the office of Secretary and such other duties as shall be assigned to him/her from time to time by the President or by the Board.

Section 8. Standing Committees

- A. The Board may establish standing committees. No standing committee shall have authority s to:
- i. The dissolution, merger or consolidation of the Corporation; the amendment of the charter of the Corporation; or the sale, lease or exchange of all or substantially all of the property of the Corporation.
 - ii. The designation of any such committee or the filling of vacancies in the Board or in any such committee.
 - iii. The amendment or repeal of the By-Laws, or in the adoption of new By-Laws.
 - iv. The amendment or repeal of any resolution of the Board which by its terms shall not be amendable or repealable.
- B. A nominations subcommittee shall be created at the first meeting of the calendar year (i.e., in January). This subcommittee shall present a slate of officers and candidates for election to the Board for election at the annual meeting. They may be directed to recruit candidates to fill vacancies.

Section 9. Indemnification of Directors and Officers

- A. Authority to Indemnify. Except as otherwise provided in this section, the Corporation may indemnify an individual who is a party to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitative, or investigative, and whether formal or informal) because he or she is or was a Director against liability to pay a judgment, settlement, penalty, fine, or reasonable expenses, including counsel fees, incurred with respect to the proceeding if:
- i. Such individual conducted himself or herself in good faith; and
 - ii. Such individual reasonably believed:
 - a. In the case of conduct in his or her official capacity as Director of the Corporation, that such conduct was in the best interests of the Corporation;
 - b. In all other cases, that such conduct was at least not opposed to the best interests of the Corporation; and
 - c. In the case of any criminal proceeding, that the individual had no reasonable cause to believe such conduct was unlawful.
- B. Mandatory Indemnification. The Corporation shall indemnify a Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitative, or investigative, and whether formal or informal) to which the Director was a party because he or she was a Director of the Corporation against the reasonable expenses, including counsel fees, incurred by the Director in connection with the proceeding.

C. Advance for Expenses. Before the final deposition of a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), the Corporation may advance funds to pay for or reimburse the reasonable expenses, including counsel fees, incurred by a Director who is a party to that proceeding because he or she is a Director if he or she delivers to the Corporation:

- i. A written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in paragraph A of this Section 9 (and in O.C.G.A. § 14-3-851), or that the proceeding involves conduct for which liability has been eliminated under a provision of the Articles of Incorporation (as authorized by O.C.G.A. § 14-3-202(b)(4)); and
- ii. His or her written understanding to repay any funds advanced if it is ultimately determined that the Director is not entitled to indemnification under the provisions of Part 5 of Article 8 of the Georgia Business Corporation Code or under these bylaws. this understanding must be an unlimited general obligation of the Director but need not be secured and may be accepted by the Corporation without reference to the financial ability of the Director to make repayment.

Authorizations under this section shall be made by the Board: (a) where there are two or more disinterested Directors, by a majority vote of all of the disinterested Directors (a majority of whom shall for such purpose constitute a quorum) or by a majority of the members of a committee of two or more disinterested Directors appointed by such a vote; or (b) when there are fewer than two disinterested Directors, then by the affirmative vote of a majority of Directors present, in the presence of a quorum, unless the vote of a greater number of Directors is required for action by the Board (in accordance with O.C.G.A. § 14-3-824(c)) and in which authorization Directors who do not qualify as disinterested Directors may participate.

D. Court-Ordered Indemnification or Advance for Expenses. A Director who is a party to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), because he or she is a Director may apply for indemnification or advance for expenses (including counsel fees) to the court conducting the proceeding or to another court of competent jurisdiction. After receipt of the application and after giving any notice it considers necessary, the court shall order indemnification or advance for expenses if it determines:

- i. that the Director is entitled to indemnification under this Section 9, or
- ii. in view of all of the relevant circumstances, that it is fair and reasonable to indemnify or advance expenses to the Director, even if the Director has not met the relevant standard of conduct in paragraph A of this Section 9, or failed to comply with the

procedure in paragraph C of this Section 9, or was adjudged liable in a proceeding by or in the right of the Corporation, except for reasonable expenses; including counsel fees, incurred in connection with the proceeding if it is determined that the Director has met the relevant standard of conduct under this section, or in connection with any other proceeding with respect to conduct for which the Director was adjudged liable on the basis that a personal benefit was improperly received by him or her, whether or not involving action in his or her official capacity as a Director of the Corporation.

If the court determines that the Director is entitled to indemnification or advance for expenses, it may also order the Corporation to pay the Director's reasonable expenses, including counsel fees, to obtain court ordered indemnification or advance for expenses.

- E. Procedure for Determination. The Corporation may not indemnify a Director under Paragraph A of this Section 9 unless authorized under the terms of Paragraph A of this Section 9, and a determination has been made for a specific proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitral, or investigative, and whether formal or informal), that indemnification of the Director is permissible in the circumstances because the Director has met the relevant standard of conduct set forth in Paragraph A of this Section 9. The determination shall be made under these circumstances:
- i. If there were two or more disinterested Directors, by a majority vote of all of the disinterested Directors (a majority of whom shall for such purpose constitute a quorum) or by a majority of the members of a committee of two or more disinterested Directors appointed by such a vote);
 - ii. By special legal counsel selected in the manner described in paragraph (i) of this subparagraph or, if there are fewer than two disinterested Directors selected by the Board (in which selection Directors who do not qualify as disinterested Directors may participate).

Authorization of indemnification or of an obligation to indemnify and the evaluation as to the reasonableness of expenses, including counsel fees, shall be made in the same manner as the determination that indemnification is permissible, except that if there are fewer than two disinterested Directors or if the determination is made by special legal counsel, the authorization of indemnification and the evaluation as to the reasonableness of expenses shall be made by those Directors who could select special legal counsel (when there are fewer than two disinterested Directors) under subparagraph (2) of this section.

- F. Authorization of Indemnification Exceeding Statutory Levels. This section authorizes the Corporation to indemnify or obligate itself to indemnify a Director made a party to a

proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), including a proceeding brought by or in the right of the Corporation, without regard to the limitations contained in Part 5 of Article 8 of the Georgia Nonprofit Corporation Code, or of other provisions of this Section 9, but the shares owned or voted under the control of a Director who at the time does not qualify as a disinterested Director with respect to any existing or threatened proceeding that would be covered by the authorization may not be voted with respect to the authorization. The Corporation shall not indemnify a Director under this section for any liability incurred in a proceeding in which the Director is adjudged liable to the Corporation or is subjected to injunctive relief in favor of the Corporation for:

- i. any appropriation, in violation of the Director's duties, of any business opportunity of the Corporation,
- ii. acts or omissions which involve intentional misconduct or a knowing violation of law,
- iii. the types of liability respecting improper corporate distributions under O.C.G.A. § 14-3-831, or
- iv. any transaction from which the Director received an improper personal benefit.

Before the Corporation may advance or reimburse expenses of a Director prior to the final disposition of a proceeding, as approved or authorized under this section, the Director is to furnish to the Corporation a written affirmation of his or her good faith belief that his or her conduct does not constitute behavior described in the preceding sentence of this section and furnishes to the Corporation a written undertaking, executed personally or on his or her behalf, to repay any funds advanced if it is ultimately determined that the Director is not entitled to indemnification under this section.

G. Indemnification or Advance of Expenses for Officer of Corporation; Indemnification or Advance of Expenses for Employees and Agents.

- i. The Corporation may indemnify and advance expenses under this Section 9 to an officer of the Corporation who is a party to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), because he or she is an officer of the Corporation to the same extent as a Director, as provided in this Article. If an officer of the Corporation is not a Director, or although the officer is also a Director, because the sole basis on which he or she is made a party to the proceeding is an act or omission solely as an officer, the Corporation may indemnify or advance expenses to such further extent permitted by the laws of Georgia, except for liability arising out of conduct that constitutes:

- (a) appropriation, in violation of his or her duties as an officer, of any business opportunity of the Corporation,

- (b) acts or omissions which involve intentional misconduct or a knowing violation of law,
- (c) the types of liability for improper corporate distributions (as specified in O.C.G.A. § 14-3-831), or
- (d) the receipt of an improper personal benefit.

An officer of the Corporation who is not a Director is entitled to mandatory indemnification under paragraph B of this Section 9, may apply to a court for indemnification or advances for expenses under paragraph (D) of this Section 9 to the same extent to which a Director may be entitled to indemnification for advances for expenses.

- ii. The Corporation shall indemnify and advance expenses to an employee or agent of the Corporation who is not a director to the fullest possible extent, consistent with public policy and to the fullest extent permitted by the laws of Georgia. The procedures for such indemnification or advance shall be consistent with those for Directors or officers of the Corporation.

H. Insurance. The Corporation may purchase and maintain insurance on behalf of each individual who is a Director, officer, employee, or agent of the Corporation, or who, while a Director, officer, employee, or agent of the Corporation, serves at the Corporation's request as a Director, officer, partner, trustee, employee, or agent of another domestic or foreign Corporation, partnership, joint venture, trust, or other entity against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director, officer, employee, or agent, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

I. Prior Obligation to Indemnify or Advance Expenses. Pursuant to the provisions of O.C.G.A. § 14-3-858, the Corporation is authorized to obligate itself in advance of the act or omission giving rise to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitral, or investigative, and whether formal or informal), to provide indemnification or advance funds to pay for or reimburse expenses of a Director, officer, employee or agent to the fullest extent permitted by the laws of Georgia. The Corporation has power to pay or reimburse a Director or officer in connection with his or her appearance as a witness in a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitral, or investigative, and whether formal or informal), at a time when he or she is not a party. Further, except to the extent limited in Paragraph G of this Section 9, this Section 9 does not otherwise limit the Corporation's power to indemnify, advance expenses to, or provide or maintain insurance on behalf of an employee or agent.

J. Definitions for Section. As used in this Section 9, unless the context clearly requires a different meaning, the term

- i. "Corporation" includes any domestic or foreign predecessor entity of a Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.
- ii. "Director" or "officer" means an individual who is or who was a Director or officer, respectively, of a Corporation, or who, while a Director or officer of the Corporation, is or was serving at the Corporation's request as a Director, officer, partner, trustee, employee, or agent of another domestic or foreign Corporation, partnership, joint venture, trust, or other entity. Further, unless the context otherwise requires, "Director" or "officer" includes the estate or personal representative of a Director or officer.
- iii. "Disinterested Director" means a Director who at the time of a vote or other action by the Board of the Corporation is not a party to the proceeding; or is an individual who is a party to a proceeding having a familial, financial, professional, or employment relationship with the Director whose indemnification or advance for expenses is the subject of the decision being made with respect to the proceeding, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director's judgment when voting on the decision being made.
- iv. "Expenses" includes counsel fees.
- v. "Liability" means the obligation to pay a judgment, settlement, penalty, fine, or reasonable expenses incurred with respect to a proceeding.
- vi. "Official capacity" means when used with respect to a Director, the office of Director in the Corporation, and when used with respect to an officer, as contemplated in paragraph (G) of this Section 9, the office in the Corporation held by the officer. "Official capacity" does not include service for any other domestic or foreign Corporation or any partnership, joint venture, trust, or other entity.
- vii. "Party" means an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.
- viii. "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal.

ARTICLE III: Section Leaders

Section 1. Authority

The Artistic Director may appoint section leaders to assist the Artistic Director.

ARTICLE IV: Compensated Staff

A. The Artistic Director.

- i. The Board shall appoint an Artistic Director to serve at their pleasure as chief artistic officer of the corporation.
- ii. The Artistic Director shall serve as a nonvoting ex officio member of the Board.
- iii. The Artistic Director shall be compensated in a manner prescribed by the Board.
- iv. The Artistic Director shall, within budgetary constraints set by the Board, retain exclusive authority to
 - a. Retain the services of vocal, instrumental, and other artists.
 - b. Determine concert dates and repertoire.
 - c. Determine musical interpretation and content of performances.
 - d. Determine standards of audition and performing membership eligibility.
 - e. Appoint members of chamber choirs and other small ensembles.
 - f. Determine the quality standards for auxiliary choruses.

B. The Board may establish additional compensated staff positions from time to time.

ARTICLE V: The *Performing Membership* shall include all Sopranos, Altos, Tenors, and Basses listed on the current Performing Membership roster.

A. Performing Membership is obtained solely through the successful completion of a vocal audition.

- i. Audition and eligibility qualifications shall be determined solely by the Artistic Director.
- ii. The Artistic Director reserves the right to request that any member re-audition at any time.
- iii. Candidates for audition to an adult ensemble shall be a minimum of sixteen (16) years of age at the time of the first concert following their audition.
- iv. The Corporation shall admit as performing members those persons without regard to gender, race, age, national or ethnic origin, creed or religion, or sexual orientation.

B. The corporation may solicit a membership fee from performing members. However, no performing member shall be denied the opportunity to participate in concert programs as a result of inability to pay a membership fee.

C. All music and properties purchased by the Corporation are the property of the Corporation and shall not be retained as the property of performing members unless otherwise designated by the Board.

D. Performing members have no voting rights. However, Directors who are also performing members shall have voting rights in their exclusive capacity as Directors.

ARTICLE VI: Contracts, Loans, Checks and Deposits

Section 1. Contracts

The Board may authorize the President 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. Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts

All checks and drafts or other orders for the payment of money, issued in the name of the Corporation shall be signed by the Treasurer, or in his or her absence, the President. Items for more than the amount of \$500.00, if not budgeted, shall require the approval of the Board or person(s) designated by the Board.

Section 4. Credit Card

A credit card shall carry a limit of no more than \$2500. on purchases that are either budgeted items or board approved purchases. The Board will authorize the designated individual(s).

ARTICLE VII: General Provisions

Section 1. Fiscal Year

The fiscal year of the Corporation shall end on June 30 of each year.

Section 2. Seal

The Seal of the Corporation shall be circular in form and shall consist of the Corporation's logo in the center of the seal with the following words: GRIFFIN CHORAL ARTS, INC. GRIFFIN, GA 30224 in circular form around the central logo of the seal.

Section 3. Audit

- A. The finance committee shall make a quarterly determination as to the Corporation's financial records and accounting practices and shall report its finding to the Board.
- B. The Treasurer shall provide all financial documents, returns, spreadsheets, general ledger, and profit and loss statement to any member of the finance committee upon request.

Section 4. Prohibition against Sharing in Corporate Earnings at the Dissolution of the Corporation

- A. No member, officer, Director or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profits from the operations of the Corporation, provided

that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

- B. All members, Directors and officers of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine or as may be determined by a court of competent jurisdiction upon application of the Board's exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 5. Exempt Activities

Notwithstanding any other provisions of these Bylaws, no member, Director, officer, employee or other representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by organizations' contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended. This provision shall be construed to permit the Corporation to receive and pay all appropriate taxes upon "unrelated business income" in accordance with the Internal Revenue Code.

Section 6. Non-Discrimination Policy

The Corporation shall admit as performing members those persons without regard to gender, race, age, national or ethnic origin, creed or religion, or sexual orientation. Such persons shall be entitled to all of the rights, privileges, programs and activities generally accorded or made available to members of the Corporation or groups operated by the Corporation. The Corporation does not discriminate on the basis of gender, race, age, national or ethnic origin, creed or religion, or sexual orientation in the administration of its policies, including audition or admissions policies.

Section 7. Amendments

These Bylaws may be amended or repealed by a two-thirds vote of the Directors.

ARTICLE VIII: Special Provisions

Section 1. Bonds

The Board may by resolution require any officer or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his or her

respective office or position, and to comply with such other conditions as may from time to time be required by the Board. The premiums for all such bonds shall be paid by the Corporation.

- A. Maintenance of membership records and minutes of all committee business.
- B. Membership recruitment.
- C. Logistics at rehearsals, performances, and other events.
- D. Recruitment and placement of volunteers.
- E. Any other matters as designated by the Board.
- F. Auxiliary Chorus Committees may elect officers and hold meetings as needed to carry out their business, provided that all actions and deliberations are consistent with these By-Laws and any other policies adopted by the Board.

Sworn Statement by the Secretary of the Board of Directors

I, _____, do hereby certify that I am the duly elected and qualified Secretary of the Board of Directors of Griffin Choral Arts, a Corporation organized under the laws of the state of Georgia, and that the foregoing is a true and correct copy of the By-Laws adopted by the unanimous consent of the Board of Directors meeting in accordance with the law and the Articles of Incorporation of said Corporation on _____. In witness thereof, I have affixed my name as Secretary and have caused the Corporate Seal of said Corporation to be hereunto affixed this ____ day of _____, _____.

Article II, Board of Directors, Section 7F, Article II, Board of Directors, Section 7Fv, and Article VII, Section 8, Amendments were amended by a vote of the Board of Directors, January 8, 2008.

Proposed changes made by Bylaws Committee, Elaine Bolton, Chair, on January 5, 2012. Committee members: Alice Blake, Jean Dukes, and Kay Wideman.

Proposed bylaws changes reviewed and approved by Alan Dodson, Esq. February 13, 2012.

August 6, 2012 – Alice Blake and Elaine Bolton – meeting with Alan Dodson, Esq.

August 12, 2012 – online discussion and decision by Bylaws Committee

APPROVED BY BOARD VOTE AUGUST 16, 2012

Proposed changes made by Bylaws Committee, Elaine Bolton, Chair, on February 22, 2016. Committee members: Helen Grayson, Mary Flynn, LuBowen Cloud

Proposed changes reviewed and approved by Alan Dodson, Esq. March 14, 2016.

APPROVED BY BOARD VOTE APRIL 14, 2016