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## Glossary

- **Artistic Director / Conductor** – the leader of a musical ensemble
- **Bylaws** - the legal operating guidelines for a board
- **Bylaws amendment** - a formal change to the original bylaws of an organization
- **Board of Directors** - governing body of the CCC; has specific legal and ethical responsibilities to and for the organization
- **Committee Chair** – the leader of a committee
- **Director** - one of a group of persons entrusted with the overall direction of a non-profit
- **Duty of care** - the requirement that board members be reasonably informed about the organization's activities, participate in decisions, and do so in good faith and with the care of an ordinarily prudent person in similar circumstances
- **Duty of loyalty** - a requirement that a board member remain faithful and loyal to the organization and avoid conflicts of interest
- **Ex Officio** – literally 'by virtue or because of an office', in the case of CCC, a person serving on a board due to their position rather than through elections, but not entitled to vote
- **Executive Committee** - a committee that has specific powers, outlined in the bylaws, which allow it to act on the board's behalf when a full board meeting is not possible or necessary
- **Officer** - a leadership position on a board with a specific set of responsibilities (for CCC: President, Vice-President, Past President, President-Elect, Secretary, Treasurer)
- **President / Chair** - the chief volunteer position, the elected leader of the board
- **Term limits** - a restriction on the number of consecutive terms that a person can serve as a board member

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## Proposed Bylaws Amendments

1. Further clarify the Director's duties
2. Open Board membership eligibility beyond members
3. Add Artistic Director, Associate Conductor and Executive Director as official non-voting Board Members
4. Remove requirement on number of officers to be elected concurrently (only 2), and remove the officer term limit
5. Make the term requirement (currently 36 months) **shorter**, and remove the director term limit **while requiring a board vote and membership vote to stand for another term**
6. Empower the Executive Committee to appoint vacant board seats (excluding the executive committee) outside of the **annual meeting, to avoid impacting the rehearsals, while requiring a membership vote at the next election**
7. Further clarify the restriction regarding Directors not receiving compensation
8. Expand the principal place of business to be more general
9. Add Equal Employment Opportunity Commission categories to the non-discrimination statement
10. Add expectations for membership regarding volunteering
11. Add missing title
12. Replace Robert's Rules of Order with Robert's Rules of Order for Small Boards
13. Fix various spelling errors

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## Proposed Bylaws Amendments

### Proposed Amendment Key:

Add wording  
Remove wording

1. Further clarify the Director's duties
2. Open Board membership eligibility beyond members

### Article IX. DIRECTORS

- Section 1. Powers and Duties:  
The Board of Directors shall have and exercise the power to do all lawful acts and things necessary to the operation and management of the Choral, including but not limited to: the exercise of all the powers conferred by the Articles of Incorporation, reference to which is hereby made; to elect, appoint or employ officers, agents and other representatives; to determine their duties and salaries; to require security in such instances that the Board of Directors may determine; to determine who shall sign notes, checks, drafts, contracts, deeds, reports and other documents; to receive and pass upon reports of officers and agents; and to delegate all or a portion of the powers of the Board of Directors from time to time to one or more individuals, members or committees of the same. **The Board of Directors is expected to act on behalf of the Choral aligned to the following duties: Care, Loyalty, Good Faith, Good Confidentiality (especially in personnel matters), Good Prudence, and Disclosure.**
- Section 2. The Directors will be any members in good standing **or external members of the local Denver metropolitan community and shall perform such duties as may be assigned by the President or the Board. Members of the community acting as elected Directors will have full voting rights like any other Director, and may fill any Director role (excluding the Officer roles on the Executive Committee, and the Member Services Director).**

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# Proposed Bylaws Amendments



## Proposed Amendment Key:

Add wording

Remove wording

### 3. Add Artistic Director, Associate Conductor and Executive Director as non-voting Board Members

#### Article IX. DIRECTORS

##### Section 4.

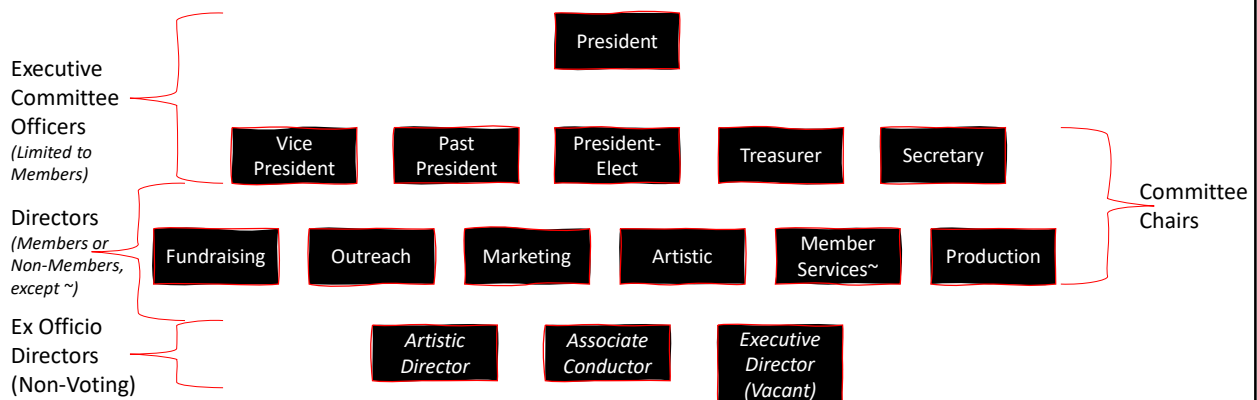
The board may include up to three (3) Ex Officio Directors based on filled positions such as: Artistic Director, Associate Conductor, and Executive Director. Ex Officio Directors are expected to participate in board discussions but shall not have voting rights. Ex Officio Directors may be asked to step out of a meeting for any discussion and votes that have a potential impact to their contract or pay.

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## Cherry Creek Chorale Board of Directors



Organizational Overview (2024-2025 Season)  
For Illustrative Purposes (Not Inclusion in the Bylaws)



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# CCC Board of Directors Details

Organizational Overview (2024-2025 Season)

## EXECUTIVE COMMITTEE OFFICERS 6 roles of the Executive Committee (limited to Choral Members only)

- President
- Vice President
- Past President
- President-Elect
- Treasurer
- Secretary

## DIRECTORS Committee Chairs that are not Officers of the Executive Committee (Members or Non-Members)

Directors currently comprise:

- Fundraising\*
- Outreach\*
- Marketing\*
- Artistic\*
- Member Services
- Production\*

## EX OFFICIO DIRECTORS 3 Honorary Non-Voting Directors covering Artistic & Operational Aspects of the Choral

- Artistic Director
- Associate Conductor
- Executive Director

\*Can be filled by non-Choral Member

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# Proposed Bylaws Amendments

## Proposed Amendment Key:

- Add wording
- Add wording
- Remove wording

## 4. Remove requirement on number of officers to be elected concurrently (only 2), and remove the officer term limit

### Article ~~IX~~. OFFICERS

Section 2. Officers will be elected annually by the general membership at the annual meeting, ~~or in the case of a mid-term vacancy, at any meeting of the general membership at which a quorum is present.~~ Each officer shall serve a term of thirty-six (36) months, ~~and may continue to serve as an officer upon the conclusion of their term by being re-elected by the general membership. ~~and shall not serve more than two (2) consecutive terms on the Board.~~~~ The President-Elect shall be elected annually and shall serve one year as President-Elect, one year as President, and one year as Past-President. ~~and shall not serve more than one (1) consecutive term. No more than two (2) Officers will be elected at any given time.~~ The Past-President may choose to stand for re-election to complete this thirty-six month cycle (President-Elect, President, Past-President) again. Concurrent election of officers will be minimized to the extent possible to ensure organizational continuity. ~~Current (and prior) officers are encouraged to continue serving on the board or as volunteers where there is a need.~~

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# Proposed Bylaws Amendments



## Proposed Amendment Key:

Add wording  
Add wording  
Remove wording

5. Make the term requirement (currently 36 months) **shorter**, and remove the director term limit **while requiring a board vote and membership vote to stand for another term**

## Article VII. BOARD OF DIRECTORS

Section 2. The term of each director of the organization will be **twenty four (24)** ~~thirty six (36)~~ months (beginning with the vacancies being filled for the 2025-2026 season forward), or if filling a mid-year vacancy, the remainder of the partial season. ~~No person shall serve more than six (6) consecutive years.~~ Directors who would like to continue to serve another term on the board will require a majority vote of the board of directors to then stand for election with the membership at the annual meeting. Open positions will be announced in advance of the annual meeting and new candidates given an opportunity to stand for the director role. **Current (and prior) directors are encouraged to continue serving on the board or as volunteers where there is a need.**

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# Proposed Bylaws Amendments



## Proposed Amendment Key:

Add wording  
Add wording  
Remove wording

6. Empower the Executive Committee to appoint vacant board seats (excluding the executive committee) outside of the **annual meeting, to avoid impacting the rehearsals**
7. Further clarify the restriction regarding Directors not receiving compensation

## Article VII. BOARD OF DIRECTORS

Section 3. Election of new directors to fill the term(s) of directors whose term is expiring, or election of current directors to ~~a second~~ **another** term, will occur as the first item of business at the annual business meeting of the Chorale. **Vacancies occurring mid-year shall be announced to the membership to solicit volunteers.** Executive Officers shall have the authority to appoint a qualified candidate by a simple majority vote when Director vacancies (outside of the Executive Committee) do not have a candidate by the annual business meeting or occur throughout the year. The appointee shall serve for the remainder of the **season, before coming up for election at the annual business meeting.** Appointees will have all the rights and responsibilities of Directors elected by the membership.

Section 5. Directors shall not be entitled to receive compensation for their service, ~~including services to the Chorale, whether related or unrelated to Director responsibilities.~~ **This is to avoid the potential for, or appearance of conflicts of interest given the Board's responsibility for the Chorale budget and contractor activities.** Reimbursement of expenses incurred by any director on behalf of the Chorale shall be made with approval of the Board of Directors.

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# Proposed Bylaws Amendments



## Proposed Amendment Key:

Add wording

Remove wording

### 8. Expand the principal place of business to be more general

#### Article III. PRINCIPAL PLACE OF BUSINESS

The place in the state where the principal office of the organization is to be located shall be in ~~unincorporated Arapahoe County~~ the Denver metropolitan area.

### 9. Add Equal Employment Opportunity Commission categories to the non-discrimination statement

#### Article IV. NON-DISCRIMINATION

This organization does not discriminate on the basis of gender, ethnicity, ~~race, color, national origin~~, religious beliefs, disability, ~~age, pregnancy, genetic information~~, or gender preference/identity.

### 10. Add expectations for membership regarding volunteering

#### Article V. MEMBERS

Section 2. The duties of the membership will include regular attendance at rehearsals and performances.  
Members are highly encouraged to volunteer as part of the board or committees of the Chorale.

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# Proposed Bylaws Amendments



## Proposed Amendment Key:

Add wording

Remove wording

### 11. Add missing title

#### Article VI. MEETINGS OF THE MEMBERSHIP

### 12. Replace Robert's Rules of Order with Robert's Rules of Order for Small Boards

#### Article VIII. MEETINGS OF THE BOARD OF DIRECTORS

Section 5. Robert's Rules of Order ~~for Small Boards~~ shall be the authority for all questions or procedures at any meeting.

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# Proposed Bylaws Amendments



## Proposed Amendment Key:

Add wording

Remove wording

### 13. Fix various spelling errors and typos

#### Article VIII. MEETINGS OF THE BOARD OF DIRECTORS

Section 4. ~~All~~ actions on any matters requiring the approval of the Board of Directors...

#### Article ~~IX~~. OFFICERS

Section 1. ~~The~~ officers of this organization will be the President, President-Elect...

Section 4. A vacancy in any office will be ~~office will be~~ filled by a vote of the general membership at any duly called meeting for the unexpired portion of the term.

#### Article XII. MISCELLANEOUS

Section 3. All checks, drafts and other orders for payment of funds will ~~be signed~~ be signed ...

Section 5. No part of the net earnings of the Chorale shall inure to the benefit of, or be distributable to its members, director, officers or other persons or entities, except that ~~except that~~ ...

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# Amendments Submitted to Membership



These proposed bylaws amendments are respectfully submitted to the membership for their consideration on or before:

February 25, 2025

These proposed bylaws amendments *with further changes incorporating member feedback* are respectfully submitted to the membership for their consideration on or before:

March 12, 2025

With a vote of the membership to be held in rehearsal on:

March 18, 2025

The result of this vote is:

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