

Articles of Incorporation for North Hills Chorale, Inc.

ARTICLE ONE

Identification

Section 1.01. Name. The name of the Corporation is “North Hills Chorale, Inc.”

ARTICLE TWO

Purpose and Powers

Section 2.01. Purpose. The purpose for which the Corporation is formed is the transaction of any or all lawful business for which non-profit corporations may be incorporated under the laws of Pennsylvania. The specific purpose of this corporation shall be to provide the residents of the North Hills and surrounding communities an opportunity to learn about and promote choral music, and to instruct its members in the art of choral singing. This will be accomplished through regularly scheduled rehearsals, and public performances of both secular and sacred music.

Section 2.02. Powers. The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles.

Section 2.03. Purpose. Said Corporation is organized exclusively for charitable and educational purposes, within the meaning of §501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE THREE

Registered Office and Registered Agent

Section 3.01. Registered Office and Agent. The name of the registered agent and the street address of the registered office of the Corporation are as follows:

David Thayer
2470 Alydar Drive
Wexford, PA 15090

ARTICLE FOUR

Directors

Section 4.01. Number and Qualification. The number of directors of the Corporation shall be specified, from time to time, by the Code of Bylaws, which number may be increased or decreased from time to time by amendment of the Bylaws. At no time shall there be less than three (3) Directors for the Corporation.

ARTICLE FIVE

Incorporators

Section 5.01. Name and Address. The names and addresses of the Incorporators of the Corporation are as follows:

David Thayer, President, 2470 Alydar Drive, Wexford, PA 15090

John Ignatius, Vice President, 3051 Camberly Drive, Gibsonia, PA 15044

Armida Tomasiak, Treasurer, 9580 Perry Highway, Pittsburgh, PA 15237

ARTICLE SIX

Code of Bylaws; Indemnification; Amendments of Articles

Section 6.01. Code of Bylaws. The Board of Directors of the Corporation shall have the power to make, alter, amend, or repeal the Bylaws of the Corporation, subject to the restriction that a majority vote of the Membership is necessary to take these actions.

Section 6.02. Indemnification. The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation, against reasonable expenses incurred by the director or officer in connection with the proceeding.

Section 6.03. Amendments of Articles. The Board of Directors of the Corporation shall have the power to amend the Articles of the Corporation, subject to the restriction that a majority vote of the Membership is necessary to take these actions.

ARTICLE SEVEN

Limitations on Activities

Section 7.01. Limitations. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) a Corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE EIGHT

Dissolution

Section 8.01. Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE NINE

Non-Stock

Section 9.01. Non-Stock Basis. This corporation shall be organized upon a non-stock basis.

ARTICLE TEN

Existence

Section 10.01. This corporation is to have perpetual existence.

Incorporated: December 17, 2009

BYLAWS OF

North Hills Chorale, Incorporated

As of November 7, 2011

Article I: Name

The name of this organization is North Hills Chorale, Inc. (NHC)

Article II: Mission Statement

North Hills Chorale, Inc. is an adult choral ensemble dedicated to increasing the music literacy and education of its members, and increasing music awareness and appreciation in the local community. Organized on a volunteer, non-audition basis and open to all who love music, the Chorale seeks to perform technically challenging and broadening musical selections under professional direction at both concert performances and for various charitable causes.

Article III: Membership Duties and Responsibilities

A. A. Eligibility

The NHC is open to all members of the community regardless of gender, race, creed, national origin, or sexual orientation, who are at least eighteen years old or high school seniors. The director may make exceptions on an individual basis and may also require auditions to ensure vocal continuity.

A. B. Dues

The performance year consists of two sessions. The Board of Directors will establish membership dues for each session. The amount will be communicated to the choir members prior to the first rehearsal of each session. Payment of at least half of the dues amount is required at the last rehearsal of the first month of the session. The second half of the payment half is due by the last rehearsal of the second month of the session, all dues are non-refundable. The board may cite special circumstances concerning dues, which will be handled on a case-by-case basis. Minimum dues should cover out-of-pocket music costs.

A. C. Rehearsals

Rehearsals will be held on Monday evenings from 7:30 pm until 9:30 pm at the Kearn's Spirituality Center of the Sisters of Divine Providence, or other location, to be determined, in the event that Kearn's Spirituality Center is unavailable. Additional rehearsals may be called at the discretion of the Music Director.

A. D. Performances

There will be two concert sessions each year, winter and spring. Each session will have a minimum of two (2) concerts. The combined donations received for the two regular concerts will be split with the

Sisters of Divine Providence in exchange for the use of the Kearns Spirituality Center for rehearsals. There may be additional concerts as voted on by the choir members, some of which may be in support of charitable events. Additional concerts will be open for participation by the members on a volunteer basis.

To take part in performances, an individual must have:

1. 1. Paid their dues in full.
2. 2. Missed no more than three (3) rehearsals since they registered unless they have special permission from the director. The appropriate Section Leaders will determine attendance.
3. 3. Attended dress rehearsal for the specific performance.
4. 4. Required concert attire.

A. E. Resignation and Termination

Any member may resign by informing the President of the Board either verbally or in writing. A member may have their membership terminated by a two-thirds vote of the Board of Directors. Resignation or termination will not relieve a member of unpaid dues or other charges previously accrued.

A. F. Music Liability

After the last performance of each session and or special performance it is the member's responsibility to return all music which is the property of NHC, to the Librarian. The cost of the music will be billed to that member if not returned.

Article IV: Corporate Status and Fiscal Year

The NHC is an incorporated nonprofit public charity arts corporation organized for educational and charitable purposes. The NHC will at all times be operated for purposes meeting the requirements of Section 501(c) (3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) a Corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

A decision to dissolve the NHC will require a majority vote of the general membership present at the rehearsal where the motion to dissolve is presented.

The Fiscal year of the NHC is July 1 to June 30.

Article V: Music Director

The Music Director will be hired and compensated at such terms as agreed upon by the Music Director and the Board of Directors. The contract will be reviewed and renewed yearly. The contract may be terminated by a two-thirds vote of the general membership upon recommendation by the Board of Directors, or by the Music Director. Thirty (30) days written notice must be given for termination.

The Music Director must possess a degree in music and have directorial experience.

The duties and responsibilities of the Music Director are:

- a. 1. Selection of music for each performance in consultation with the Board of Directors. The music selected should take into consideration a wide range of music styles so as to broaden the musical experience of the choir and its audience.
- b. 2. Interpretation of the music.
- c. 3. Education of the choir about the music being performed.
- d. 4. Scheduling of the rehearsals.
- e. 5. Scheduling of the soloists.
- f. 6. Selection of orchestral musicians for concerts as necessary.
- g. 7. Serving as a non-voting member of the Board of Directors.
- h. 8. Work directly with Choir Manager co-coordinating all rehearsals and schedules events.

Article VI: Accompanist

The Accompanist will be appointed by the Music Director with the approval of the Board of Directors. The Accompanist will serve as a non-voting member of the Board of Directors.

Article VII: Board of Directors

The Board of Directors of the NHC is responsible for the management and operation of the choir, including the activities, property, and funds of the choir. They have the authority to make and enforce the rules and policies laid out in the bylaws.

Their responsibilities include:

- a. 1. Holding regular monthly meetings during the concert season.
- b. 2. Hold special meetings as called by the President of the Board or the Music Director at their discretion. At the request of two or more board members, or three or more choir members, a special meeting **MUST** be called by the President or Music Director.
- c. 3. Promoting the well-being of the choir.
- d. 4. Determining and establishing the amount of dues for each concert season.
- e. 5. Assisting the Music Director with selecting the music for each concert season.
- f. 6. Establishing the concert dates.

The Board of Directors will be made up of the following elected members:

- a. 1. President
- b. 2. Vice President
- c. 3. Concert Coordinator
- d. 4. Treasurer
- e. 5. Secretary
- f. 6. Librarian
- g. 7. Choir Manager

The Music Director, Accompanist and President Emeritus will serve on the board as non-voting members.

A simple majority of the voting board members will constitute a quorum. Any meeting conducted without a quorum will not be an official meeting and the proceedings will be considered discussion only.

An elected Board member may be removed from office for good cause by a two-thirds vote of all of the other voting members of the Board of Directors. A board member may resign by notifying the Board at one of the regular Board meetings.

All elected officers of the Board of Directors will be elected by the choir membership for two-year terms. Regular elections will be held at the second-to-last rehearsal of the concert year. A simple majority of the general choir membership present at the meeting is required to elect officers. Board positions up for election will be announced to the general choir membership during the second regular rehearsal in April. Anyone wishing to be considered for a position must notify the President of his or her wish to be considered, and for which position, by the last regular rehearsal in April. Vacancies may be filled for the unexpired term at the discretion of the Board of Directors or by special election. Each person nominated to hold office must be a member in good standing and be willing to serve. Officers may be elected to succeed themselves for not more than two consecutive terms.

All elected and appointed officers of the Board of Directors will complete a Conflict of Interest Disclosure Form each year of his/her term. See Appendix A for the Conflict of Interest Policy and Disclosure Form.

The duties and Responsibilities of the **President** are:

- a. 1. Preside at all Board meetings and meetings of the general choir membership.
- b. 2. Call special meetings as necessary or as requested by two or more members of the Board, or three or more members of the choir.
- c. 3. Serve as an ex officio member of all committees.
- d. 4. Appoint Ad Hoc committees as needed.
- e. 5. Work with the Treasurer on developing the annual budget.
- f. 6. Sign, execute, and approve all contracts and other materials authorized by the Board.
- g. 7. Report to the general choir membership on a weekly basis.

The duties and responsibilities of the **Vice President** are:

- a. 1. Preside over Board and general membership meeting in the absence of the President.
- b. 2. Assist members with registration and coordinate updating of database with the Secretary.
- c. 3. Determine the selection of the Section Leaders and oversee the maintenance of the rehearsal attendance records.
- d. 4. Report any concerns from the section leaders to the Board.

The duties and responsibilities of the **Concert Coordinator** are:

- a. 1. Assist the Choir Manager with advertising and publicity.
- b. 2. Communicate with the general membership on concert logistics, including concert attire and call times.
- c. 3. Work with the Music Director to organize outside concert venues and special events, as needed.

The duties and responsibilities of the **Treasurer** are:

- a. 1. Manage all financial activities of the NHC.
- b. 2. Make deposits and write checks as appropriate.
- c. 3. Oversee compliance with the Internal Revenue Service and Commonwealth of Pennsylvania requirements concerning nonprofit status, tax-exempt status, and solicitations of contributions, including filing any necessary tax returns annually and providing appropriate donation receipts.
- d. 4. Provide a written financial report to the Board of Directors on a monthly basis or as requested by the President comparing expenditures to the budget line categories.
- e. 5. Provide a preliminary, written financial report to the general choir membership at the second-to-last rehearsal of each session.
- f. 6. Provide a final, written financial report from the previous session at the start of each new session.
- g. 7. Collect dues and maintain dues records for each member.
- h. 8. Work with the President to develop the annual budget.

The duties and responsibilities of the **Secretary** are:

- a. 1. Record and maintain the minutes of all meetings of the Board of Directors and the general membership.
- b. 2. Certify and maintain the current Articles of Association and Bylaws and all amendments to them.
- c. 3. Keep records of members' contact information (roster) and update as necessary.
- d. 4. Be responsible for all correspondence to the Choir members.
- e. 5. Notify the members of the Board of Directors of scheduled or special meetings.
- f. 6. Assist the Treasurer in the maintenance of records of sponsorships, including sponsorship-related correspondence and notification.
- g. 7. Oversee the maintenance of an electronic database of all choir members past and present.

The duties and responsibilities of the **Librarian** are:

- a. 1. Maintain all music owned by or loaned to the NHC, obtaining replacement copies as needed.
- b. 2. Oversee the distribution and collection of music.
- c. 3. Order music when requested by the Music Director or the President.
- d. 4. Follow-up on all music orders.

The duties of the **Choir Manager** are:

- a. 1. Oversee all rehearsal schedules with director.
- b. 2. Give communications as necessary to choir.
- c. 3. Liaison for the Kearns Chapel / or rehearsal space.
- d. 4. Follow up with Choir membership concerns / questions.
- e. 5. Oversee publicity, fundraising and advertising.

Article VIII: Section Leaders

The Vice President will appoint section leaders. Their duties are:

- a. 1. Take section member attendance at each rehearsal and communicate it to the Vice President.
- b. 2. Communicate section members concerns to the Vice President.
- c. 3. Contact all section members when there is a change in the rehearsal date or time.
- d. 4. Assist the Music Librarian with distribution and collection of music.
- e. 5. Follow-up with members' absences after two (2) uncommunicated or three (3) excused absences, and report to the Vice President.

Article IX: Finances

- a. A. Expenditures under \$100.00 necessary for the ordinary operations and activities of the NHC may be made by, or with the approval of, any member of the Board of Directors or any Committee Chairperson and will be reimbursed by the Treasurer, with proper receipts.
- a. B. Expenditures of \$100.00 or more, but less than \$300.00, necessary for the ordinary operations and activities of the NHC may be made by, or with the approval of, the President or the Treasurer and will be reimbursed by the Treasurer, with proper receipts.
- a. C. Expenditures of \$300.00 or more, and all extraordinary expenditures, must be approved by the Board of Directors.
- a. D. Bills should be submitted in writing with a receipt to the Treasurer for reimbursement.
- a. E. Board approval is required if a budget line category will be overspent by more than 10% of the amount of that category. Ten percent of the budget total is the upper dollar amount that can be overspent in any fiscal year for all line categories.
- a. F. Only the President, Vice President or Treasurer may sign checks or contracts. Two such signatures will be required.
- a. G. Compensation from additional performances will be split 50/50 between the treasury and the director & accompanist. The director & accompanist split will be 2/3 and 1/3.

Article X: Standing Committees

- a. A. Advertising and Publicity Committee

The Choir Manager and Concert Coordinator appoint the members of this committee. This committee is responsible for, but not limited to, all promotions, media (newspaper, television, radio) publicity, flyers, posters, web postings, and concert programs. The committee chairperson is responsible for reporting back to the Board of Directors.

- a. B. Fundraising Committee

The Choir Manager appoints the members of this committee. This committee is responsible for the fund raising campaigns. The committee chairperson is responsible for reporting back to the Board of Directors.

a. C. Ad Hoc Committees

The President may appoint as necessary, additional committees.

Bylaw Amendments

The bylaws may be amended at any general membership meeting provided the proposed amendment(s) has/have been reviewed and approved by the Board of Directors by majority vote. Amendments approved by the Board of Directors must be approved by a two-thirds vote of the general membership who are present to vote. The vote of the general membership must be taken at least one week after the proposed amendments have been made available in writing to the general membership, unless such time restriction is waived by majority vote of the general membership.

Approved by the Board of Directors on August 23, 2011, and by the general membership on November 7, 2011.

Appendix A

North Hills Chorale, Inc. Executive Board

CONFLICT OF INTEREST POLICY

Policy Statement

Each board or committee member (volunteer leader) should avoid both actual and apparent conflicts of interest that would interfere with their ability to discharge their responsibilities to the North Hills Chorale, Inc. (NHC). NHC encourages its volunteer leaders to follow ethical standards, to be in compliance with all laws, and to avoid any conflict of interest, or appearance of such, including having their titles or affiliation used to publicize personal or company activities, programs, or events (especially those conducted for private profit).

Conflict of Interest Defined

The term "conflict of interest" includes, but is not limited to, circumstances where a volunteer leader, or a member of his or her immediate family:

- (a) Owns any financial or other proprietary interest in any entity supplying (or seeking to supply) goods or services to NHC;
- (b) Receives any substantial benefit from a third party on account of that party's past, present, or future business relationship with NHC;
- (c) Receives any substantial financial benefit from a pending decision of NHC or from an organization or individual being evaluated by NHC; or
- (d) Serves as an officer, director or committee member of any competing organization, i.e., any nonprofit or business enterprise whose purposes, products, and/or services compete with those of NHC.

Disclosure of the Existence of a Conflict

If any volunteer leader of NHC knows, believes, or has reason to know or believe, that a conflict of interest exists with respect to any transaction involving NHC, any decision of the Board, any decision of a committee, or any action taken by an officer, such person shall inform the Board or the committee of the existence of such conflict of interest or potential conflict of interest.

Effect of the Existence of a Conflict of Interest

In the event that it is determined that a conflict of interest exists, and the volunteer leader has made full disclosure of the facts surrounding the conflict, then the board (or committee involved) shall determine whether the volunteer leader may fully participate in the deliberations and vote on the proposed transaction. If the volunteer leader merely discloses the existence of the conflict of interest or potential conflict of interest, yet fails to disclose or is prohibited from disclosing all material facts regarding the conflict, then such volunteer leader shall be prohibited in participating in any manner or form in the deliberations or decisions regarding the affected transaction.

Resignation

No individual who has an actual conflict of interest shall be required to resign his or her position with NHC merely because of the existence of a conflict. However, the remaining members of the board (or involved committee) may make a fair and full evaluation of all facts pertaining to the conflict of interest to determine its extent. If the remaining members of the board (or involved committee) make a determination in writing that the nature and extent of the conflict of interest is so substantial and of such a continuing nature that it would be impossible for the volunteer leader to discharge the duties of his or her office with the requisite degree of loyalty and integrity, then the board (or involved committee) may require the resignation of the volunteer leader who is subject to the conflict of interest.

Effective Policy Date: August 4, 2010

Review Date: August 23, 2011

CONFLICT OF INTEREST DISCLOSURE FORM

I have reviewed the NHC Conflict of Interest Policy and agree to be bound by its provisions for the duration of my appointed or elected term.

Other organization(s) to which I belong:

Organization(s) that I have a financial interest in that may be affected by my NHC service (including employer):

Name _____

Title _____

Signature _____ Date _____

Review Date: August 23, 2011
Revision Date:
Supersedes Policy Dated:
Effective Policy Date: August 4, 2010