

TEMA CHOIR USA, INC. BYLAWS

The Tema Choir USA, Inc. was founded in November 2019 under the direction of Ebenezer A. Allotey. The purpose of the choir was to use Choral music as a vehicle for bringing communities together and present Easter, Christmas and other concerts to the community. The first rehearsal was held on Friday, November 8, 2019 at Gina Morgan, one of the members house. The first concert was held at Tribute at the Glen Assisted Living Center, Woodbridge, Virginia in the morning, and Sunrise Senior Living Assisted Center, Fairfax, Virginia in the afternoon, on Saturday, December 28, 2019.

ARTICLE I. NAME

The name of the choir shall be the Tema Choir USA. Incorporated.

ARTICLE II. MISSION/VISION STATEMENT

The Mission is to **create** community, **foster** unity and **build** a better world through music.

Vision

- To create and nurture a diverse community through singing and performing together.
- To develop the musical skills and talents of volunteer, non - auditioned singers through the discipline of learning and performing high quality Choral music.
- To use Choral music performances as a pathway for promoting social change and nurturing cultural interactions.
- To perform charity benefit concerts to support the homeless and the less privileged in the community.
- To bring emotional and spiritual healing through music and singing to residents of Senior Living Communities.
- To organize and perform charity benefit concerts and events, with the aim of assisting deprived schools in Ghana with educational materials.

ARTICLE III. MEMBERSHIP

- i. Membership policies shall be published annually.
- ii. Membership in the Tema Choir USA, Inc. shall be open to any non-auditioned volunteer singer with music skills and talents living in the Woodbridge, VA, vicinity and beyond.

- iii. The Artistic Director may terminate a member's participation in the choir due to poor attendance at rehearsals and performances, and lack of adherence to uniform standards, decorum, and other stated requirements.

ARTICLE IV. FINANCES

- i. The fiscal year shall run from 1 July to 30 June.
- ii. A committee shall be appointed in January to prepare a comprehensive annual budget for the next fiscal year. It shall be presented for consideration at April meeting and approved by the Annual meeting.
- iii. A free- will offering shall be collected during scheduled concerts to help defray expenses.
- iv. No member of this organization shall contract for or incur any debt, or enter into any agreement, or otherwise obligate this organization, except by authorization of the Board of Directors.
- v. The financial records are to be audited annually within sixty (60) days of either the close of the fiscal year or upon election of a new treasurer.
- vi. All checks require two signatures. In addition to the Treasurer, the Chair and Artistic Director are authorized to sign checks.
- vii. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of Section 501(c)(3) purposes.

No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future U.S. Internal Law) or(b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future U.S. Internal Revenue Law).

ARTICLE V. BOARD OF DIRECTORS

- i. The governance of this organization shall be conducted by a Board of Directors.

- ii. All members of the Board of Directors must hold at least one office. Each office has one (1) vote regardless of the number of offices held. All office terms run from July 1 to June 30. In the event of an open office or a newly created office, the elected member shall begin the term immediately.
- iii. Any individual desiring to join the Board must apply by completing a Board Membership Application Form (Attachment B) and submitting it to the Board of Directors for consideration.
- iv. Board members are expected to attend all meetings of the Board of Directors.
- v. Offices:
 - a) Elected offices may include: Chair, Vice Chair, Secretary, Treasurer, Grants Coordinator/ Fund Raising Chair, Special Events Chair, Publications Chair, Marketing/ Publicity Chair, Membership Management Chair, Production Chair.
 - b) Non-elected offices: Artistic Director, Guest Music Director, and Accompanist.
- vi. Any member of the Board of Directors may be removed by two-thirds (2/3) vote of the members of the Board, provided that notice of the proposed action has been provided to all Board members at least ten (10) calendar days in advance of the meeting. Such action may take place at a scheduled meeting of the Board of Directors.
- vii. Following removal, a person may not sit on the Board of Directors or hold office for a period of at least one (1) year but may continue participation in the choir.

ARTICLE VI. ADVISORY BOARD

- a) An advisory Board member is an honorary non-voting member with professional expertise or community affiliations in areas which may benefit the Choir (e.g. attorney, Physician, artist, choral director, accountant, etc.)
- b) The advisory Board member should be available to advise the Board in matters relating to his/her field of expertise which may, on occasion, require attendance at a Board meeting.
- c) The position shall continue until terminated by either party in writing, subject to approval by a simple majority of the Board.

ARTICLE VII. ELIGIBILITY, DUTIES AND TERMS OF ELECTED OFFICERS

- A. Officers shall be elected by the Board of Directors at the June meeting for a term of one (1) year, unless otherwise stated in these Bylaws.

All officers shall submit a summary report of fiscal year activities to the Vice Chair no later than the June Board meeting or upon resignation from the Board.

All officers shall provide advertisements such as newspaper articles, programs, newsletters, photos, etc. to the Grant Coordinator.

B. Chair

- i. Shall preside at all meetings of the Board of Directors.
- ii. Shall be responsible for overall operation and running of the Tema Choir USA, Inc. in coordination with the Board of Directors.
- iii. Shall appoint necessary Board committee chairs.
- iv. Shall ensure that the actions and activities of the Tema Choir USA, Inc. are consistent with the adopted Constitution, Bylaws, Standing Rules and Policies.

C. Vice Chair

- i. Shall be responsible for the duties of the office as stated in the Standing Rules.
- ii. Shall assume the duties of the Chair in his/ or her absence.
- iii. Shall be responsible for the consolidation of summary reports from all officers for presentation at the annual meeting.
- iv. Shall appoint and chair the Nomination Committee and fulfill all duties of this committee as stated in the Standing Rules.
- v. Shall perform such duties as assigned by the Chair.

D. Secretary

- i. Shall be responsible for the duties of the office in the Standing Rules.
- ii. Shall keep minutes of all meetings of the Board of Directors.
- iii. Shall handle all correspondence as requested by the Board of Directors.
- iv. Shall maintain records, including membership database and current mailing lists.
- v. Shall notify the Board of Directors of any change to regularly scheduled Board meetings.
- vi. Shall perform such other duties as may be prescribed by the Board of Directors.

E. Treasurer

- i. Shall be responsible for the duties of the office as stated in the Standing Rules.

- ii. Shall be responsible for payment approved by Tema Choir USA, Inc. financial obligations.
- iii. Shall Chair the Budget Committee which prepares a draft budget for the next fiscal year.
- iv. Shall keep all financial records of Tema Choir USA, Inc. by established line items of the budget.
- v. Shall be responsible for ensuring that no monies are distributed which would exceed the approved budget.
- vi. Shall maintain a checking, savings or other financial instruments as deemed appropriate by the Board of Directors.
- vii. Shall furnish a complete year-end financial statement at the August Board Meeting and shall give a financial report at each meeting of the Board of Directors.
- viii. Shall perform such other duties as may be prescribed by the Board of Directors.

F. Grants Coordinator

- i. Shall be responsible for the duties of the office in the Standing Rules.
- ii. Shall be responsible for researching potential funding opportunities from foundations and corporations as well as local, state, and federal sources.
- iii. Shall be responsible for requesting approval from the Board of Directors to submit any applications for funding.
- iv. Shall perform such other duties as may be prescribed by the Board of Directors.

G. Fund Raising Chair

- i. Shall be responsible for the duties of the office as stated in the Standing Rules.
- ii. Shall appoint necessary committee chairs.
- iii. Shall perform such other duties as may be prescribed by the Board of Directors.

H. Production Chair

- i. Shall be responsible for all phases of production as stated in the Standing Rules.
- ii. Shall appoint any necessary committee chairs.
- iii. Shall perform such other duties as may be prescribed by the Board of Directors.

I. Publications Chair

- i. Shall be responsible for the duties of the office as stated in the Standing Rules.

- ii. Shall appoint necessary committee chairs.
- iii. Shall perform such other duties as may be prescribed by the Board of Directors.

J. Marketing/Publicity Chair

- i. Shall be responsible for the duties of the office as stated in the Standing Rules.
- ii. Shall appoint necessary committee chairs.
- iii. Shall perform such other duties as may be prescribed by the Board of Directors.

K. Membership Management Chair

- i. Shall be responsible for the duties of the office in the Standing Rules.
- ii. Shall be responsible for the enforcement of the concert attire policy.
- iii. Shall document in the Summary Report a description of approved concert attire.
- iv. Shall perform such other duties as may be prescribed by the Board of Directors.

L. Special Events Chair

- i. Shall be responsible for the duties of the office as stated in the Standing Rules.
- ii. Shall be responsible for researching, coordinating, and planning tours, retreats, special events, and workshops.
- iii. Shall perform such other duties as may be prescribed by the Board of Directors.

ARTICLE VIII. ELIGIBILITY, DUTIES, AND TERMS OF NON-ELECTED OFFICERS

A. Artistic Director

- i. Shall be the Artistic Director of the Tema Choir USA, Inc.
- ii. Will provide musical expertise, choral management, enthusiasm, commitment, and energy, as well as leadership for other directors.

B. Guest Music Director

- i. A request to be Guest Music Director will be submitted to the Board of Directors and shall include a musically relevant resume. Selection criteria will be based upon review of resume and any accompanying materials including observation of applicants' style and technique, if appropriate.

- ii. Shall be selected for a period of one or more seasons. Selection shall occur three (3) or more months prior to the start of the first quarterly season.
- iii. Shall be responsible for the duties of the office as stated in the Standing Rules.

Either the Artistic Director or the Guest Music Director shall serve as the Director for the season. If there is no Guest Music Director, duties fall on the Artistic Director.

C. Accompanist

- i. Shall be responsible for the duties of the office as stated in the Standing Rules.
- ii. Shall be responsible in accompanying the choir during rehearsals and performances.
- iii. Shall perform duties assigned by the Artistic Director.

ARTICLE IX. MEETINGS AND QUORUMS

A. Rules and regulations governing all meetings are provided in the Bylaws.

B. Board of Directors

- i. The annual Meeting shall be held on the third (3) Monday in June of each year.
- ii. Business of the Board of Directors shall be conducted on monthly basis. These meetings will be held on the third (3) Monday of each month or at a date and time be determined by the Chair.
- iii. Special meetings may be called by the Chair.
- iv. A quorum of the Board of Directors shall consist of fifty percent (50%) of its voting members. A quorum may be achieved by an official gathering in a room or area/ or by telecommunication which allows for simultaneous aural communication among all participating members as if they are in the same room. All members must be able to hear or see each other.
- v. When a quorum is present at a scheduled Tema Choir USA, Inc. event, any Board member may call for an emergency meeting.
- vi. Unless otherwise stated, all meetings are open to the entire organization.
- vii. Board members are expected to attend all meetings of the Board of Directors. In the event a Board member is unable to attend a regular scheduled Board meeting, advance notification to the Chair is required except in the event of an emergency. If a member of the Board of Directors has missed more than

three (3) monthly Board meetings within the fiscal year, the Secretary shall immediately bring this to the attention of the Board for review.

ARTICLE X. PERFORMANCES

- A. The Tema Choir USA, Inc. will present quarterly concerts during the following seasons: Easter, Summer, and Christmas. The Christmas Concert may include the Festival of Nine Lessons and Carols.
- B. The annual Easter concert is normally held on the Saturday that precedes Palm Sunday.
- C. The Summer Concert will be scheduled during the months of June-August.
- D. Concerts at Senior Living Communities may be scheduled by the Artistic Director at any time throughout the year.
- E. The Annual Christmas Concert will be scheduled on the first Saturday in December.
- F. Although rehearsals will be pre-scheduled, the Artistic Director may use his discretion when deciding to change rehearsal times, and the beginning and ending months of required rehearsals.
- G. In the event of a scheduling conflict, the Board of Directors may select alternate dates.
- H. The Board of Directors may schedule other performances.

ARTICLE XI. ELECTIONS

- A. The election of officers shall be held at the June meeting except in the event of an open office or the creation of a new office, at which time elections shall be held at the next Board meeting to fill these vacancies.
- B. A nominating committee shall be appointed in July by the Vice Chair. This committee shall consist of the Vice Chair and a minimum of two (2) additional Board members and one member from the Choir.

ARTICLE XII. AMENDMENT

- A. The Constitution and Bylaws of this corporation may be amended or replaced by a two-thirds (2/3) vote of the Board of Directors present, provided that is written, including via electronic media, notice specifying any proposed change which has been provided to each Board member at least ten(10) calendar days in advance.
- B. Such amendments may be modified at the meeting before being acted upon without further notice being sent to the Board members.

- C. Every even fiscal year, a committee shall be appointed to review these Bylaws. The committee shall include a minimum of three (3) Board members one of whom will have served at least two (2) years on the Board.
- D. All copies of the Constitution, Bylaws, Standing Rules, and Policies shall contain the most recent revision date on the first page of each document.

ARTICLE XIII. CONFLICT OF INTEREST

- A. Definition- A conflict of interest is defined as an actual or perceived interest by a Board member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain.
- B. Obligation-Board members are obliged to act always in the best interest of the organization. This obligation requires that any officer or member, in the performance of the organization duties, seek only the furtherance of the organization's mission. At all times, officers and members are prohibited from using their job title or the organization's name or property for private profit or benefit.

The officers and members of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors and vendors. This is not intended to preclude bona-fide organization fund-raising activities.

- C. Disclosure-Any possible conflict of interest shall be disclosed by the persons concerned.
- D. Board Action-When a conflict of interest is relevant to a matter requiring action by the Board, the interested person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person(s) concerning whose situation the doubt has arisen.
- E. Record of Conflict-The official minutes of the Board shall reflect that the conflict of interest was disclosed and the interest person(s) did not participate in the final discussion or vote and did not vote on the matter.

Adopted
Monday, June 29, 2020.