BY-LAWS

**OF**

# **METROPOLITAN DETROIT YOUTH CHORUS**

**ARTICLE I.**

Members

1. The members of this corporation shall be the parents or guardians of the individuals who constitute the company of singers in this corporation.
2. The membership in this corporation by the parent or guardian shall commence upon the individual’s invitation to join the company of singers and shall continue so long as the individual is in the company of singers.
3. The members shall hold an annual meeting in May of each year. They may hold such other special meetings as they may, from time to time, determine.
4. Special meetings of the members may be called by any officer of this corporation and shall be called by one of them at the direction of the Board of Trustees or at the direction of at least one-third of the membership of this corporation. Any request for such meeting shall state the purpose of purposes or the proposed meeting.
5. Notice of Members Meeting. Notice of the time, place, and the purpose of each special meeting of the members, signed by, or in behalf of, the officer calling the meeting and stating the authority upon which issued, shall be served either personally or by mail upon each member entitled to vote at such meeting not less than ten nor more than sixty days before the meeting; provided that no notice of adjourned meetings need be given. Such further notice shall be given as may be required by law. Meetings may be held without notice if all members entitled to vote thereat are present in person or in proxy or if notice of time, place, and purpose of such meeting is waived by telegram, radiogram, cablegram or other writing, either before or after the holding thereof, by all members not present and entitled to vote at such meeting.
6. A majority or thirty members of this corporation, whichever is least, shall constitute a quorum at all meetings of the members.
7. On all matters coming to a vote, each member shall be entitled to one vote in person. No proxy shall be operative.

**ARTICLE II.**

## Board of Trustees

1. The term for each Trustee shall be three years except as herein otherwise expressly provided. The first Board of Trustees shall consist of those persons named as such in Article VI of the Articles of Incorporation. The Board of Trustees shall be divided into three classes, equal in number as nearly as may be, which classes shall hold office for three, two and one year respectively commencing.

The members of this corporation shall name these classes in the first instance. At each annual meeting of the membership of this corporation thereafter, subject to the power to increase or decrease the number of Board members, the membership shall elect for a term of three years as many persons as may be required to fill the places made vacant by the expiration of the term of office of the class whose term is then ending. When and as often as a vacancy may occur in this Board, either through death, resignation, disqualification, increase in the authorized number of Trustees or for any reason other than the expiration of term of office, said vacancy shall be filled by the membership of this corporation at any regular or special meeting called for the purpose. Until the vacancy so occurring is filled, or when any Trustee is absent from the State of Michigan, or when any Trustee is unable to perform his duties hereunder by reason of illness or otherwise, the other Trustees shall have the powers hereunder and the certification of the other Trustees as to such vacancies, absences or incapacity shall be conclusive. Any such new Trustee shall hold office during the remainder of the term of the person causing the vacancy and shall have the same powers as the Trustee in whose place he is appointed, including the right to fill or join in filling any vacancies among the Trustees arising after his appointment. No person shall be eligible for election as a Trustee unless his name shall be presented for consideration at a regular or special meeting of the Board of Trustees held previous to the meeting at which his election shall be acted upon. In the event of adding a new member to the Board of Trustees within the limits of the number set, the membership of the corporation shall establish the term of office of the person chosen.

1. Trustees must be members of the Church of Christ and no more than one parent or guardian of an individual in the organized company of singers shall serve as a Trustee at any one time. No more than four Trustees, who do not have an eligible member at the time of the Board election, shall serve concurrently on the Board.
2. The Board of Trustees shall hold its annual meeting as soon as may be within sixty (60) days after the members of this corporation have elected Trustees as aforesaid to fill vacancies in the Board of Trustees created by the expiration of terms of Trustees previously elected by them.
3. Regular meetings of the Board of Trustees shall be held at least once each calendar month and may be held without notice at such times and at such place within or without the State of Michigan as may from time to time be determined by the resolution of the Board.
4. Special meetings of the Board of Trustees may be held at any time or place upon the call of the Chairman or in his absence by the Vice Chairman of the Board or the President or Vice President or by the President, Vice President, or Secretary at the direction of not less than two Trustees then in office. Oral, telegraphic or written notice of the time, place and purpose of all special meetings of the Board shall be duly served on or sent, mailed or telegraphed to each Trustee not less that ten nor more than thirty days before the meeting, but no notice of adjourned meetings need be given. Meetings may be held at any time without notice if all Trustees are present or if those not present waive notice of the time, place and purpose of such meetings by telegram, radiogram, cablegram or other writing, either before or after the holding thereof.
5. A majority of the Board of Trustees then in office shall constitute a quorum for the transaction of business and the action of a majority of the Trustees present at a meeting at which a quorum is present shall be the action of the Board of Trustees, except as action by more than a majority of the Trustees then in office may be specifically required by other sections of these By-Laws. A Trustee may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence at the meeting. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.
6. If and when the Trustees shall severally or collectively consent in writing to any action to be taken by the corporation, either before or after the action is taken, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Trustees and the written consents shall be filed with minutes of the proceedings of the Board of Trustees.
7. In order to be elected as a Trustee to the Board, a nominee must receive greater than fifty percent of the vote on the day of the election.

**ARTICLE III.**

### Officers

1. The officers of this corporation shall constitute of a Chairman, Vice Chairman, Treasurer, and a Secretary, all of whom must be Trustees. All officers of the corporation shall be elected at the Annual Meeting of the Board of Trustees by a majority vote of the Board of Trustees and shall hold office for one year or until their respective successors shall be elected and shall qualify. Any individual may hold two offices by a vote of the Board of Trustees, providing such holding is not in conflict with any law of the State of Michigan.
2. The Board of Trustees may from time to time appoint such Assistant Secretaries, Assistant Treasurers and such other officers, agents and employees as it may deem proper whom may but need not be Trustees.
3. The Board of Trustees may by affirmative vote of a majority of the members of the whole Board remove at any time any officer elected or appointed by the Board of Trustees. Any removal may be for cause or without cause.
4. Subject to such limitations as the Board of Trustees from time to time prescribe, the officers of the corporation shall each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be conferred by the Board for Trustees.

**ARTICLE IV.**

1. Voting rights with respect to any shares of stock or other form of security at any time held by this corporation shall be exercised in accordance with written directions of the Board of Trustees.

**ARTICLE V.**

1. The Board of Trustees are expressly authorized to borrow or raise monies for any of the purposes of the corporation and from time to time, without limit as to amount, and whether or not as evidence of and security for monies so borrowed or raised or as payment for the purchase price of any asserts acquired by the corporation or other lawful engagements of the corporation, to draw make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness and secure the payment thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust or otherwise of the whole or any part of the property of the corporation, real or personal, including contract rights or rights to interest or dividends, whether at the time owned or thereafter acquired and to sell, pledge, or otherwise dispose of such bonds or other obligations of the corporation for its corporate purpose.

**ARTICLE VI.**

1. The fiscal year of the corporation shall begin on\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 in each year and shall end on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_following.

**ARTICLE VII.**

1. The corporate seal shall have inscribed thereon the name of the corporation and such other appropriate legend as the Board of Trustees may from time to time determine.