

**Amended and Restated  
Bylaws**

**Of**

**International Federation for  
Choral Music**

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## **SECTION 1: CORPORATION DEFINED**

### 1.1 Name

The name of the corporation is International Federation for Choral Music (hereinafter referred to as the “IFCM”).

### 1.2 Purpose

The purpose of the IFCM is to give every citizen of the world the opportunity to access choral music as an art form through its diverse range of projects using the following guidelines:

1. To strengthen cooperation between national and international organizations and individuals interested in all aspects of choral music.
2. To encourage the formation of choral organizations in countries and regions where none exists.
3. To foster and promote international exchange programs for choirs, conductors, composers, and students of choral music as well as researchers and scholars;
4. To promote, coordinate, and encourage choral festivals, symposiums, seminars, competitions, and meetings organized by its members.
5. To facilitate the dissemination of choral repertoire, research, recordings, and other appropriate materials.
6. To encourage the inclusion of choral music in general education and to promote the exchange of information of pedagogy and training.

### 1.3 Tax Exempt Status

The IFCM shall operate for educational purposes only as an entity described in the §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### 1.4 Tax Year

The tax year for the IFCM shall be the Calendar Year.

### 1.5 Location

The IFCM will have a Principal Office and may move such Principal Office from one location to another, notifying the Internal Revenue Service and the Oklahoma Secretary of State of such change. The registered office of the IFCM will be maintained in Oklahoma and may be, but need not be, identical with the Principal Office. A change of the Registered Office shall be filed with the Oklahoma Secretary of State.

## **SECTION 2: MEMBERSHIP**

### 2.1 Membership Classification

Voting Membership classifications are as follows:

1. International Associations. International Association Members operate in more than one country. The following Founding Members are also classified as International Associations:
  - a. American Choral Directors Association
  - b. Japan Choral Association
  - c. A Coeur Joie International
  - d. Nordisk Korforum
  - e. European Choral Association – Europa Cantat

A change of the founding member structure must be approved by the Membership. The addition of International Association Members will require a vote of the Board.

2. National or Regional Associations. National or Regional Association Members operate in one (1) country. The addition of National and Regional Association Members will require a vote of the Board
3. Local Associations. The addition of Local Associations will require approval of a staff member.
4. Choirs. The addition of Choirs will require approval of a staff member.
5. Individuals. The addition of Individuals will require approval of a staff member.
6. Directors as Members. Each Director currently serving shall be a Member of the IFCM.

The Board of Directors of the IFCM (hereinafter referred to as “the Board”) may provide for other categories of memberships; however, such categories shall be non-voting members of the IFCM. Any reference to Members in these Bylaws will refer to the voting Members only.

Membership in the IFCM belongs to the International, National, Local Association or Choir and not to the individual voting on behalf of their respective Member. Membership is neither transferable nor assignable.

### 2.2 Membership Voting

- a. Each International Association shall be entitled to twenty (20) votes;
- b. Each National or Regional Association shall be entitled to ten (10) votes;
- c. Each Local Association shall be entitled to three (3) votes;
- d. Each Choir shall be entitled to two (2) votes;
- e. Each individual shall be entitled to one (1) vote; and.

- f. In addition, each Director is entitled to one (1) vote independent of the votes they may carry as individual members, representatives of member choirs, or member organizations.

Each Member Association and Choir listed above in 2.2.a-d shall be required to elect an individual to vote on behalf of their respective Membership; such individual shall be known as a Delegate. Each Member must provide the name of the Delegate voting on its behalf to the Secretary of the IFCM. The Directors may not act as the Membership; rights as Directors extend only to voting during the General Assembly and other Membership meetings held and noticed in accordance with Section 3.

### 2.3 Dues

The Board may recommend various levels of dues and benefits for each Membership Classification or addition of membership classification to the Membership. In cases of urgency, the Board may request that the Members vote on any dues increase electronically between meetings of the Membership. Members must be current on dues to be able to vote. However, Directors as Members shall not be required to pay dues of any type to IFCM.

### 2.4 Membership Duties and Rights

1. Members must maintain current dues and provide the IFCM with current contact information to be entitled to notice of meetings and Membership benefits, including voting rights.
2. Members must abide by the Bylaws and policies as established by the Board, and any Federal and State laws affecting the IFCM.
3. Members have the right to vote on the following:
  - a. Elect and remove the Directors of the IFCM.
  - b. Elect and remove the President of the IFCM.
  - c. Make amendment(s) to the Certificate of Incorporation having an impact on voting rights of the Members.
  - d. Make amendment(s) to the Bylaws having an impact on voting rights of the Members.
  - e. Effectuate a dissolution or merger.
  - f. Determine the sale of assets other than in the regular course of business as outlined in state statutes.

### 2.5 Membership Application Requirements

Membership Application Requirements shall be set forth in the IFCM policies.

### 2.6 Membership Term

The Membership Term shall be the same as the Calendar Year.

### 2.7 Removal, Censure, or Suspension

All Members, including elected Delegates, are to maintain a level of professionalism in all matters affecting the Membership. Any Member or elected Delegate may be removed for failure to maintain such level of professionalism as set forth by the IFCM. In addition, any Member may be removed with or without cause by a two-thirds (2/3) majority vote of Directors at any meeting of the Board where a quorum is present. The decision of the Board shall be final. Any member who has been removed, censured or suspended shall not be permitted to take part in any IFCM meetings or activities or be entitled to any of the rights or benefits of the IFCM, unless and until such Member or elected representative is reinstated pursuant to Section 2.8.

Any Member who is delinquent on dues shall be provided a written or electronic notification concerning such delinquency, and such Member shall have sixty (60) days from the date of the notification to remedy the delinquency. A Member may not vote until the delinquent dues are paid. Any Member may voluntarily terminate their Membership in the IFCM at any time by submitting a written notice of withdrawal to the Secretary of the Board.

Any Member who voluntarily terminates their Membership or is removed as a Member shall not be refunded the annual dues.

#### 2.8 Reinstatement of Membership

After a Member or elected representative is terminated, a Member or their respective representative may be reinstated by a two-thirds (2/3) majority vote of the Directors at any meeting where a quorum is present.

#### 2.9 Membership List

No Member or individual, with the exception of the Board, shall use the Membership List of the IFCM without prior approval of the Board. The Membership List may consist of multiple parts including, but not limited to, current dues-paying Members entitled to voting rights; all prior Members who have paid dues in the past but are not current; all organizations or individuals requesting to be placed on the IFCM's mailing list; and, all individuals wishing to receive information from the IFCM.

### **SECTION 3: MEETINGS OF THE MEMBERSHIP**

#### 3.1 Meetings

The Board shall designate the time and place of the meetings, including the General Assembly, of the IFCM. At the General Assembly meeting, reports on the affairs of the IFCM for the preceding year(s) will be given by the officers of the IFCM. The President of the IFCM shall preside over meetings of the Membership. If they are unable to do so, the meeting will be presided by another Officer as determined by the Board.

A special meeting may be called by the Board or by the written request of thirty percent (30%) of the voting rights as set forth in Section 2.2. Such written request(s) must contain

the type of business to be addressed in order for such business to be placed in the notice of the special meeting. Only business contained in the notice of a special meeting may be acted upon by the Membership at such meeting.

### 3.2 Voting

A Member must be current on dues to be entitled to voting rights. Members will vote via their respective Delegates. Voting may occur at the General Assembly, other meeting, or pursuant to Section 3.4. Proxies may not be used. Should a vote of the Membership result in a tie vote, a vote of the Board as set forth in Section 5.5, may break such tie vote of the Membership. One individual may be entitled to cast more than one vote in accordance with Section 2.2.

### 3.3 Notice of Meetings

All notices may be provided in writing via electronic transmission, including via the IFCM's website. All members consent to notice via email or other electronic communication. Notice of the General Assembly shall be provided to the Members not less than ninety (90) days prior to the holding of the General Assembly. Notice of special meetings shall be provided to the Members not less than sixty (60) days prior to the holding of the special meeting. If a Member does not receive notice of a meeting but attends the meeting, such Member shall be deemed to have waived notice of the meeting. Notice of electronic ballot voting shall take place in accordance with Section 3.4.

### 3.4 Electronic Voting

For elections or matters of urgency between meetings of the Membership, the Board may request the Members vote via electronic ballot voting. Members may vote via ballot by submitting an electronic or paper ballot by either mail, email, or other electronic medium. For Ballot Voting to represent an action of the Membership, all of the following conditions must be met:

1. All Members must have access to a ballot.
2. The ballot shall set forth each proposed action and provide for a vote for or against each proposed action.
3. The votes cast will constitute a quorum.
4. The ballot must be received within the voting period established on the ballot which shall not be less than three (3) days and not more than thirty (30) days.
5. A conference call or online group meeting will be scheduled to allow for discussion of each proposed action during the voting period.
6. The ballot shall be received by a Committee, Officer, or designee as determined by the Board.
7. The ballot must be submitted by a Member.
8. The results of the vote shall be made public to the Members.
9. All ballots will be maintained for a period of one year, and all ballot results shall be memorialized in the minutes of the following meeting and maintained with the corporate records.



The IFCM shall implement reasonable measures to verify that each ballot cast was by a Member. The form of the ballot shall be determined by the President or staff member(s).

### 3.5 Quorum

At Membership Meetings, the number of Members present via their respective Delegates shall constitute a quorum. If voting occurs by electronic ballot voting, quorum will be the number of ballots cast by the Delegates.

### 3.6 Procedures

Meetings shall be conducted in an orderly fashion by the President. Conflicts in procedure(s) shall be resolved in accordance with the current edition of *Roberts Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy or state law.

## **SECTION 4: BOARD OF DIRECTORS**

### 4.1 Number

The Board of Directors (hereinafter referred to as “the Board”) will consist of not fewer than seven (7) and not more than nineteen (19) voting Directors. The Board may request the Membership increase or decrease the number of Directors, in accordance with the range specified above, and is entitled to vote thereon at any regular or special meeting of the Board.

### 4.2 Composition

The Directors shall consist of the following:

1. Up to fifteen (15) individuals elected by the Membership;
2. One (1) President elected by the Membership; and,
3. Up to three (3) individuals, known as Co-Options, elected by the above Directors.

Only one (1) member of any one (1) family related by blood or marriage or only one (1) member residing within a household may be a Director at any given point in time. Staff of the IFCM may not serve as a voting or non-voting Director. A Director must be eighteen (18) years or older to serve.

### 4.3 Powers and Duties

The Board of Directors of the IFCM shall have all powers and authority which may be granted to a board of directors of a corporation under the laws of Oklahoma. The duties of the Directors include the following:

1. Exercise a duty of obedience to the IFCM’s central purpose in guiding all decisions.
2. Exercise due care and act in good faith in all dealings and interests of the IFCM.

3. Exercise a duty of loyalty to the IFCM by avoiding and/or managing conflicts of interest.
4. Maintain a Board Manual containing contemporaneous minutes and records of all meetings.
5. Approve the annual budget, approve the final accounting of the previous year, and oversee the financial administration of the IFCM.
6. Ensure the appropriate Form 990 is submitted to the IRS.
7. Review and approve all contractual agreements or authorize a Director(s) to execute such agreements.
8. Perform such other duties as prescribed by the Board.

#### 4.4 Nomination

The Board will publish a request for candidates for Director and Officer positions. The Board Governance Committee shall prepare a slate of potential candidates in accordance with Sections 4.1, 4.3 and Section 8 to present to the Members.

#### 4.5 Election

Elections shall be conducted at the General Assembly through ballot voting or before the General Assembly through electronic ballot voting as determined by the Board and in accordance with Section 3.2. Additional elections as determined by the Board may take place in accordance with Section 3.2.

#### 4.6 Term of Office and Term Limits

There shall be only one (1) class of Directors. The term of office for a Directorship shall be for a period of three (3) years. Any Director may serve three (3) consecutive terms but must be re-elected at the end of each term. However, any Director who is a candidate for the Office of President may serve one (1) additional term if such Director has already served three (3) consecutive terms but is elected to the Office of President. Any Director who has served three (3) or, in the case of the President, four (4) consecutive terms, has resigned, or has been removed may be eligible for re-election as a Director after a period of three (3) years. A Director shall serve no more than a total of six (6) terms but may move to an Advisory Committee as set forth in Section 9.4 at any time.

Upon resignation, removal or vacancy of a Director, the respective successor shall serve the remainder of the term. A partial term shall not be considered as a full term when determining term limits. Partial terms in the establishment of the originating Board shall not be considered as a full term when determining term limits.

#### 4.7 Removal or Resignation

Any Director who misses three (3) consecutive Board meetings shall be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence. The Director may be reinstated by a majority vote of the Directors at any meeting following the resignation where a quorum is present at the Director's request. A two-thirds (2/3) majority vote of the total number of Directors may remove any Director

at any time with or without cause at any regular or special meeting. Such vacancy will be filled by a vote of the Membership at the next General Assembly or by electronic ballot voting as set forth in Section 3.4. The Board shall not have the authority to unilaterally replace the removed Director(s).

Any Director may resign at any time by giving written or verifiable electronic notice to the President or the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The resignation shall be acknowledged by the President, verified by a second Officer, and recorded in the minutes. No Director may resign if the IFCM would then be left without a duly elected Director(s) in charge of its affairs, except upon notice to the Oklahoma Secretary of State and to the Internal Revenue Service.

#### 4.8 Vacancies or Newly Created Directorships

The Governance Committee, as set forth in Section 8.1, shall present to the Members candidates for vacancies resulting from term limits, resignation, death, removal or newly created Directorships in accordance with Sections 4.4 and 4.5.

If, due to such vacancies, the number of Directors is fewer than seven (7) as stated in Section 4.1, a majority vote of the total number of Directors may elect Directors to fill such vacancies at any meeting of the Board until a meeting of the Membership is called. Those elected by the Membership shall assume their positions for the duration of the unexpired term.

#### 4.9 Compensation

Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties with prior approval of the Board.

### **SECTION 5: MEETINGS OF THE BOARD**

#### 5.1 Meetings

There shall be a minimum of two (2) meetings of the Board per year. Meetings of the Board shall be held at any place or by any form of electronic means as determined by a majority vote of the Board where a quorum is present.

Special meetings of the Board for any purpose(s) may be called at any time by the President of the Board or by any three (3) Directors. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice of the meeting. Special meetings of the Board may be held either at a place so designated by the Board or by electronic means.

To ensure adequate governance and oversight of IFCM, the Executive Committee as set forth in Section 7, will have the authority to manage the operations of IFCM in between meetings of the Board.

## 5.2 Quorum

A majority of the total number of Directors shall constitute a quorum. Directors present in person or via any form of communication where all persons can participate in the discussion, including e-mail, will be considered present at such meeting and shall be counted when determining a quorum.

In the absence of a quorum, a majority of the Directors present at any meeting may vote to adjourn the meeting to another place, date or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Section 5.3.

## 5.3 Notice

Any regular meeting of the Board will require no notice if the time, date and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time and location of such meetings within ten (10) days following the meeting.

For any regular meeting where the date, time and location were not previously determined, notice shall be sent to the Directors at least ten (10) days prior to the holding of the meeting. If notice exceeds thirty (30) days from the date of the meeting, a reminder notice must be provided between ten (10) days and thirty (30) days prior to the meeting. For any special meeting, notice shall be sent to the Directors not fewer than five (5) days but not more than thirty (30) days prior to the holding of the meeting.

Directors shall, in writing, provide to the Secretary of the IFCM instructions on how they wish to receive notice and any notice of meetings sent to them per their instructions shall be valid. If a Director does not receive notice of a meeting but attends the meeting, they shall be deemed to have waived notice of the meeting.

## 5.4 Procedures

Meetings shall be conducted in an orderly fashion by the President. Conflicts in procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy or state law.

## 5.5 Voting

Each Director shall have one (1) vote. Routine business shall be transacted by a majority of the Directors where a quorum is present unless determined otherwise in these Bylaws. Proxies may not be used.

## 5.6 Physical Meetings

At any meeting of the Board, the Directors may vote by voice on all matters either in person or via alternate means of communication where the Director can participate in a discussion. The IFCM shall implement reasonable measures to verify that each person deemed present at the meeting and permitted to vote at a meeting by alternate means of communication is a Director. However, upon demand by a Director, the Directors shall vote by ballot. In such event, each ballot shall state the name of the Director and such other information as the Board may require under the procedure established for the meeting. Directors present via alternate means of communication may send their ballot to the Secretary, or designee, provided that the communication can be verified as being submitted by a voting Director. If proper authorization cannot be determined, the Director must send a signed ballot to the Secretary, or designee.

## 5.7 Electronic Ballot Voting

Directors may vote via electronic ballot voting. For electronic ballot voting to represent an action of the Board, all of the following conditions must be met:

1. All Directors must have access to a ballot.
2. The ballot shall set forth each proposed action and provide for a vote for or against each proposed action or abstain from voting.
3. The votes cast must meet or exceed the number required for a quorum.
4. The ballot must be received within the voting period established on the ballot which shall not be less than three (3) days and not more than fourteen (14) days.
5. The ballot shall be received by a Committee, Officer, or designee as determined by the Board.
6. The ballot must be submitted by a Director.
7. All ballot results shall be made public to the Board.
8. All ballots will be maintained for a period of one year, and all ballot results shall be memorialized in the minutes of the following meeting and maintained with the corporate records.

The IFCM shall implement reasonable measures to verify that each ballot cast was by a Director. The form of the ballot shall be determined by the President or staff.

## 5.8 Action Taken Without Notice of a Meeting

Any action taken or approved at any meeting of the Board, whether physical or virtual, however, called and noticed and wherever held, shall be valid if a quorum was present at such meeting and if either before or after the meeting, the total number of Directors (or less if required by state statute) sign a written waiver of notice or a written consent to holding such meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

## **SECTION 6: OFFICERS**

### 6.1 Officers

The Officers of the IFCM shall be a President, multiple Vice-Presidents, Secretary, and Treasurer. Only members of the Board of Directors may hold Officer Positions. A staff person may hold a non-voting position on the Executive Committee.

### 6.2 Term of Office

Officers shall serve for a three (3) year term or until the next succeeding election of Officers.

An individual may be hold the Office of President for no more than four (4) consecutive terms. Any other individual may hold the same Officer Position for no more than three (3) consecutive terms. Upon resignation, removal or vacancy of an Officer, the respective successor shall serve the remainder of the term. A partial term shall not be considered as a full term when determining term limits.

### 6.3 Nomination

The President shall prepare a slate of potential Officer candidates for approval by the Board.

### 6.4 Election

The President shall be elected by the Membership. After the General Assembly where the President and Directors have been elected, the newly elected Directors shall elect the Secretary, Treasurer, and Vice-Presidents from the Directors. Elections of Officers shall be determined by a majority of the Directors at any meeting where a quorum is present. If the slate is not approved, a majority of the Board may call for a vote on each slated candidate. Each slated candidate receiving a majority of the votes cast shall become an Officer. The Board may request the President to provide an additional slate of candidates should an Officer position(s) remain open or may make nominations from the floor. Elections of Officers for vacancies may take place at any regular or special meeting of the Board.

### 6.5 President

The President, or designee, shall have the following duties:

1. Act as the principal Officer of the IFCM, subject to the control of the Board.
2. Prepare a slate of Officers, other than the Office of President and with an attempt to have multiple candidates for each Officer Position, to present to the Board for a vote.
3. Have general supervision and direction of the business and Officers of the IFCM.
4. Set the Board meeting agendas unless determined otherwise by the Board.
5. Preside at all meetings of the Board unless determined otherwise by the Board.
6. Sign the minutes of the meetings over which they presided.

7. Report on the operations of the IFCM's affairs at meetings of the Board.
8. Report to the Board on all such matters coming to their attention and relating to the interest of the Board.
9. Approve Committee Members recommended by the Committee Chairs with the exception of the Governance Committee, whose Committee Members shall be approved by the Board.
10. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

#### 6.6 Vice-Presidents

The Vice-Presidents shall have the following duties as allocated and determined by the Executive Committee:

1. In the absence or disability of the President, one of the Vice-Presidents as determined by the Board, 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 upon the President.
2. In the absence or disability of the Secretary, one of the Vice-Presidents as determined by the Board, shall perform all the duties of the Secretary and, when so acting, shall have all the powers of, and be subject to, all the restrictions upon the Secretary.
3. One or more of the Vice-Presidents will oversee General Assembly planning and serve as a liaison between the Board and the committee assigned to the annual meeting.
4. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

#### 6.7 Secretary

The Secretary, or designee, shall have the following duties:

1. Give notice of all meetings of the Board as required by these Bylaws or by law.
2. Keep a record of minutes of all meetings of the Board with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof, and verification of those present via approved alternate means of communication.
3. Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board.
4. Exhibit at all reasonable times, upon the request of a Director, these Bylaws, Board Manual, and the minutes of the proceedings of the Board, stored physically or electronically.
5. Keep at the Principal Office all documents required for public inspection by the Internal Revenue Service.
6. Keep a record of the names of Directors and Officers with the addresses at which such individuals/entities are to receive notice.
7. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

## 6.8 Treasurer

The Treasurer, or designee, shall have the following duties:

1. Keep and maintain adequate and correct accounts of the properties and business transactions of the IFCM.
2. Ensure Form 990 is filed with the Internal Revenue Service.
3. Ensure the books of account are open to inspection by any Director at all reasonable times.
4. Provide a report of the IFCM's financial affairs at meetings of the Board and when requested by a Director.
5. Ensure appropriate oversight and separation of duties in the financial management of the IFCM.
6. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

## 6.9 Removal and Resignation

Any Officer may be removed, either with or without cause, by a vote of a majority of the total number of Directors at any regular or special meeting.

Any Officer may resign at any time by giving written or verifiable electronic notice to the President or the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The resignation shall be acknowledged by the President, verified by a second Officer, and recorded in the minutes.

A removal as an Officer shall not be an automatic removal from the Board.

## 6.10 Vacancies

A vacancy in the office of the President shall be filled temporarily by one of the Vice-Presidents as determined by the Board. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President. A vacancy in any office shall be filled by an election of a majority vote of Directors at any meeting where a quorum is present after preparation of a slate by the President. Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled as the Board shall determine.

## 6.11 Delegation of Duties

In case of the absence or disability of any Officer of the IFCM, or for any other reason that the Board may deem sufficient, the Board may, by a vote, delegate the powers or duties of such Officer to any other Officer or Director, with such power of delegation being valid for the remainder of the term or until the next election.



## **SECTION 7: EXECUTIVE COMMITTEE**

### 7.1 Creation

The Board, by a majority vote of the Directors at a meeting where a quorum is present, may create and dissolve an Executive Committee at any regular or special meeting.

### 7.2 Composition

The Executive Committee shall be composed of the elected officers as set forth in Section 6.1.

### 7.3 Duties

The Executive Committee shall provide guidance to the staff, or if more than one staff person then to the head of the staff, in the management of the IFCM in the interval between meetings of the Board, subject to the control and direction of the Board. The Board may vote to empower the Executive Committee to exercise the powers of the Board of Directors or may withdraw such authority at any time. The Executive Committee shall **not** have the power to act on the following:

1. Amend or repeal the Bylaws.
2. Amend or repeal the Certificate of Incorporation.
3. Effectuate a dissolution, a merger, or a sale of the IFCM's assets.
4. Create or amend the budget.
5. Create or amend the policies of the IFCM of any type.
6. Terminate the employment of the Office Manager or any other member of the staff.

### 7.4 Quorum

A quorum of the Executive Committee shall not be less than three (3) Officers. Staff may not be counted for purposes of determining a quorum.

### 7.5 Notice

Notice shall be in accordance with Section 5.3.

### 7.6 Meetings and Procedures

Meetings of the Executive Committee shall be called by the President or any three (3) Officers. Minutes will be provided to the Board at the next meeting of the Board and maintained in the corporate records.

Meetings shall be conducted in an orderly fashion. Conflicts in procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these Bylaws.

## 7.7 Voting

Each Officer shall have one (1) vote. Routine business shall be transacted by a majority vote of the Directors at any meeting where a quorum is present unless determined otherwise in these Bylaws. Proxies may not be used.

## **SECTION 8: GOVERNANCE COMMITTEE**

### 8.1 Governance Committee

The Governance Committee shall be a standing committee of the IFCM. A Director, as determined by the Board, shall serve as the Chair of the Governance Committee. The Committee shall include a minimum of four (4) Committee Members with a minimum of two (2) Committee Members being members of the Board. The Chair shall make a recommendation for Committee Members to the Board for approval. The Governance Committee shall have the following duties:

1. Receive a list of candidates.
2. Research candidates for Directors and President prior to placement on a slate for submission to the Membership for a vote.
3. Aid the President in creating a slate of Officers if requested by the President or Board prior to submission to the Board for a vote.
4. Attempt to have multiple candidates for each open Director position.
5. Develop and provide orientation and training for all Directors that addresses Director responsibilities; IFCM's purpose, history, methods of operation, and activities; information concerning day-to-day operations.
6. Take steps to recruit and prepare future Directors.
7. Manage issues with Directors, including removal or mediation between Directors.
8. Have such other duties as determined by the Board.

### 8.2 Alternative to Governance Committee

The Board may allow for the Executive Committee, an individual appointed by the Executive Committee, or staff of the IFCM to act as the Governance Committee. Should an individual appointed by the Executive Committee or staff act as the Governance Committee, such individual or staff shall report directly to the Executive Committee and the Board with respect to their respective duties under this Section 8.

## **SECTION 9: OTHER COMMITTEES OF THE BOARD**

### 9.1 Committees

The Executive Committee shall have the power to create, revoke or modify any committee. The Board shall elect Committee Chairs, and the President shall approve Committee Members. The Chair of each committee can recommend Committee Members to the President for approval. However, the Board may choose to retain the power to

appoint committee members. Each committee shall have a minimum of three (3) Committee Members with a minimum of one (1) Director on each committee. The Board shall have the power to remove any Committee Member with or without cause.

All committees shall report to the Board as the Board may require. Should the Board delegate any of its powers to a committee, only the Director(s) on such committee shall have the authority to vote. In addition, such committee shall keep contemporaneous minutes of committee meetings, file minutes with the corporate records and report all actions to the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees, to the extent that such rules and regulations are consistent with the provisions of these Bylaws.

Committee Members must be Members of IFCM, unless determined otherwise by the Board. A committee with Board-delegated authority must have a minimum of two (2) Directors.

## 9.2 Notice of Committee Meetings

Committees with Board-delegated powers shall provide notice of committee meetings in accordance with Section 5.3. Committees without Board-delegated authority shall provide a minimum of ten (10) days notice to the committee members. If a committee member does not receive notice of a committee meeting but attends the committee meeting, they shall be deemed to have received notice of the committee meeting. Notice of such committee meetings may be given verbally or via electronic transmission.

## 9.3 Advisory Committee

The Board may provide for an Advisory Committee consisting of individuals with extended service, contacts, and expertise to aid the IFCM. Advisory Committee Members shall be selected and removed, with or without cause, by a majority vote of the Directors at any meeting where a quorum is present. Advisory Committee Members shall not have voting rights on the Board, be considered as members of the Board, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in these Bylaws. The Board may provide additional policies to establish duties and benefits of one or more levels of an Advisory Committee.

## **SECTION 10: STAFF**

### 10.1 Employment

The IFCM may or may not have employees as determined by the Board. The Board will establish a committee to perform annual evaluations and establish the qualifications, description of duties, and general scope of authority related to said positions. In addition, the Board will ensure that the date and terms of compensation of the staff are recorded in writing and maintained with the information on which the Board based its decision.

## 10.2 Duties

The staff shall manage the day-to-day operations and business of the IFCM. The staff shall perform management duties pursuant to job descriptions. The Board may change the job descriptions to increase or decrease the responsibilities of the staff. However, the functions of the staff shall not supersede the duties of the Board as set forth in Section 4.3.

## 10.3 Separation of Duties

The staff shall not be an Officer or Director of IFCM.

## 10.4 Other Staff

The staff member in charge shall manage staff including hiring/firing of staff and performance evaluations with the approval of the Executive Committee and within the Board-approved budget.

# **SECTION 11: AMENDMENTS AND CONSTRUCTION**

## 11.1 Amendments to Bylaws

Amendments impacting the voting rights of the Membership shall not become effective until approved by the Members of the IFCM. These Bylaws may be amended, altered, changed or repealed by the affirmative vote of a two-thirds (2/3) majority of the total number of Directors at any meeting of the Board if notice of the proposed amendment, alteration, change, or repeal was given at least ten (10) days prior to the meeting at which the amendment is acted upon. In addition, such proposed alteration, amendment or revision may be further amended at the meeting upon the affirmative vote of two-thirds (2/3) majority of the total number of the Directors.

## 11.2 Construction and Terms

1. Should there be any conflict between the provisions of the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.
2. Should there be any conflict between the provisions of these Bylaws and any prior bylaws, the provision of these Bylaws shall govern.
3. Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Board may allow for additional or more stringent requirements to be placed on the Directors, Officers, and Committee Members.
4. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of

1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

5. The dissolution clause and other legal requirements for tax-exempt organizations are found in the Certificate of Incorporation.

**CERTIFICATION:**

**THESE AMENDED AND RESTATED BYLAWS OF THE INTERNATIONAL FEDERATION FOR CHORAL MUSIC ARE ADOPTED this 4th day of September, 2022.**



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Emily Kuo, President

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Ki Adams Secretary