

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is voices/LA.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for educational purposes, including, for such purposes, the facilitation of performances, outreach events, and to distribute funds that qualify as exempt under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

To inspire, educate and connect communities across Los Angeles through exceptional choral music, created by a community of highly trained singers and designed to foster connection, belonging, and shared human experience.

The specific objectives and purpose of this organization shall be to:

- a. support its singers in further education and training to achieve the highest level of musicianship
- b. provide educational outreach to the community on the vast musical history of the choral tradition, that otherwise may not have exposure
- c. provide opportunities for new music to be performed and explored
- d. provide opportunities for exposure and performance of music outside the classical Western European tradition.

Section 3. Groups

Board of Directors: The primary purpose and function of the Board of Directors of voices/LA are to manage financial support for, oversee operations of, and promote the activities of voices/LA as defined in these Bylaws.

Members: Performers and donors (as defined below) have the status of voting members, and they elect a Performers' Representative to the Board of Directors. Through that representative, members may petition the Board for changes in personnel or policies. The Performers'

Representative and Board Secretary serve as the co-chairs of a Membership committee. Members who are also on the Board of Directors may not vote as Members.

Section Leaders: Section leaders are appointed by the Artistic Director to speak on behalf of each voice type within the singing group, in conversation with the Artistic Director and the Performers' Representative. Section leaders may be paid a stipend at the Artistic Director's discretion.

Advisory Council: TBD

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to all adults, 18 years of age or over to any current resident, property owner, business operator, or employee of Southern California, who supports the purpose statement in Article II, Section 2. Specifically and explicitly there shall be no barrier to membership based on race, color, religion, religious identity, ethnicity, national origin, age, disability, veteran status, gender, gender identity, gender expression or sexual orientation. Membership is granted after completion and receipt of a membership application and specific requirements for the membership that is being applied for.

a. Type 1: Supporting/Non-Performing Members

- i. Supporting/Non-Performing Members support the organization through financial donations of more than \$100 per year.
- ii. Supporting/Non-Performing Members, who wish to become Performing Members, must also fulfill the application process outlined in Article.III.Section.1.b.

b. Type 2: Active Performing Members

- i. Performing members of this organization must submit an application, and be auditioned to be considered for membership.
- ii. Performing Members must renew their audition and application for membership every 6 years or at the request of the Artistic Director.
- iii. Performing Membership is only granted when the Artistic Director has recommended the member to the secretary of the Board.
- iv. Performing Members must sign a letter of commitment at the beginning of each membership year, typically the start of the fall season, to be considered an active performing member.

c. Type 3: Inactive Performing Members

- i. Inactive Performing Members are not able, or have not chosen, to sign a letter of commitment but are still within their 6 year renewal period.
- ii. Inactive Performing Members who lapse more than 12 months from signing their last letter of commitment, or by the start of the second fall season, may not perform with the organization unless re-auditioned.

Section 2. Rights of Members

- a. All members other than those on the Board of Directors have the right to cast a vote for the Performers' Representative position on the board. This representative's responsibilities are outlined in Article V, Section 2.
- b. Active Performing members other than those on the Board of Directors have the right to petition the Board, via the Performers' Representative:
 - i. for emergency removal of a board member
 - ii. for emergency removal of a staff member
 - iii. for change in procedure or other board enacted policy
- c. Active Performing members other than those on the Board of Directors may vote to recall the Performers' Representative prior to the term set out in Article V, Section 2.K.
- d. Petition Process and Procedure is outlined in Article V, Section 13. C.

Section 3. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of financial obligations. Termination shall be at the request of the Artistic Director or Executive Director, typically based on performance or dereliction of duties.

Section 4. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meetings

An annual meeting of the members shall take place prior to the start of the Fall season, the specific date, time and location of which will be designated by the Chair of the Board of Directors. At the annual meeting the members shall elect a representative, receive reports on the activities of the association, and report from the Artistic Director on the direction of the association for the coming year.

Section 2. Special Meetings

Special meetings of members may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by thirty-three percent (33%) of performing members may also call a special meeting.

Section 3 Notice of Meetings

Printed and/or electronic notice of each meeting shall be given to each voting member, no less than two weeks prior to the meeting.

Section 4. Quorum

A quorum for a meeting of the members shall consist of at least thirty-three percent (33)% of the performing membership.

Section 5. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

- A. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) nor more than fifteen (15) including the following executive officers: the Chair, the Vice-Chair, the Secretary, and Treasurer. The non-executive officer shall be the Performers' Representative. The Board of Directors shall have at least one non-performing member.
- B. A new member applicant must be nominated by 1) an Active Member, or 2) a Staff Member, or 3) an Active Board member. The applicant must provide a written statement of why they should be considered, their professional qualifications, and current (if any) non-profit or volunteer activities.
- C. A prospective member of the Board of Directors shall be elected by the board of directors at any meeting of the Board of Directors as long as the applicant had been proposed at any previous meeting of the Board of Directors. The Chair has the power to

delay the vote to the next meeting, but the prospective Board member must be voted on within two regular board meetings after being proposed.

- D. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the Board members present and voting. No vote on new members of the Board of Directors, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.
- E. No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.
- F. Each member of the Board of Directors shall be a non-voting member of voices/LA whose membership dues are paid in full, and shall hold office for up to a three-year term as submitted by the nominations committee.
- G. Newly elected members of the Board of Directors who have not served before shall serve an initial one-year term. With the exception of the Performers' Representative, at the conclusion of the initial one-year term, members of the Board of Directors may serve an additional one or two-year term. Their terms may be staggered so that at the time of each annual meeting, the secretary may make suggestions and have discussions with individual board members to ensure that no more than $\frac{1}{3}$ of the board member's terms are not expiring.
- H. A member of the Board of Directors shall not serve more than 6 years, and may apply to serve again with at least a one year gap. In the special case where the loss of a board member would cause the board to fall below its minimum 5 person membership, a Board Member's service may be extended up to seven years until a board member can be found to replace their position.
- I. Each member of the Board of Directors shall attend at least 75% of the regular meetings in the fiscal year and shall attend the annual meeting.
- J. With the exception of the Performers' Representative, each member of the Board of Directors shall contribute at least one thousand dollars (\$1000) to the organization annually. Contribution credit may be given for in-kind donations. The \$1000 requirement for any member who joins after the beginning of the fiscal year for his or her initial one-year term shall be prorated accordingly.
- K. The Performers' Representative is an active voting member of the Board. This person shall be elected yearly at the annual membership meeting and will represent the members. The Performers' Representative shall serve for 1 year, and may serve up to 3 consecutive terms and shall be subject to all items in Article 5, Section 2. The secretary shall solicit nominations from all members prior to the annual membership meeting. The

Performers' Representative is elected by a simple majority of all members other than those on the Board of Directors. The annual membership meeting shall allow each nominee a chance to speak briefly before the vote. The Secretary shall tally all the votes and declare the result by the end of the annual membership meeting. At the following Board Meeting, the Performers' Representative will be officially recognized and have the full privileges of a Board Member.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of August of each calendar year and at a location (physical and/or digital) designated by the Executive Committee of the Board of Directors. The Executive Committee may provide, by resolution, the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Chair or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location (physical and/or digital), as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence of a majority of current members of the Board of Directors with at least one member of the Executive Committee, shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a

meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by August 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting.

Vacancies may be created and filled according to specific methods approved by the Board of Directors. An emergency meeting of the members of voices/LA shall be called by the Board Executive Committee if the Performers' Representative chair is vacant.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed or communicated by email by two-thirds (2/3) of all of the Directors, following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about voices/LA or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of voices/LA's purposes, or can reasonably be expected to benefit voices/LA. Directors shall use discretion and good business judgment in discussing the affairs of voices/LA with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith, upon appointment to the Board of Directors.

Section 12. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the Chair by reference to Robert's Rules of Order.

Section 13. Removal.

- A. Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of voices/LA would be served thereby.
- B. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.
- C. Any member of the Board of Directors may be removed by the members of voices/LA with the following conditions and in accordance with Article V. Section 13, B:
 - a. Petition signed by over 75% of Active Performing Members presented to the Performers' Representative (or in the case of Performers' Representative's removal, to the Board Chair)
 - b. Unanimous vote of ALL Section Leaders, presented to the Performers' Representative (or in the case of Performers' Representative's removal, to the Chair)
- D. Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 13 of this Article.

Section 14. General Responsibilities

All Directors are expected to make a good faith effort to support voices/LA in all of the following ways:

- A. Performing a specific function as defined in the By-Laws for officers of the Board as per Article VI.
- B. Leading or actively participating in a committee that will enhance voices/LA's financial or functional well-being.

C. Helping to strengthen and expand the presence of voices/LA throughout the greater Los Angeles community and to attract individuals, corporations, businesses and public agencies to become financial supporters of the organization.

D. Attending all concerts and bringing prospective sponsors to introduce them to voices/LA.

E. Supporting all fund-raising and public relations activities of voices/LA.

ARTICLE VI. OFFICERS

The officers of this Board shall be the Chair, Co-Chair, Secretary, Treasurer. All officers must have the status of active members of the Board.

Section 1. Chair

The Chair shall have the following duties:

- a. Preside at all meetings of the Executive Committee.
- b. Have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- c. Submit a report of the operations of the program for the fiscal year to the members at their annual meetings, and from time to time.
- d. Be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the Chair.

Section 2. Co-Chair

The Co-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the latter. The Vice-Chair:

- a. Shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Advisory Board.
- b. If neither the Chair nor the Co-Chair is able to attend, either may designate another member of the Executive Committee to preside over an urgent meeting of the Board.

Section 3. Secretary

The Secretary shall attend all meetings of the Advisory Board and of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary:

- a. Shall record all attendance, votes, and minutes of all proceedings in a document to be kept for that purpose.
- b. In concert with the Chair, shall make the arrangements for all meetings, including the annual meeting of the organization.
- c. Shall oversee all membership lists working with an Executive director (or Performers' Representative) that all contact information is up-to-date.
- d. Shall manage the election process for the Performers' Representative.
- e. Shall track board members' terms and onboarding procedures for new board members.

Section 4. Treasurer

The Treasurer:

- a. Shall submit for the Board of Directors' approval regular financial statements including income, expenditure, and account balances, with support from relevant staff members. .
- b. Shall chair the Finance Committee.
- c. Shall lead the development of an annual budget, and lead conversations about strategic financial plans.
- d. Shall ensure that financial reviews and audits are conducted by external professionals at least once per 2 years or as required by funding sources, with the results communicated to the Board of Directors and relevant staff members.
- e. Shall perform such other duties as assigned by the Board Chair.

Section 5. Election of Officers

The Chair (or Co-Chair) shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices. Nominations shall also be received from the floor after the report of the Chair. The election shall be held at the annual meeting of the Board of Directors. Those officers elected shall serve a term of two years, commencing at the next meeting following the annual meeting.

Officers of the Executive Committee shall be eligible to hold their respective offices for four years, and may return to an officer position after a 2 year hiatus.

Section 6. Removal of Officers

The Chair (or Co-Chair) with the concurrence of 3/4 of the Board members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard; notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies

If vacancies occur between annual meetings, including those of officers, the Secretary shall call for written nominations at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold interim membership or office for the remainder of the unexpired term. The interim period will not count toward the officer's term limit, should he or she subsequently be appointed to the position for the longer term.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, public relations, data collection, etc. The board chair appoints all committee chairs, with the exception of the Finance and Membership committees.

Section 2. Executive Committee

The four officers (Chair, Co-Chair, Secretary, Treasurer) serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes up to three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be July to June. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 4. Membership Committee

The Performers' Representative and Secretary shall serve as the co-chairs of the Membership committee. They shall be responsible for setting at least one annual meeting with the Artistic Director and the various leaders within the choir defined as "Section Leaders" each representing one voice type. These Section Leaders shall speak on behalf of their section and provide a direct and active voice of the choir to the Performers' Representative. The

membership committee shall also be responsible for working with the Artistic Director in growing membership and maintaining the level of quality for the organization. When Section Leader positions are vacant, the membership committee may also recommend candidates to the Artistic Director.

ARTICLE VIII. CORPORATE STAFF

Section 1: Executive Director

The Board of Directors may hire an Executive Director who shall serve at the will of the Board.

- A. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors.
- B. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the Chair or the Board. The Executive Director shall be an ad-hoc member of all committees.
- C. The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council.
- D. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.
- E. The Executive Director shall attend and contribute to all Board Meetings, and may assist the Board Chair with the development of meeting agendas.

Section 2: Artistic Director

The Board of Directors shall hire an Artistic Director who serves at the will of the board.

- A. The Artistic Director shall be responsible for all programming, venue and performing personnel. The Artistic Director shall submit proposals for concert series and work with the treasurer on budget proposals for each concert in the series. Budgets shall then be submitted to the Board of Directors for approval. The Artistic Director is also responsible for selecting Section Leaders for each voice type within the organization.
- B. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Artistic Director. The Artistic Director shall make such reports at the Board and Executive Committee meetings as shall be required by the Chair or the Board.
- C. The Artistic Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council.
- D. The Artistic Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Artistic Director, who shall remain an employee terminable at will, as provided in this Section.
- E. The Artistic Director shall attend and contribute to all Board Meetings, and may assist the Board Chair with the development of meeting agendas.

ARTICLE IX. – Conflict of Interest and Compensation

Section 1: Purpose

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

- a. Interested Person
Any Board member or employee who has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as substantial gifts or favors.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chair of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the governing board or committee shall determine whether voices/LA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in voices/LA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy**
 1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the

member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the governing board of any committee thereof who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board Chair shall ensure that periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of California, voices/LA shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by voices/LA in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

voices/LA may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

The Board Treasurer shall ensure that complete books and records of accounts are kept by the Executive Director.

The Board Secretary shall ensure that minutes of the proceedings of the Board of Directors are kept by the Executive Director.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally or digitally, or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 18 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 27th day of February, 2024.

Sam Estes, Chair - voices/LA

ATTEST:

Deborah Baur, Co-Chair

Marsha Van Valkenburg, Secretary

Mike Taylor, Treasurer

Carrie Usui Johnson, Board Member

Deborah Dowling, Board Member

Addendums:

ARTICLE XIII. DISSOLUTION

Section 1. Dissolution Distribution

Upon the dissolution of voices/LA, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to one or more organizations exempt under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as selected by the Board of Directors. Specifically, any remaining assets shall be distributed to Education Through Music Los Angeles (ETMLA) to support its educational programs, provided it is then recognized as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. If that particular organization is not able to accept the funds, then another nonprofit organization that supports the arts and education may be selected by the Board.

BYLAWS AMENDMENT HISTORY

February 27, 2024 – Original Bylaws adopted.

May 27th, 2026 – Article II, Section 2 amended by vote of the Board of Directors to revise the organization Mission Statement.