

# **BYLAWS OF THE DRAGON SINGERS**

## **ARTICLE I: NAME**

The name of this Corporation shall be The Dragon Singers.

## **ARTICLE II: OFFICE**

The Principal office for the transaction of business of this Corporation is located in Contra Costa County, California. The Board of Trustees of the Corporation may at any time change the location of the principal office.

## **ARTICLE III: SEAL**

The Corporation shall have a letterhead upon which shall be inscribed: THE DRAGON SINGERS. All formal correspondences of the Corporation shall bear the letterhead.

## **ARTICLE IV: MEMBERSHIP**

### Section 1: Qualifications

Membership shall be open to any individual whose interest in the Corporation meets the objectives of the Corporation as stated in its articles of incorporation.

### Section 2: Classes of Members

a) There shall be two classes of members: Active and Associate.

b) Active Members:

Active members shall be the following:

- i) All members of the Board of Trustees.
- ii) Officers of the Corporation, unless the number of officers exceeds ten. In which case, the Board of Trustees shall appoint no more than ten from among of the cooperation officer as Active member, excluding those who also serve as Trustees.
- iii) Ex-officers of the Corporation who have volunteered to the Board of Trustees to serve as Active members.
- iv) Members who have participated in three out of the four consecutive practices of the Dragon Singers' Chorus prior to a special membership meeting.
- v) Members who have participated in at least one of the most recent membership meetings.

c) Associate Members:

Members who are not qualified as Active members as stated in Section (b) above shall be Associate members.

### Section 3: Applications

- a) Applicants must be recommended by a member of the Corporation whereupon they shall each complete and submit a membership application provided by the Corporation.
- b) Applications are subject to approval by one of the following members of the Board of Trustees: Chairperson, Vice-Chairperson, or the Conductor of the Chorus.

- c) Applications shall be accepted at any time.

#### Section 4: Voting

- a) Active members: Active members are entitled to vote at special meetings and at general membership meetings.
- b) Associate members: Associate members are entitled to vote at the general membership meetings.

#### Section 5: Dues

All active and associate members shall pay dues as follows:

- a) Membership dues and fees shall be set by the Board of Trustees.
- b) Dues shall be collected from members within two months of joining the Corporation.
- c) Failure to pay dues within three months of due date shall automatically result in lapse of membership.

#### Section 6: Biennial Membership Meeting

There shall be a biennial meeting of the membership generally to be held in November or December of every other year at the principal office of the Corporation. The purpose of the biennial meeting shall be for the election of the Board of Trustees of the Corporation. Date and time for the biennial meeting shall be announced to members at least two weeks prior to the date of the meeting. The quorum for the biennial meeting shall be majority of the membership. An action shall be taken pursuant to a majority vote of the quorum present.

#### Section 7: Special Membership Meetings

Special meetings of the membership for any purpose may be called at any time by one of the following member(s):

- i) The Chairperson of the Board of Trustees.
- ii) One-third of the members of the Board of Trustees.
- iii) Any member of the Board of Trustees with a petition signed by at least one-third of the active membership.
- iv) Any member of the Corporation with a petition signed by at least one-third of the general membership of the Corporation.

Notice of the time and place of special membership meetings shall be delivered to each member by mail or by other form of communication. All such notice shall be delivered at least three days or seventy-two hours prior to the time of the meeting. A quorum for any special meeting shall be one half of the active membership. Any and all actions shall be taken pursuant to a two-thirds vote of the quorum present.

#### Section 8: Conduct of Meetings

The meetings shall be called to order by the Chairperson of the Trustees, or any other person designated by these bylaws.

### Section 9: Liabilities and Property Rights of Members

No member of the Corporation now or hereafter elected shall be personally liable to the creditors of the Corporation for any indebtedness of liability, and any and all creditors shall look only to the assets of the Corporation for payments. No member of the Corporation shall have any property rights in the Corporation.

## **ARTICLE V: BOARD OF TRUSTEES**

### Section 1: Powers

Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of trustees. Without limiting the generality of the foregoing, the Board of Trustees shall have the following powers:

- a) To select and remove all officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the articles of incorporation or the bylaws, fix their compensation and require from them security for faithful service should the Trustees deem necessary or appropriate.
- b) To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefore not inconsistent with law, with the articles of incorporation of the bylaws, as they deem best.
- c) To adopt, make and use a corporate seal and to alter the form thereof as in their judgment they deem best, provided such seal shall at all time comply with the provisions of law.
- d) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities thereof.

### Section 2: Number

The Board of Trustees shall consist of nine (9) members and two (2) alternates, or till changed by members at the biennial membership meeting. A two-thirds of membership of the Board shall constitute a quorum for the transaction of business.

### Section 3: Election

Election of the Trustees of the Corporation shall be held at the biennial membership meeting. Nomination for Trustees shall be set at a special meeting of the Trustees prior to the biennial meeting.

### Section 4: Term of Office

Trustees shall hold a term of two years and may be re-elected.

### Section 5: Vacancies

Any vacancy or vacancies in the Board of Trustees shall be filled by the alternates. When there is no available alternate, any vacancy shall be filled by an election at a special membership meeting called for that purpose.

## Section 6: Officers of the Board of Trustees

The officers of the Board, as designated by the Board of Trustees from among the members of the Board, shall consist of Chairperson, Vice-Chairperson, Secretary and Treasurer. The officers of the Board may hold consecutive terms. Subject to the control of the Board of Trustees, the Chairperson shall have general supervision, direction and control of the business and affairs of the Corporation. In the absence of the Chairperson, the Vice-Chair shall assume all the duties of the Chairperson. The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws, or as required by law, and shall keep the minutes of all proceedings of the Board. In the absence of the Chairperson and the Vice-Chair, the Secretary shall assume all the duties of the Chairperson. The Treasurer shall receive and have custody of all funds of the Corporation, keep and maintain adequate and correct books and records of accounts and of the Corporation's assets and liabilities, and shall perform such other duties as may be assigned by the Board.

## Section 7: Regular Board Meetings

There shall be in general bi-monthly meetings of the Board of Trustees. Regular meetings of the Board of Trustees shall be held at the principal office of the Corporation at a regular day and time to set by the Board of Trustees. The day and time, or the place for the regular Board meeting may be changed from time to time by resolution of the Board. At the regular Board meeting, following each biennial meeting of the membership, the Board shall meet for orientation, election of officers, and the transaction of other business.

## Section 8: Special Board Meetings

Special meetings of the Trustees for any purpose or purposes may be called at any time by the Chairperson or by one-third of the trustees. The transactions of any special meeting of the Board of Trustees, however called and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present signs a written waiver of the notice or consent to holding such a meeting. All such waivers, or consents shall be filed with the corporate records or made part of the minutes of the meeting.

## Section 9: Conduct of Board Meetings

The meetings of the Board of Trustees shall be called to order by the Chairperson of the Board, with the presence of a quorum consisting of two-thirds of members of the Board. Any and all actions or resolutions by the Board shall be pursuant to assent of a majority vote of the Board.

## Section 10: Postponement

In the absence of a quorum at any meeting of the Board of Trustees, the meeting shall be postponed and fixed for a new time of such meeting.

## Section 11: Removal

A trustee may be removed from office, with or without cause, by a special membership meeting held by the active members for such purpose.

## **ARTICLE VI: OFFICERS OF THE CORPORATION**

### Section 1: Officers of the Dragon Singer's Chorus

The officers of the Chorus shall be the President, Vice-President, Conductor of the Chorus, and such other officers as the Board of Trustees may appoint. The President and the Vice-President shall be from among the members of the Board of Trustees.

### Section 2: Other Officers of the Organizations

All other officers of the Corporation shall be appointed by the Board of Trustees as they deem necessary.

### Section 3: Election

The Board of Trustees shall elect all officers of the Corporation for terms of two years, and until such officers' successors are elected and qualified.

### Section 4: Vacancies

A vacancy in any office shall be filled by the Board of Trustees.

## **ARTICLE VII: AMENDMENTS**

### Section 1: Powers of Members

New bylaws may be adopted or these bylaws may be amended or repealed by any member with petition signed by one-third of the members, and passed at the biennial membership meeting.

### Section 2: Powers of Trustees

Any bylaw amendment proposed by member(s) of the Board of Trustees and passed by two-thirds vote of the Board shall be presented and voted upon at the biennial membership meeting.

## **ARTICLE VIII: BYLAWS**

### Section 1: Effective Date

These bylaws and their amendments thereafter shall become effective immediately upon their adoption and incorporated into these bylaws.

### Section 2: Certification and Inspection

The original, or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the Board of Trustees, shall be recorded and kept in a book which shall be kept by the said Secretary, and such a book shall be open to inspection by the members upon request.