

BYLAWS
OF
THE LEXINGTON SINGERS, INC.

Amended and restated April, 2020

ARTICLE I

NAME

The name of the Organization shall be The Lexington Singers, Inc.

ARTICLE II

PURPOSE

Section 1. Purpose.

The Lexington Singers, Inc. is a non-profit corporation formed to provide opportunities for the citizens of Lexington and the surrounding communities to participate in the performance and enjoyment of good choral music, and to further understanding among all peoples through the medium of music.

Section 2. Mission statement.

The Board shall be authorized to construct and modify as needed a mission statement, values statement, and other such directional statements provided that no such statement will be in conflict with the Section I of this article.

ARTICLE III

MEMBERSHIP AND DUES

Section 1. Types of Membership.

A. CURRENTLY ACTIVE MEMBERS. A member in good standing is one who has met all financial, library and costume requirements and obligations, and has maintained attendance requirements.

B. MEMBERS ON LEAVE. A member on leave is one who is in good standing and has properly applied for and been granted a leave pursuant to Article IV, Section 2.

C. EMERITI MEMBERS. Any member of The Lexington Singers who retires from the organization's active program after twenty or more seasons of faithful participation in its work shall be eligible to submit his/her name for consideration as a "Member Emeritus." The specific twenty year criterion may be waived or adjusted at the discretion of the Board of Directors, but within the spirit of this recognition. All such members emeriti shall be so identified in any printed material listing the current active membership.

Section 2. Eligibility, Continuation, Auditions and Removal.

A. ELIGIBILITY. Membership in The Lexington Singers is open only to those persons who have successfully auditioned with the Music Director. Selection shall be made without regard to gender, race, color, religion, national origin or sexual orientation.

B. CONTINUATION. Members in good standing from the previous season may continue their membership into the next season without audition, unless notified otherwise by the Music Director.

C. AUDITIONS. Application for membership shall be in writing (which may be in electronic form), and shall include the applicant's acknowledgment and acceptance of the responsibilities and obligations of membership. Acceptance for membership shall be the decision of the Music Director and shall be based on the applicant's musical ability through audition, and the needs and balance of the chorus.

D. REMOVAL. Any member may be removed from The Lexington Singers for just cause by the affirmative vote of seven members of the Board of Directors at a meeting thereof duly called and held for such purpose. The member in question shall be duly notified by certified mail of the meeting and the cause for removal at least ten days prior thereto; said notice shall also advise of his or her right to be heard.

Section 3. Responsibilities of Members.

A. ATTENDANCE. Attendance at rehearsals shall be maintained as required by Article IV herein.

B. DUES. There shall be no initiation fee. The dues for membership, payable each semester, shall be established annually by the Board of Directors and announced prior to the first rehearsal in each semester of each annual season and are delinquent after October 15 for the fall semester and February 15 for the spring semester. The Board may set a lower dues rate for members who have requested and are granted a leave of absence in accordance with Article IV, Section 2 hereof. Members whose dues are delinquent will be subject to review and action by the Board.

Upon leaving The Lexington Singers, each member is held responsible for dues that may not have been paid.

C. MUSIC. All music is the property of The Lexington Singers and must be returned upon the call of the Librarian or cessation of membership in The Lexington Singers.

D. WARDROBE. Each member is to provide the approved wardrobe for concert appearances and to maintain it in good condition at all times. Any items borrowed from The Lexington Singers must be returned promptly upon call of the Chairperson of the Costume Committee or cessation of membership in The Lexington Singers.

E. LEAVES OF ABSENCE. Leaves of absence shall be granted as set out in Article IV herein.

ARTICLE IV

ATTENDANCE AND LEAVES OF ABSENCE

Section 1. Attendance.

A. Attendance during the fall and spring semesters is expected at all rehearsals and at all performances of the chorus. Acknowledging the occurrence of emergencies, three absences may be accrued in the fall semester, and three absences may be accrued in the spring semester. When a member accrues two absences during the fall or spring semester, the member will receive a reminder of this rule from his/her Section Leader. Any member who misses two rehearsals within a concert preparation period may be asked by the Director not to participate in that particular concert. Upon a member's fourth absence during any semester, the attendance record shall be reviewed by the Attendance and Leaves of Absence Committee. Based on the outcome of that review, the Committee shall forward recommendation to the Board of Directors as to whether said member should be allowed to continue to sing or be placed on leave for the remainder of the semester, subject, however, to the veto power of the Music Director. If a member accumulates four or more absences in each of two consecutive semesters he or she may be required to re-audition.

B. Notification of an absence shall be given to the Section Leader as far ahead as possible. If an emergency arises, the member shall notify the Section Leader by telephone or other acceptable means prior to the rehearsal from which the member will be absent.

C. Rehearsal absences during concert weeks may only be with the express approval of the Music Director, which approval shall be obtained by the member through his or her Section Leader pursuant to the notification requirement of Article IV, Section 1B above. The Section Leader shall promptly notify the member as to the status of the request.

Section 2. Leaves of Absence.

A. A member who is in good standing may apply for a leave of absence for the reasons of illness, conflict related to job or school commitments, extreme personal hardship or other exceptional circumstances. A leave must be requested for not more than one semester at a time not to exceed two consecutive semesters; provided, however, that a member may be requested to re-audition after two consecutive semester leaves. A leave of absence is for a dues paying period as set forth in Article III, Section 3B. The leave request must be submitted in writing (may be by electronic means) and received by the Chairperson of the Attendance and Leaves of Absence Committee prior to the publicized audition date for the semester requested. Dues shall accompany the request.

B. In the event that a request for a leave of absence is received after the audition date and is prompted by an unexpected, emergency situation (e.g., death in the immediate family, debilitating accident or illness, military service or employment emergency), a member in good standing may request a review with the Attendance and Leaves of Absence Committee. Based on the outcome of that review, the committee shall forward its recommendation to the Board of Directors as to whether said leave shall be granted, subject, however, to the veto power of the Music Director.

Section 3. Excused Single Concerts.

A. The Board annually will determine the "official (i.e. mandatory) concerts" for the upcoming two semesters.

B. The members will be notified of same prior to the first rehearsals of the respective semesters, both in writing (may be in electronic form) and in Singers' Notes (or any successor publication).

C. A single concert absence shall be defined as only one concert per semester (except that multiple performances of one program shall constitute one concert). Absences of more than one concert per semester shall require a semester leave as set out in Article IV, Section 2(A) or 2(B).

D. A member desiring an excused single concert absence shall submit a request in writing or electronic form, stating the reason for such request, to the Chairperson of the Attendance and Leaves of Absence Committee. Absent extenuating circumstances, the request shall be submitted not later than the date of the second rehearsal for the concert in question.

The Attendance and Leaves of Absence Committee shall pass same on to the Board upon receipt with any available information deemed pertinent.

The Board shall take action at the next board meeting after receipt of the request, subject to the veto power of the Music Director, and the member shall be notified of the Board's decision within five days if the request is denied. If approved, it will be the member's responsibility to obtain rehearsal times. If disapproved, the member must follow the procedure for a semester leave.

Section 4. Commitment to membership.

After the audition process, the provisions in Articles III and IV of these Bylaws will be explained to applicants/new members and each new member shall receive a copy of the Bylaws to read and file.

**ARTICLE V
MEETINGS**

Section 1. Annual Meeting.

The annual meeting of the members of The Lexington Singers shall be held each year no later than May 1. Members, including those currently on a leave of absence, shall be given at least ten days written advance notice of the meeting, which shall be held in conjunction with a scheduled rehearsal. The advance notice shall include an agenda. The annual meeting will include a report from the Financial Secretary and/or Treasurer, the Music Director and the President.

Section 2. Special Meetings.

Special meetings of the membership may be called by a) the President, b) a majority vote of the Board of Directors or c) thirty members having issued a written notice listing the names of the members calling the special meeting and the specific purpose of the meeting. The notice must be given to all members, including those on leave, in writing and/or by electronic means, at least ten days before the scheduled meeting which must be held in conjunction with a scheduled rehearsal.

Section 3 Process.

All decisions shall be by majority vote of the members present.

**ARTICLE VI
OFFICERS**

Section 1. Officers of The Lexington Singers.

The officers of The Lexington Singers shall be a President, an Immediate Past-President or President-elect, a Vice President, a Secretary, and a Treasurer.

Section 2. Duties of the Officers.

A. PRESIDENT. The President shall preside at all meetings of the members and of the Board of Directors. The President shall sign all written contracts and obligations of The Lexington Singers as directed by the Board of Directors. The President shall be responsible for the regular distribution of an informal newsletter to members and shall perform all duties incident to the office.

B. IMMEDIATE PAST-PRESIDENT. The Immediate Past-President shall be actively involved in the deliberations of the Board of Directors, but the primary role of the Immediate Past-President shall be

to provide discreet counsel and guidance to the President, based on experience and acquired knowledge of The Lexington Singers and its goals and operations. While the power to make executive decisions shall be reserved to the President, the Immediate Past-President shall serve as a respected resource to sustain the continuing viability of The Lexington Singers.

C. PRESIDENT-ELECT. The President-elect shall assist the President and shall become familiar with the affairs and personnel of The Lexington Singers so that it will be possible to effectively fulfill the office of President.

D. VICE PRESIDENT. The Vice President shall perform all duties of the President in case of the latter's absence or disability and any other duties as may be assigned by the President. The Vice President shall maintain the charges of all Committees and Coordinators and a listing of their memberships.

E. SECRETARY. The Secretary shall keep minutes of all meetings of the Board of The Lexington Singers and minutes of any meetings of the members and make a proper record of the same, which shall be attested by him/her. The Secretary shall keep such books as may be required by the Board and shall have charge of the corporate seal, if any, and generally perform such duties as may be required by the members of the Board. The Secretary shall perform all correspondence on behalf of The Lexington Singers as directed by the President, the Board or Music Director. The Secretary shall also, if required, send newsletters and notices of meetings to all members on leave. At the expiration of the term of office, the Secretary shall deliver all books, papers and property of The Lexington Singers to the succeeding Secretary or to the President-Elect. The Secretary shall maintain copies of all contracts and other legal documents, which are executed on behalf of The Lexington Singers. The Secretary shall maintain all policies and procedures of The Lexington Singers.

E. TREASURER. The Treasurer shall be responsible for the receipt and disbursement of all funds of the organization and for performing the duties assigned to the Financial Secretary in Article X, Section 7 hereof in the event no Financial Secretary is employed. The Treasurer shall make a financial report at each Board of Directors meeting. The Treasurer may, upon review and approval of the Board of Directors not later than the January Board meeting in the year in which a treasurer is to be elected, serve one additional term.

Section 3. Vacancies.

A. PRESIDENT.

1. Temporary: If the President is temporarily unable to perform the duties of office, the order of temporary succession shall be: Vice President, President-Elect, and President pro tempore appointed by the Board of Directors of The Lexington Singers.
2. Permanent: If for any reason the President cannot continue in office, upon certification thereof by the Board of Directors, the Vice President shall become President.

B. PRESIDENT-ELECT. If the office of President-elect becomes vacant, it shall be filled by a special election of the membership.

C. OTHER OFFICES AND POSITIONS. Vacancies in the offices of Vice President, Secretary, and Treasurer shall be filled by appointment by the Board of Directors. A vacancy in the Board position held by the Immediate Past President may be filled by appointment at the option of the Board.

Section 4. Term of Office and Succession.

Each officer, except President-Elect, shall be elected to a two year term of office. The President-Elect shall be elected to a one year term in odd years. The President-Elect shall assume the Presidency and the Treasurer shall be elected in even years; the President-Elect, Vice-President and Secretary shall be elected in odd years. The Past-President shall serve a one year term beginning at the end of his/her Presidency. No officer of The Lexington Singers, except the Treasurer, shall be able to succeed herself/himself in the same office for an additional term. She/he shall have to remain out of office for at least one year before being nominated for the same office position in The Lexington Singers. The Treasurer may, upon review and approval of the Board, serve one additional term.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Composition of the Board.

The Board of Directors shall consist of the officers, six Member Directors, two Non-Member Directors, and one LSCC representative. All staff personnel of The Lexington Singers possessing a

written contract shall serve on the Board ex officio, without a vote. All members of the Board of Directors shall attend Board meetings.

Section 2. Member Directors.

A. SELECTION, TERM, AND ELIGIBILITY. The six Member Directors shall be elected from and by the membership. Each such Member Director shall have been an active member for not less than two years, exclusive of any leaves of absence granted said member. At each annual meeting, two Member Directors shall be elected, each to serve for a three - year term. Member Directors serving a full three - year term shall not be eligible for re-election to the office of Member Director for at least one year. At least one Member Director shall be less than thirty-five years of age at the date of his or her election.

B. DUTIES OF MEMBER DIRECTORS. Member Directors shall attend all Board meetings, shall serve on any committees at the direction of the President and generally perform any duties as may be required.

C. MEMBER DIRECTOR VACANCIES. If for any reason a Member Director cannot continue his/her duties, then a successor shall be appointed by the Board of Directors to serve as Member Director until the next annual meeting of the members of The Lexington Singers, at which time the membership shall elect a person to fill the unexpired term, if any.

Section 3. Non-member Directors.

A. SELECTION, TERM, AND ELIGIBILITY. Two Non-Member Directors shall be nominated by members of the Board of Directors and approved by majority vote of the Board of Directors. One Non-Member Director shall be appointed no later than May 1 of each year to serve for the next two fiscal years.

B. DUTIES OF NON-MEMBER DIRECTORS. Non-Member Directors shall attend all Board meetings, shall serve on any committees at the direction of the President, and generally shall perform any other duties as may be required.

C. NON-MEMBER DIRECTOR VACANCIES. If for any reason a Non-Member Director cannot continue his/her duties, then a successor shall be appointed by the Board of Directors to serve as Non-Member Director for the remainder of the vacated term.

Section 4. Lexington Singers Children's Choir (LSCC) Representative.

The LSCC Parent Committee chair (or co-chairs collectively, as the case may be) shall serve as a non-voting member of the Board of Directors. This member is expected to attend all Board meetings and assist LSCC staff in communicating Board matters to the LSCC Parent Committee. Eligibility, selection and terms of service are set forth in Article XI, Section 4 hereof.

Section 5. Powers of the Board of Directors.

The Board of Directors shall have the control and management of the business, funds, and property of The Lexington Singers. The Board may make and enforce rules governing the responsibilities of the members of The Lexington Singers. All matters pertaining to publications distributed in the name of The Lexington Singers shall be subject to prior Board approval, and any performance by a group of members shall likewise be subject to prior Board or Director approval before said group may be identified with The Lexington Singers. The Board shall secure staff personnel and determine fees for services, contract for performances, and do all things necessary to accomplish the purposes of The Lexington Singers.

Section 6. Removal.

Any member of the Board of Directors may be removed from office, for just cause, by the affirmative vote of seven members of the Board of Directors at a meeting thereof duly called and held for such purpose. The member in question will be duly notified by certified mail of the meeting and the purpose for removal at least ten days prior thereto; said notice shall also advise of his or her right to be heard.

Section 7. Meetings of the Board of Directors.

The Board of Directors shall meet as often as necessary in order to transact the business of The Lexington Singers. A majority of the voting members of the Board then serving shall constitute a quorum. All matters to come before the Board of Directors shall be decided by majority vote, either oral or written, as specified by the President. Board meetings shall be announced and open to all members of The Lexington Singers. By an affirmative vote equal to the majority of the entire Board, the Board may meet in executive session for the discussion of matters of a personal or confidential nature.

ARTICLE VIII
NOMINATIONS AND ELECTIONS

Section 1. Nominations.

A. Nominating Committee shall select a slate of candidates to be elected at the annual meeting. The Nominating Committee shall select at least one candidate for each office position to be elected and at least one for each Member Director's position to be filled. This slate shall be announced to the membership at least three weeks prior to the annual meeting and a short biographical sketch of each candidate shall be provided. Additional nominations shall be accepted from the floor until one week prior to the annual meeting. Every nomination shall be made with the nominee's prior consent.

Section 2. Elections.

At each annual meeting, there shall be an election. In even years there shall be elected a Treasurer and two or more Member Directors, as necessary. In odd years there shall be elected a President-Elect, a Vice-President, a Secretary and two or more Member Directors, as necessary. Voting shall be by written ballot. The Nominating Committee in advance of the meeting shall provide prepared written ballots with space for write-in candidates. A majority of the votes cast for an office shall be required for election to that office; if no candidate receives a majority, an additional vote will be held immediately to select between the two candidates ranking first and second in the voting. For the position of Member Director, the two candidates who rank first and second in the voting shall be declared elected. If two or more candidates receive the same number of votes for any position to be filled, an additional vote shall be held immediately to determine the person elected. The Nominating Committee shall serve as election tellers.

Section 3. Assumption of Office.

New Officers and Directors (both Member and Non-member) shall assume their duties on July 1.

ARTICLE IX
COMMITTEES

Section 1. Standing Committees.

A. DEFINITION. The Standing Committees of The Lexington Singers shall be: Attendance and Leaves of Absence, Library, Costume, Nominating, Finance, Development, Long Range Planning, Scholarship, Tapes and Recordings, Social, and Archives Committees.

B. APPOINTMENT TO STANDING COMMITTEES. The President shall appoint the Chairpersons of the Standing Committees and present same to the Board of Directors for approval. After approval, the President, in consultation with the Chairperson, shall appoint members to each of the Committees. No member shall chair more than one Standing Committee. The president shall serve as an ex officio member of each Standing Committee.

C. DUTIES OF STANDING COMMITTEES.

Attendance and Leaves of Absence Committee. The Attendance and Leaves of Absence Committee shall propose to the Board of Directors appropriate attendance and leaves of absence policies for membership in The Lexington Singers and shall assist the Board in carrying out such policies, including maintaining all relevant records. The Attendance and Leaves of Absence Committee shall also accept all requests for leaves-of-absence submitted by members and report on the status of all such requests to the President, the Board of Directors, and Music Director. The Committee shall consist of the Chairperson, a Member Director, the Music Director, and the Section Leaders from each of the four choral parts.

Library Committee. The Library Committee shall be responsible for the distribution, maintenance, control, and collection of all music used by the chorus. The Committee shall consist of a Librarian and such other members as may be necessary.

Costume Committee. The Costume Committee shall be responsible for ensuring appropriate dress and appearance of the chorus for performances. The Committee shall consist of a Chairperson and such other members as may be necessary.

Nominating Committee. The Nominating Committee shall be responsible for securing and presenting to the membership a slate of candidates for election at the annual meeting and for conducting the election. The Committee shall consist of one Member Director as Chairperson and the Section Leaders (or a Section Leader's designee) from the four choral parts, with the President and President-Elect/Immediate Past President (as the case may be) serving as consultants. If a Section Leader becomes a nominee, he or she shall be replaced by the assistant section leader for that choral section.

Finance Committee. The Finance Committee shall be responsible for the preparation and recommendation of an annual budget and audit to the Board. The Committee shall also be responsible for developing activities which ensure the financial resources necessary to achieve the program goals of The Lexington Singers. The Committee shall consist of two Directors, Member or Non-Member, one of whom shall be appointed as Chairperson, the Treasurer, the President-Elect/Immediate Past President (as the case may be), and the Music Director.

Development Committee. The Development Committee shall be responsible for coordinating, developing, implementing, and promoting all efforts for providing the financial base and support of The Lexington Singers. The Board in its discretion may form various sub-committees to facilitate the efforts of the Development Committee, including by way of illustration but not limited to: long range planning, public relations/marketing, ticket sales, grants, and donor development.

Each sub-committee shall be directed by a Chairperson who may request additional members. The Chairperson of each sub-committee shall serve as a member of the Development Committee. In addition, the Committee shall include two Directors, member or non-member, one of whom shall be appointed as Chairperson; provided, however, in fiscal years in which there is a President-Elect, the President-Elect shall serve as Chairperson of the Development Committee.

Scholarship Committee. The Scholarship Committee shall develop policies for and recommend the use of any monies allocated for scholarships. It is anticipated that this Committee shall solicit recommendations from area high school and college music departments of outstanding vocal students. Selected area high school students shall receive recognition at their school's annual awards ceremonies or at a time set by the school's Choral Director and/or Principal. Any college students who are selected shall receive a monetary scholarship.

Tapes and Recordings Committee. The Tapes and Recordings Committee shall arrange for recording of all concerts, copying of tapes and sales thereof.

Social Committee. The Social Committee shall plan and implement social activities.

Archives Committee. The Archives Committee shall collect and maintain all documents of importance pertaining to The Lexington Singers. Such documents may include rosters, concert programs, newspaper clippings, copies of social media postings, concert tapes and other-items of potential historical value. The Committee shall also arrange for displays of historical memorabilia, as requested.

Section 2. Ad Hoc Committees.

The President, with the advice and consent of the Board of Directors, may appoint additional committees on an ad hoc basis as may be necessary or appropriate.

Section 3. Section Leaders.

The Board of Directors in consultation with the Music Director shall select a member from each of the four choral parts to serve collectively as the four Section Leaders. Once selected, the member shall serve as a Section Leader until he/she resigns or is replaced by the Board of Directors in consultation with the Music Director. The Section Leaders' duties shall be those already enumerated in these Bylaws along with any other tasks requested of them by the President, Board of Directors or Music Director. Each Section Leader shall designate another member from his/her choral part to serve as an assistant section leader to assist the Section Leader as needed in the performance of his/her duties.

ARTICLE X STAFF PERSONNEL

Section 1.

Any written contract entered into with a staff member shall be for a duration of no more than one year. Any appraisal of a staff member shall be done by the President and by a member of the Board of the Lexington Singers, who may in their discretion consult with the Music Director of The Lexington Singers.

Section 2. Music Director.

The Music Director shall be responsible for the leadership, instruction and preparation of the chorus, and the musical quality thereof, including who may perform at a given concert. The Music Director shall audition prospective members, approve those to be admitted/readmitted to membership, choose works to be performed, and, with Board approval, negotiate and arrange for concert performances. The Music Director shall serve as an ex officio member of any committees to which he/she is appointed by the President. The Music Director shall receive a fee for his/her services in an amount to be determined by the Board and payable according to a schedule developed by mutual agreement of the Board and Music Director.

Section 3. Assistant Music Director.

The Assistant Music Director shall be responsible for the leadership, instruction and preparation of the chorus, and the musical quality thereof, in the absence of and/or at the direction (request) of the Music Director. The Assistant Music Director shall be responsible for the arrangement and conducting of all run out performances (up to five run out performances per year); shall have input into acceptance of run out performances and new events in consultation with the Director, President, and staff who are responsible for such events. After five performances extra compensation will be given as determined by the Board of Directors. The Assistant Music Director may, upon the Director's request, assist the Music Director with any leadership responsibilities of the chorus.

Section 4. Accompanist.

An Accompanist is expected to be in attendance at all rehearsals and performances scheduled by the Music Director with Board approval, and shall be available to accompany the chorus, soloists, specialty groups or sectional rehearsals therein. An Accompanist further may serve as assistant to the Music Director and at the latter's request assume some of the leadership responsibilities of the chorus. The Accompanist shall receive a fee for his/her services, in an amount to be determined by the Board and payable according to a schedule developed by mutual agreement of the Board and the Accompanist. One or more Accompanists may be retained upon the recommendation of the Music Director, subject to approval of the Board of Directors.

Section 5. Additional Staff.

The Board is authorized to employ additional staff as the need arises including staff for Lexington Singers Children's Choir (LSCC) as set out in Article XI.

Section 6. Status of Staff Personnel.

No paid staff person shall be eligible to be a member of the Board.

Section 7. Financial Secretary.

Should the Board deem it necessary, it may employ a financial secretary who shall be responsible for the maintenance of all financial records, the preparation of monthly financial reports, and shall report in person to the Board at least quarterly. This employee shall also prepare or forward to a tax professional for completion, all required tax forms and reports to any funding organizations. If the Treasurer is qualified to serve as Financial Secretary, the opportunity to do so may be offered by the Board of Directors to the Treasurer before a person is employed from outside The Lexington Singers. If the Board does not employ a Financial Secretary, the duties set out in this paragraph shall be assumed by the Treasurer.

Section 8. Directors and Other Persons Laureate.

Any persons employed as Music Director, Assistant Director, Accompanist, or similar position who leave the service of the organization after 15 or more seasons of faithful participation in its work shall be honored during the lifetime of such persons with their title followed by the designation laureate: "Music Director Laureate," "Assistant Director Laureate," "Accompanist Laureate," and the like. The specific 15 year criterion may be waived or adjusted at the discretion of the Board of Directors, but within the spirit

of this recognition. All such persons laureate shall be so identified in any printed material listing the current active membership and employed personnel.

ARTICLE XI
SUBSIDIARY ORGANIZATIONS

Section 1. The Lexington Singers Children's Choir (LSCC).

The Lexington Singers Children's Choir shall be a subsidiary organization of The Lexington Singers. It shall be wholly owned and operated by The Lexington Singers.

Section 2. Organizational Structure with The Lexington Singers.

A. The LSCC shall have no independent governing structure but shall be governed by the Board of Directors of The Lexington Singers

B. The president shall appoint a liaison between LSCC and Lexington Singers. Said person shall become an ex-officio member of The Lexington Singers Board of Directors.

C. An Artistic Director of the LSCC shall be appointed by the Board of Directors on recommendation by the President and in consultation with the Music Director of The Lexington Singers. Additional staff, as needed, may be employed by the Board on the recommendation of the Artistic Director. All employees of LSCC shall be directly responsible to The Lexington Singers Board of Directors under the supervision of the Artistic Director.

Section 3. Financial Structure with Lexington Singers.

A. All monies associated with the LSCC shall be a part of the budget structure of The Lexington Singers and shall be accounted for in a separate section of the monthly financial statement presented to the Board.

B. An annual budget proposal shall be submitted to the Board of Directors of The Lexington Singers and approval shall be required by the Board. Expenditure within the budget shall be authorized by the Artistic Director. All unbudgeted expenditure requests shall require approval of Lexington Singers Board of Directors.

Section 4. LSCC Parent Committee.

A. It is intended that the Parent Committee shall support the performances, programs and activities of the various LSCC groups. Membership is open to parents/guardians of LSCC singers, but membership is not mandatory. The Committee shall meet as needed, but not less than two times per fiscal year.

B. The Parent Committee shall be chaired by the parent/guardian (or co-chaired by the parents/guardians) of an LSCC singer who shall be recommended by the LSCC Artistic Director and approved by The Lexington Singers Board of Directors. Chairs or co-chairs serve for one fiscal year and may serve up to two consecutive terms. If a chair or the co-chairs cannot serve for a full term, a successor shall be selected in the same way to serve the remainder of the term.

C. The chair/co-chairs shall serve on the Lexington Singers board as a non-voting member as set forth in Article VII, Section 4 hereof and lead the LSCC Parent Committee meetings and related functions.

ARTICLE XII
ANCILLARY GROUPS

The Board of Directors shall have the authority to establish ancillary groups for the purpose of fund-raising or other services in support of the activities of The Lexington Singers. Membership in such groups shall be composed of persons interested in furthering the goals of The Lexington Singers, and may include members and members emeriti of the chorus, their spouses and friends. Any such group must carry the name of The Lexington Singers in its title. The activity of each such group will be subject to the prior review and approval of the Board of Directors, and reports from the group(s) shall be filed with the Secretary, annually or more often as may be designated by the Board. A member of the Board of Directors shall be designated as liaison representative to each such group and shall attend meetings of its members, its board, Executive Committee or other similar entity.

ARTICLE XIII
QUORUM

Section 1. Membership Meetings.

The total number of members present shall constitute a quorum for the transaction of business at any annual or special meeting of The Lexington Singers.

Section 2. Board of Directors Meetings.

A majority of the voting members of the Board of Directors then serving shall constitute a quorum.

**ARTICLE XIV
AMENDMENTS**

These Bylaws may be amended by a majority vote of the members present at any regular or special meeting called for that purpose, provided that any proposed changes are distributed at least one week and not more than three weeks prior to voting action. These Bylaws shall be reviewed at least every three years by a committee appointed by the President.

**ARTICLE XV
PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Revised, shall govern in all matters not covered by these Bylaws.

**ARTICLE XVI
AFFILIATION**

The Lexington Singers, Inc. is an Associate Member of LexArts.

**ARTICLE XVII
CORPORATE YEAR**

The Corporate Year, for purposes of fiscal accounting, shall be from July 1 through June 30.