

# **Bylaws of The Phyllis Merritt Singers, Inc.**

Current as of March 28, 2005

## **Article I - Name and Offices**

### **1.1 Legal Name**

This Corporation shall be called The Phyllis Merritt Singers, Inc.

### **1.2 Offices**

The principal office of The Phyllis Merritt Singers, Inc. shall be located in Pensacola, Florida. The Corporation may establish other offices as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

## **Article II - Purpose**

### **2.1 Mission**

The Phyllis Merritt Singers, Inc. supports public awareness of and excellence in the choral arts by presenting choral performances of distinction; fostering the musical growth of its membership; commissioning of new choral works; contributing to the increased knowledge and appreciation of choral music in Northwest Florida; educating the public about the life long, positive benefits of a quality music education in the development of well rounded, contributing members of society; and encouraging the public to view the inclusion of a high quality musical arts experience as an essential element of a comprehensive education.

### **2.2 Scope**

Activities of The Phyllis Merritt Singers, Inc. are to be limited to those permitted under Section 501(c)(3) of the Internal Revenue Code and consistent with the stated mission of the organization.

### **2.3 Activities**

To promote its purpose and pursue its mission, The Phyllis Merritt Singers, Inc. may receive and administer grants-in-aid, donations and endowments of every kind and nature from individuals, foundations, trusts, corporations, public bodies and governmental agencies.

### **2.4 Legacy**

In the event of the dissolution of The Phyllis Merritt Singers, Inc., all remaining assets shall be distributed to the musical organization which, by the vote of a majority of the board of directors taken immediately before a vote for dissolution, most closely shares the mission of The Phyllis Merritt Singers, Inc. Such organization shall be exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. Any assets not so distributed shall be disposed of by the Court exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of

the Internal Revenue Code or to such organization or organizations as the Court shall determine, which are organized and operated exclusively for such purposes.

A decision to dissolve The Phyllis Merritt Singers on a date certain shall require the unanimous approval of the voting members of the Board. If a motion to dissolve is approved at a meeting of the Board, that motion shall be deemed pending until all voting members are in agreement. The Board President shall poll any voting member not in attendance at the meeting.

## **Article III - Board of Directors**

### **3.1 Composition**

The Board of Directors shall consist of at least 7 and not more than 15 voting directors as described in Section 3.02 below. In addition, the Artistic Director shall serve as a non-voting *ex officio* member of the Board. Membership as a performing member as defined in section 6.1 of these bylaws is a prerequisite qualification for board membership.

### **3.2 Term**

The term of service for a director shall be one year, commencing July 1 and concluding June 30. There is no limit on the number of terms a director may serve. In the event that a director is unable to serve a full term, the Board President shall appoint a new director to fill the unexpired term, such appointment to be considered interim pending approval by a simple majority of the board.

### **3.3 Election of Board Members**

At its last scheduled meeting prior to June 30, the Board of Directors shall elect new directors for the coming term. The board shall give primary consideration to candidates recommended by the artistic director but may also consider nominations from the board and performing membership. Election to the Board shall require approval by two-thirds of the board.

### **3.4 Powers**

The Board of Directors is the governing body of The Phyllis Merritt Singers, Inc. It shall determine the policies of The Phyllis Merritt Singers, Inc., manage the organization's financial assets, and oversee the long-term financial affairs of the organization. The board shall ensure that The Phyllis Merritt Singers, Inc. conducts its affairs efficiently and effectively in pursuit of its mission.

### **3.5 Meetings**

The Board of Directors shall meet no less than twice a year (July 1 through June 30) at such times and places as the Board President may decide.

The Board President may call additional meetings upon 30 days notice to all directors. Unless otherwise specified in these bylaws, all business before the Board of Directors shall be decided by a simple majority of the board. In these bylaws the phrases "majority of the board" and "two-thirds of the board" refer to the voting directors who are in attendance at a duly called meeting where a quorum is present.

### **3.6 Quorum**

When a meeting of the Board of Directors is called to order, a number equaling at least one-half of the current board shall constitute a quorum. The quorum shall be deemed continuous and present until adjournment irrespective of arrivals or departures of directors during the meeting. If a quorum is not present when the meeting is called to order, a lesser number of directors shall be competent to discuss issues that may come before the board but shall not take action requiring board approval until and unless a quorum is achieved.

### **3.7 Communications**

All minutes of the Board of Directors shall be kept by the Secretary, and drafts of minutes shall be distributed to the directors within 30 days following each meeting or as directed by the Board President. In the Secretary's absence, the Board President shall appoint another director to take minutes. Drafts of the most recent minutes and copies of minutes that have been approved by the Board of Directors shall be available for review upon request and within a reasonable time.

### **3.8 Termination of Appointment**

Any director whose actions are deemed to be inimical to the mission of The Phyllis Merritt Singers, Inc. may be subject to removal from the Board. Such removal shall originate at a meeting of the board with a motion to terminate duly made and seconded and approved by two-thirds of the board.

### **3.9 Indemnification**

To the extent permitted by the Florida Non-Profit Corporation Law, the Corporation shall indemnify members of the Board of Directors against any legal expenses or judgments arising from service to the Corporation undertaken at the request of the Corporation, provided that such service was rendered in good faith, consistent with the mission of The Phyllis Merritt Singers, Inc. and in accord with generally accepted business practice.

The Corporation shall not indemnify a member of the Board of Directors for willful and reckless negligence, criminal negligence or criminal acts.

## **Article IV - Officers of the Board of Directors**

### **4.1 Election and terms**

At its last scheduled meeting prior to June 30, the Board of Directors shall, by a two-thirds vote, elect from among its members a Board President, Vice President, Treasurer and Secretary to serve for the following year. The Board shall give primary consideration to candidates recommended by the artistic director but may also consider nominations from the board.

### **4.2 Board President**

The Board President shall schedule, convene and conduct meetings of the board and shall carry out any other duties as approved by the Board.

### **4.3 Vice President**

The Vice President shall, in the absence of the Board President, schedule, convene and conduct meetings of the board and carry out any other duties assigned by the Board President.

### **4.4 Secretary**

The Secretary shall take minutes of all board meetings, distribute drafts of minutes to the directors, and keep all records of board meetings in good order, and maintain all other non-financial records of the organization.

### **4.5 Treasurer**

The Treasurer shall have oversight of the long-term financial affairs and business operations of The Phyllis Merritt Singers, Inc. The Treasurer shall receive and disperse funds on behalf of The Phyllis Merritt Singers, Inc., maintain and reconcile the bank account, retain all financial records, and be responsible for all funds accounting.

The Treasurer shall deliver a financial report to the Board of Directors at each scheduled meeting. The Treasurer shall provide supplemental reports to the Board President upon request.

### **4.6 Committees**

There are no standing committees. The Board President and Board of Directors may form ad hoc committees and workgroups as necessary to accomplish the goals of the Phyllis Merritt Singers, Inc. Such ad hoc committees shall be formed to accomplish specific tasks and will automatically dissolve when those tasks are accomplished.

An ad hoc committee thus formed will be chaired by a member of the Board of Directors, to be assigned by either the Board President or the Board itself, and may consist of any number of additional board, performing, or associate members necessary to accomplish its work. The committee chair shall deliver a report on the committee's work at the next scheduled meeting of the board, and directly to the Board President upon request.

## **Article V - Artistic Director**

### **5.1 Responsibilities**

The Artistic Director is responsible for the musical planning and conducting of all performance activities of the organization. For each performing activity, the Artistic Director shall determine the program, assign soloists and ensembles, plan and conduct rehearsals, and conduct performances.

### **5.2 Exclusive Appointment**

Phyllis J. Merritt, former director of the Choral Department, Escambia High School, Pensacola, FL, 1965-1976, is granted exclusive and permanent appointment as the Artistic Director. She will serve in this position at her own pleasure and until such time as she voluntarily relinquishes the position.

### **5.3 Association With The Organization**

The ongoing and active participation of Phyllis J. Merritt as the Artistic Director of this organization is essential to the organization's reputation and identity. At any such time that Phyllis J. Merritt relinquishes the position of Artistic Director, she may request her name be removed from association with the organization, such request to be delivered in writing to the President of the Board. Upon receipt of such request, the Board of Directors shall, within 120 days, take all necessary administrative and legal actions to rename, reconstitute, reorganize, or dissolve the organization. If the Board of Directors elects to retain the organization as a functional entity, these bylaws shall be amended as soon as practical to indicate any necessary changes in the description and method of recruitment of the Artistic Director.

### **5.4 Vacancy**

In the event the position of Artistic Director becomes vacant and the Board of Directors elects to retain the organization as a functional entity, the Board of Directors is empowered to appoint an interim Artistic Director, pending the bylaw amendments required under section 5.3. Appointment of an interim Artistic Director shall require a two-thirds majority approval of the Board.

## **Article VI - Membership**

### **6.1 Performing Members**

Performing members are the singers and instrumentalists who deliver the public performances of the Phyllis Merritt Singers, Inc.

Performing membership is granted on the basis of application and audition requirements to be determined by the Artistic Director and Board of directors at such times and places as they shall determine.

### **6.2 Associate Members**

Associate membership may be granted to individuals, organizations, or corporations who desire to affiliate themselves with the organization for purposes of assisting with the work and furthering the organizational goals the Phyllis Merritt Singers, Inc. Associate membership is primarily honorary in nature and associate members do not perform with The Phyllis Merritt Singers, Inc. nor do they vote on organizational business. Associate members may serve on ad hoc committees and perform other functions on behalf of the Phyllis Merritt Singers, Inc. at the request of the Board of Directors or Board President.

### **6.3 Charter Membership**

All individuals who were members of the select choral group known alternatively as either the Escambia High School Rebelaires or Escambia High School Escambians, and performed at any time in either of those organizations during the tenure of Phyllis J. Merritt as the director of the Escambia High School Choral Department, Escambia High School, Pensacola, FL (1965-1976), are granted automatic membership as performing members.

## **6.4 Meetings**

There are no required minimum number of membership meetings. Each rehearsal and performance opportunity of the Phyllis Merritt Singers, Inc. shall be deemed a meeting of the performing membership. Any membership business may be presented by the Board President or other designated board representative during the course of any of these activities without additional advance notice, except as required by other provisions of these bylaws.

The performing members in attendance at the time the meeting is called to order shall be considered a quorum for the conduct of business.

All motions before the membership shall pass on a simple majority of those performing members present and voting, unless otherwise specified in these bylaws.

## **6.5 Member Communications**

Any requirement in these bylaws to provide written notification to members shall be considered fulfilled when such notice has been sent to all members for whom a physical mailing address is available in the organization records.

All members are encouraged to assist with obtaining contact and address information on those other members for whom this information is missing from the organization records. The organization has no other obligation to research and locate missing member information.

Individual members are responsible for notifying the organization of any change in their contact and address information.

Electronic mail and the Phyllis Merritt Singers, Inc. web site will serve as an important conduit for communicating with the membership. At the discretion of the Board of Directors, items of information that do not require written notification under these bylaws may be distributed solely via these means. Members are encouraged to periodically check the web site for information updates and provide an updated electronic mail address to the Secretary as necessary.

# **Article VII - Dues and Fees**

## **7.1 Membership Dues**

The Board of Directors is empowered to establish membership dues for members of The Phyllis Merritt Singers, Inc. Provided the board approves dues prior to the commencement of the fiscal year, no other action will be required and the dues thus established shall be payable by each member during the fiscal year for which they are established.

## **7.2 Participation Fees**

Irrespective of fiscal year time constraints, the Board of Directors may establish a participation fee for any specific activity. The participation fee will be established for a particular activity and will be limited to covering the reasonable expenses of the activity (e.g. music, equipment, printing, travel, facility fees, et al).

### **7.3 Waiver of Dues and Fees**

The Board of Directors may elect to waive or reduce dues and fees for an individual member when such a need is indicated by the member's personal and/or financial circumstances, and granting of the waiver or reduction is considered to be in the best interests of the member and the Phyllis Merritt Singers, Inc.

## **Article VIII - Fiscal Procedures and Operating Year**

The fiscal year of The Phyllis Merritt Singers, Inc. shall commence on July 1 and end on June 30 following.

Any necessary fiscal, accounting, and financial control systems (e.g. check signing procedures, record keeping, invoicing, purchase orders, auditing, et al) may be established and approved by the board of directors.

At the request of the board, the Treasurer will recommend such fiscal operating procedures that may be required to fulfill the organization's fiduciary responsibilities for financial control, accounting, and reporting. Upon approval by the board, the adopted procedures will be separately documented in the organization's records and will be fully enforceable upon any member responsible for their execution.

Unless otherwise specified in these bylaws, all annual appointments, terms of service, and annual contracts shall commence July 1 and end on June 30 following.

## **Article IX - Amendments to the Bylaws**

### **9.1 Initial Bylaws**

At the first regular meeting of the Board of Directors following issuance of the State of Florida's Articles of Incorporation for The Phyllis Merritt Singers, Inc, the Board of Directors shall review these bylaws and may adopt any amendments deemed necessary. Approval of amendments to these initial bylaws shall require a two-thirds majority of the Board of Directors.

After approval of these initial bylaws by the Board of Directors, all future amendments shall be adopted in accordance with sections 9.2 through 9.4.

### **9.2 Proposing an Amendment**

Any director or member may propose an amendment to the bylaws of The Phyllis Merritt Singers, Inc. No amendment shall be considered for approval unless it has been endorsed by a two-thirds majority of the Board of Directors at a regularly scheduled meeting of the Board.

### **9.3 Notice of a Proposed Amendment**

Any proposed amendment endorsed by the Board shall be advertised to the membership no later than two weeks prior to the date on which a vote is scheduled under section 9.4. Posting the proposed amendment on the Phyllis Merritt Singers Web site ([www.merrittsingers.org](http://www.merrittsingers.org)) and providing a printed copy for members without Internet access shall constitute sufficient notice.

## **9.4 Adopting an Amendment**

The Board of Directors shall, if possible, schedule votes on bylaw amendments in conjunction with a regular member meeting, as defined in section 6.4.

If a matter requires action before a meeting can be practically convened, the Board of Directors may elect to conduct an amendment vote via mail, as provided for in Article X of these bylaws.

Whether the vote is taken in a regular meeting or via mail, a proposed amendment to the bylaws requires a two-thirds majority to pass. For votes taken during a regular meeting, the two-thirds majority shall be of those present and voting. For votes taken via mail, the two-thirds majority shall be of those ballots that are completed and returned in accordance with the voting instructions.

## **Article X - Alternate Voting Procedures**

### **10.1 Vote By Mail**

The Board of Directors shall endeavor to hold all membership business until a regular membership meeting, as described in section 6.4 of these bylaws. If the matter is such that delaying action is not possible, the Board of Directors may elect to conduct a membership vote via mail.

When a vote via mail is to be conducted, a voting package shall be sent to the on-file address of record for each member. The package shall contain a printed copy of the question to be voted on, any required supporting materials, a postage-paid return ballot card that the member will use to record and return their vote, and a prominent notification of the date by which the ballot card must be postmarked to be deemed a valid vote.

When a vote on an amendment to the bylaws is to be conducted by mail, the voting package must include a copy of the proposed amendment, together with those provisions of the current bylaws that will be affected, and a copy of the board minutes at which the amendment was endorsed.

### **10.2 Proxy, Absentee, and Phone Voting**

Voting via proxy, absentee ballot, telephone, or other alternate methods not otherwise provided for in these bylaws is not permitted. Votes must be personally cast by each member either at a regular membership meeting or if provided for by the Board of Directors, via a mail-in ballot card.

An exception to absentee voting exists for those actions requiring a unanimous vote of the Board of Directors. Given that 100% of board member attendance is usually not possible, the Board President may poll absent board members on any action requiring a unanimous vote of the Board.