

**BYLAWS
OF
Michigan School Vocal Music Association**

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**BYLAWS
OF
Michigan School Vocal Music Association
A Michigan Non-Profit Corporation
Adopted effective as of June 9, 2018**

ARTICLE 1: Name, Purpose, Fiscal Year and Offices

Section 1.01. Name.

The name of this corporation is Michigan School Vocal Music Association (hereinafter referred to as “MSVMA”).

Section 1.02. Purpose.

MSVMA was established as a non-profit corporation under the laws of the State of Michigan and specifically the Michigan Nonprofit Corporation Act of 1982, as amended and is organized exclusively for charitable purposes as an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended. The purposes of the MSVMA are to do any and all legal things or acts to improve, promote and assist vocal music education in the elementary, middle, junior high and senior high schools of the state which the Board of Directors deem to be in the best interests of MSVMA.

Section 1.03. Fiscal Year.

The fiscal year of MSVMA shall commence on July 1 of each year and end on June 30.

Section 1.04. Offices.

The principal office of MSVMA shall be at 1201 South State Street, Big Rapids, Michigan or at such other location as may be determined by the Executive Committee.

ARTICLE 2: Membership

Section 2.01. Eligibility.

MSVMA shall offer the opportunity to apply for membership to elementary, middle, junior high and senior high schools, to private, independent and retired vocal music teachers not affiliated with a school in the state of Michigan and to students enrolled in Michigan colleges and universities to prepare to enter the profession of teaching vocal music who support the purpose stated in Article 1, Section 1.02. Membership is granted after completion and receipt of a membership application and annual dues.

Section 2.02. Annual Dues.

Annual membership dues and membership options shall be reviewed annually by the Executive Committee for recommendation to the Board of Directors for consideration at its annual meeting. Participation in programs and activities is contingent upon being current in payment of membership dues.

Section 2.03. Rights of Members.

Each member shall be eligible to appoint one voting representative to cast the member’s vote in MSVMA elections and to engage in MSVMA programs and activities on behalf of the member.

Section 2.04. Non-Voting Membership. The Board shall have the authority to establish and define non-voting categories of membership.

ARTICLE 3: Directors

Section 3.01. Powers.

All the corporate powers of MSVMA shall be vested in the Board of Directors. Accordingly, the action of the Board of Directors shall be the final and complete action of MSVMA for all purposes and for all matters.

Section 3.02. Number, Qualification and Term of Office.

The number and qualifications of directors shall be as determined by the Board of Directors but in no event shall there be fewer than 10 or more than 16 directors at any time. When the number of directors is decreased, each director then in office shall continue to serve until his or her resignation or removal.

Directors may have operational titles within the organization as deemed appropriate within the organizational structure. Service on the Board may be by presidential appointment or election.

Directors will be elected according to the process in Article 3 Section 3.03 Vacancies of these Bylaws. A director shall serve a four-year term or complete the remaining term of a vacant position. The service of directors is not subject to term limits.

Section 3.03. Vacancies.

Any vacancy in the Board of Directors shall be referred to the Board Development Committee for its consideration. Candidates for the Board will be submitted by the Board Development Committee to the Executive Committee for its review and as appropriate, advancement to the Board of Directors for consideration.

Vacancies on the Board arising from the completion of terms shall be filled by election immediately preceding the annual meeting or at a special meeting from a slate of candidates submitted by the Board Development Committee to the Executive Committee. A director elected to fill a vacancy shall take office at the annual meeting of the Board and shall hold office until term completion or until their office becomes vacant due to resignation, removal or as otherwise provided in these Bylaws.

Vacancies on the Board arising for reasons other than term completion shall be filled by election at any regular or special meeting from a slate of candidates submitted for consideration by the Board Development Committee via the Executive Committee. A director elected to fill a vacancy shall take office immediately after their election, and shall hold office for the balance of the term which they have been elected or until their office becomes vacant due to resignation, removal or as otherwise provided in these Bylaws.

In the event that there is less than a quorum of members of the Board remaining due to resignation, removal or otherwise, the remaining directors shall constitute a quorum for the sole purpose of nominating and electing directors.

Section 3.04. Resignation.

A director may resign at any time by giving written notice of such to the president or the secretary of the Board of Directors.

Section 3.05. Removal.

Directors absent from two consecutive meetings shall be contacted by the president of Board of Directors regarding their intent to continue serving on the Board. The president shall report the director's intent to the Board and the director may be removed by Board action.

A director may be removed with or without cause by a vote of a majority of all directors at a meeting of the Board called for that purpose. No reduction of the number of directors shall have the effect of removing any director prior to term completion.

Article 4: Meetings

Section 4.01. Annual Meeting.

An annual meeting of the directors shall take place each year with the date, time and location to be designated by the president and published as part of the fiscal year calendar. At the annual meeting, the directors shall receive the results of elections for officers and reports on the activities of MSVMA as well as determine the direction of MSVMA for the coming year.

Section 4.02. Regular, Electronic and Special Meetings.

Regular meetings of the Board of Directors shall be held at times and places as the Board shall designate. Business transacted at any regular meeting need not be limited to matters set forth in the notice of meeting. Electronic meetings may be called at any time by the president or by written request signed by more than one-third (1/3) of the Board of Directors. Special meetings of the Board of Directors may be called at any time by the president or by written request signed by more than one-third (1/3) of the Board of Directors. Business transacted at any special meeting shall be limited to matters set forth in the notice of meeting.

Section 4.03. Notice of Meetings.

The resolution of the Board of Directors establishing the location, date and time or schedule of regular meetings shall serve as notice to the directors of the regular meetings. Notice of the annual meeting shall be given with the publication of the fiscal year event/activity calendar and notices of special meetings shall be given at least twenty-four (24) hours prior to the date thereof. Notices of annual or special meetings of the Board of Directors shall specify the place, the date and the time of the meeting and the nature of the business to be transacted. Notices shall be given as provided in Section 3.09 of these Bylaws. Notices shall be given by the secretary or their designee, or if the secretary is absent or unable or refuses to act, by any other officer of the Board.

Section 4.04. Methods of Giving Notice.

Any notice required to be given to the Board of Directors by these Bylaws shall be in writing and shall be deemed delivered to any director (i) immediately upon personal delivery; (ii) five (5) days following deposit in the United States first class mail with required postage attached or (iii) on the date of transmission via electronic mail. Notices that are given by mail or electronic mailbox shall be deemed received if addressed to the director at the last address or electronic address that such person shall have provided in writing to MSVMA for receipt of notices. Directors shall provide a change in United States Post Office mailing address or email address with thirty (30) days' notice to the secretary of the Board.

Section 4.05. Organization.

The president, or in his or her absence, the president-elect, shall act as the president of each meeting of the Board of Directors. In the absence of the secretary at any meeting, the president of the meeting may appoint an acting recording secretary.

Section 4.06. Quorum.

At all meetings of the Board of Directors, a majority of all directors then in office (even if less than a majority of all available director positions) shall be sufficient to constitute a quorum for the transaction of any business of MSVMA. The act of a simple majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by the Michigan Act, the Articles of Incorporation of MSVMA or these Bylaws.

After a quorum has been established at a meeting of the Board, a subsequent withdrawal of directors from the meeting which reduces the number of directors present to fewer than the number required for a quorum shall not affect the validity of any action taken by the Board at the meeting, or any adjournment of the meeting, whether the action or adjournment is taken before or after such withdrawal. In the absence of a quorum, any meeting may be adjourned, by the vote of the majority of the directors present at the meeting, but no other business may be transacted. Notice of any such adjournment shall be given to the directors who are not present at the time of the adjournment.

Section 4.07. Voting.

Each director shall be entitled to one vote for purposes of all action taken by the Board of Directors. Voting electronically shall specify a deadline for response that shall be no less than twenty-four hours.

Section 4.08. Electronic Presence at a Meeting.

Any or all directors may participate in any annual, regular or special meeting of the Board of Directors by, or conduct the meeting by telephone, electronic device or using any other means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 4.09. Action Without a Meeting.

Any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if, prior to such action, written consent setting forth the action is signed, physically or electronically, by all the directors and is filed with the secretary of the Board and is recorded in the minutes of the Board. Any such consent action shall have the same effect as a unanimous vote of the Board.

Section 4.10. Compensation.

Board directors shall receive no compensation for their services as directors. Expenses incurred relating to work done for MSVMA may be reimbursed with prior approval of the Board.

ARTICLE 5: Committees

Section 5.01. Executive Committee.

The Executive Committee shall consist of the president, past president, president elect, secretary and treasurer. At the president's discretion, in consultation with the Board of Directors, additional positions may be added to the Executive Committee to provide leadership for specific organizational functions. A majority of the directors of the Executive Committee shall be necessary to constitute a quorum. The Executive Committee shall, during the intervals between the meetings of the Board of Directors, possess

and may exercise all the powers of the Board of Directors in the management of the business of MSVMA. However, the Executive Committee shall not have the power or authority to amend the Articles of Incorporation, adopt an agreement of merger or consolidation, recommend the sale, lease, or exchange of all or substantially all the MSVMA's property or assets, recommend a dissolution of MSVMA or a revocation of a dissolution, amend the Bylaws of MSVMA, fill vacancies on the Board or take any action which the Board has, by resolution, expressly reserved to itself. The Executive Committee shall keep full and fair records and accounts of its proceedings and transactions. All actions taken by the Executive Committee shall be reported at the next succeeding meeting of the Board of Directors. Any action of the Executive Committee may be reviewed, reversed or modified by majority vote of the Board of Directors.

Section 5.02. Standing Committees

There may be such standing committees as the Board of Directors may determine. Each standing committee shall make such rules and regulations as it may deem proper for its own governance and for the transaction of the business of MSVMA. Any such rules and regulations must be approved by the Board of Directors. Each standing committee shall make a report of its new and pending actions prior to each meeting of the Board of Directors. Each standing committee may act upon the vote of its members in attendance at any meeting or by electronic means in conformance with Article 4. Section 4.08. Electronic Presence at a Meeting. Standing committees shall meet as necessary to accomplish their assigned tasks.

Section 5.02.01. Board Development Committee

The Board Development Committee is responsible for making recommendations of candidates for the Executive Committee to the Board of Directors. The past president of the Board of Directors will lead this Committee which consists of two Executive Committee members and two Board directors. This Committee is responsible for the conduction of the election and management of the election process.

Section 5.02.02. Finance Committee

The Finance Committee is responsible for the management and stewardship of MSVMA resources. Membership includes the Board treasurer who will chair the committee and directors as affirmed by the Board of Directors. Others may be asked to attend these meetings at the discretion of the treasurer of the Board. Meetings are scheduled as needed.

Section 5.03. Standing Committee Chairpersons.

The Board president shall appoint chairs for each of the standing committees the Board may establish. Standing committee chairs may serve successive terms on standing committees.

Section 5.04. Ad Hoc Committees.

The Board of Directors may appoint such other committees as the business of the Board may require. Ad hoc committees shall be subject to the same procedural requirements as standing committees.

ARTICLE 6: Officers

Section 6.01. Officers.

The officers of MSVMA shall consist of president, president elect, past president, secretary and treasurer.

Section 6.02. Election, Term of Office and Qualifications.

Each officer shall be elected for a two-year term by the representatives of the school members, individual members and business members and shall hold office until a successor shall have been elected or until the officer's death, resignation or removal from office in a manner consistent with the provisions of Article 3 Sections 3.03, 3.04 and 3.05 of these Bylaws. All officers must be directors of the Board.

Section 6.03. Subordinate Officers or Agents.

The Board of Directors may appoint such other officers or agents as the business of MSVMA may require, including an assistant secretary, and an assistant treasurer, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may determine.

Section 6.04. Removal.

An officer may be removed, with or without cause, by the affirmative vote of a majority of the Board of Directors at any meeting of the Board.

Section 6.05. Resignation.

An officer may resign by giving written notice of such resignation to the president or the secretary of the Board.

Section 6.06. Officer Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or for any other reason may be filled for the remaining portion of the term by recommendation of the Board Development Committee to the Executive Committee. This action shall be subject to review and approval by the Board of Directors at its next regular or special meeting.

Section 6.07. President.

The president shall serve as the chief executive officer of MSVMA and shall, subject to the approval of the Board of Directors, have general supervision over the business of MSVMA and over its officers. The president may sign and execute in the name of MSVMA, instruments authorized by the Board of Directors, except where the signing and execution shall have been expressly delegated by the Board of Directors or by these Bylaws to another officer or agent of MSVMA. The president may assign duties to officers, agents and employees whose duties are not otherwise defined. The president will serve for two years attending all meetings of the Board of Directors and Executive Committee.

Section 6.08. President-Elect.

At the request of the president, or in his or her absence or disability, the president-elect shall perform all the duties of the president and when so acting, shall have all the powers of, and be subject to, all the restrictions placed upon the president. The president-elect shall perform such other duties as may be assigned by the Board of Directors or by the president. The president-elect will serve in this capacity for two years attending all meetings of the Board of Directors and Executive Committee. Election to this position is the beginning of a six-year leadership commitment.

Section 6.09. Past-President.

Upon completion of service, the former president assumes the role of past-president to provide continuity of service and mentorship to new officers and the Executive Committee. The past-president will serve for two years attending all meetings of the Board of Directors and Executive Committee as well as those

standing committee meetings deemed appropriate by the president. The past-president shall serve as an ambassador of the organization completing such other duties as may be assigned by the Board of Directors or by the president. Term of office for the past-president is two years.

Section 6.10. Secretary.

The secretary shall have charge of books, documents and papers as the Executive Committee may determine. He or she shall attend and keep or cause to be kept the minutes of all meetings of the Board of Directors and the Executive Committee and notifies or causes notification of the directors of all meetings. He or she shall, in general, perform all the duties incident to the office of secretary, subject to the control of the Executive Committee, and shall do other duties assigned by the Executive Committee. The Board may appoint an assistant secretary for a one-year term at the annual meeting to assist with the performance of the duties of the secretary under the supervision of the secretary. This appointment may be renewed by the Board annually and without term limit. The secretary will serve for two years attending all meetings of the Board of Directors and Executive Committee

Section 6.11. Treasurer.

The treasurer shall have the supervisory control of the assets of MSVMA. The treasurer shall control, with the assistance of the president, the disbursement of the funds of MSVMA as may be ordered by the Board of Directors and shall render to the Board of Directors, whenever required, an accounting of all financial transactions of MSVMA and its financial condition. Other duties may be prescribed by the Board of Directors and, in general, the treasurer shall perform all duties incident to the office. The treasurer may be a signatory on behalf of MSVMA on all matters, as determined by policy, including but not limited to the co-signing of checks for payment up to and including limits approved by policy. The treasurer will serve for two years attending all meetings of the Board of Directors and Executive Committee. The Board may appoint an assistant treasurer for a one-year term at the annual meeting to assist with the duties of the treasurer and may renew this appointment annually without term limit. The assistant treasurer shall be supervised by the treasurer who retains responsibility for the duties of the office. Term of office for the treasurer is two years.

ARTICLE 7: Agents and Representatives

Section 7.01. Generally.

The Board of Directors, or such individuals as designated by the Board of Directors, may appoint such agents, representatives and other professionals to perform services for or on behalf of MSVMA with such powers and to perform such acts or duties on behalf of MSVMA as the Board of Directors shall authorize, so far as may be consistent with these Bylaws, to the extent authorized by law. The Board of Directors may compensate these agents, representatives and other professionals as it deems appropriate.

ARTICLE 8: Contracts, Deposits, Checks and Contributions

Section 8.01. Prohibited Contracts and Services.

Any contract, transaction, or act on behalf of MSVMA in a matter in which any one or more of the directors are interested personally shall be at arm's length and not violative of (i) the Board's Conflict of Interest Policy, (ii) the proscriptions in MSMVA's Articles of Incorporation against the Board's use or application of its funds for private benefit and (iii) reviewed and approved by the Executive Committee. No contract, transaction, or act shall be taken on behalf of MSVMA that would result in the denial of the tax exemption under any section of the Internal Revenue Code and its Regulations as they now exist or as

they may be amended, including without limitation Section 501 thereof. In no event, however, shall any person or other entity dealing with the directors be obligated to inquire into the authority of the directors to enter into and consummate any contract, transaction, or other action.

Section 8.02. Contracts.

Except as otherwise provided in these Bylaws, the Board of Directors may authorize its president or other officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of MSVMA, and such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, employee, agent or representative shall have any power or authority to bind MSVMA by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose.

Section 8.03. Finance and Business Operation.

All funds and investments of MSVMA shall be deposited in the name of MSVMA in such bank, banks, or other financial institutions as the Board of Directors may designate. All checks, notes, obligations, contracts, instruments for the sale and transfer of all forms of property, real, personal, or intangible, including, but not limited to deeds, bills of sale, and instruments for the sale and transfer of securities, and other such documents may be signed by the president or treasurer as provided in these Bylaws or by any officer or by such other person or persons as may be designated by resolution of the Board of Directors.

ARTICLE 9: Executive Director

Section 9.01. Generally.

The executive director is appointed by the Board of Directors and attends all Board meetings as an ex officio member. The executive director is responsible for the day-to-day management of MSVMA, keeping the Board informed of status of MSVMA and assisting them with considering and developing potential strategies. He or she supervises employees and mentors volunteers to ensure smooth and efficient operations. The executive director represents the organization to its members, donors and the public. Financial oversight of the organization's financial resources is provided by the executive director, as well as assisting with Board development tasks such as recruiting new Board members and orienting them to the mission and procedures of the organization.

ARTICLE 10: Indemnification

Section 10.01. Generally.

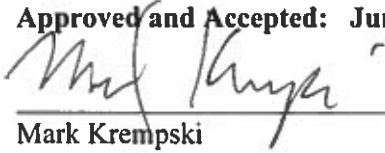
MSVMA shall indemnify its directors and officers to the extent permitted under Michigan law and the Michigan Act, as amended or any successor law thereto. Said indemnification shall extend to all liabilities of the directors arising directly from their duties and obligations to MSVMA or the Executive Committee in any and all capacities. By resolution duly adopted, the Board of Directors may authorize MSVMA to (i) indemnify any or all of its employees and agents who are not directors or officers to any extent that the Board may determine, up to and including the fullest extent permitted under Michigan law, as amended, or any successor thereto, and/or (ii) provide insurance coverage to any or all of its directors, officers, employees and agents against any or all risks or liabilities that such persons may incur by virtue of their relationships with MSVMA.

ARTICLE 11: Amendments

Section 11.01. Generally.

The Board of Directors shall have the power to alter, amend or repeal the Articles of Incorporation or these Bylaws by an affirmative vote of two thirds of all directors present at a properly called meeting of the Board of Directors at which a quorum is present. No electronic voting will be allowed for changes to the Bylaws. A proposed change to the Articles of Incorporation or Bylaws must be submitted in writing to all directors at least thirty (30) days prior to the meeting in which the change will be considered. No such amendment shall authorize the Board of Directors to conduct the business of MSVMA in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code.

Approved and Accepted: June 9, 2018



Mark Krempsi
President