

**BYLAWS**  
of  
**ABQ Coro Lux**  
A New Mexico Corporation

**ARTICLE I. OFFICES.**

**Section 1. Principal Office.** The principal office of ABQ Coro Lux (the “Corporation” or “Coro Lux”) shall be fixed and located at such place as the Board of Directors (also known as the “Board” or “Directors”) shall determine. The Board is granted full power and authority to change said principal office from one location to another.

**Section 2. Other Offices.** This Corporation may also have offices at such other place or places as the Board or the business of the Corporation may require.

**ARTICLE II. PURPOSES.**

**Section 1. Charitable Corporation.** The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Purpose, as listed in the amended Articles of Incorporation is:

- Present outstanding choral music to the Albuquerque community and other regional, national and international audiences;
- Provide the opportunity for amateur, semi-professional and professional singers and instrumentalists to perform great musical literature;
- Provide college and high school students’ additional musical experience by providing a professional venue for them and an opportunity to enhance a college application with a valuable cultural experience outside the normal realm. In addition, it instills in the students a sense of accomplishment; it grants them positions as contributing members of their community; and may afford high school students the opportunity to earn high school community volunteer service credits.
- Engage in all things necessary to accomplish such ends, including the raising of funds through ticket sales, fund raising activities, grant applications and the solicitation of contributions.
- Membership will be based on skill and talent as assessed by the Artistic Director and none shall be denied based upon creed, gender, religion or sexual preference.
- Additionally, may engage in any lawful activities within the purposes for which corporations may be organized under N.M.S.A. Chapter 53, Article 8, 1978, The “Nonprofit Corporation Act”.



**Section 2. Financial Gain.** Neither the Directors nor the Officers of the Corporation may receive financial gain from their positions, except as permitted under applicable state law and under Section 501(c)(3) of the Internal Revenue Code. The Corporation shall not engage in any activities which tax-exempt organizations are prohibited from undertaking under Section 501(c)(3) of the Internal Revenue Code 26 U.S.C. Section 170(c)(3).

### **ARTICLE III. MEMBERSHIP.**

**Section 1. Members.** The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Directors.

### **ARTICLE IV. BOARD OF DIRECTORS.**

**Section 1. Powers.** The affairs of the Corporation shall be managed by its Board of Directors. The Board shall exercise its full authority as granted by the Articles of Incorporation, by these Bylaws and by operation of law in establishing and maintaining such policies as are consistent with the purposes of the Corporation. The Board shall have the usual powers of a corporation in the State of New Mexico and shall have complete control over the management of the property, affairs, and business of the Corporation with power to borrow money and to authorize its general Officers to execute in the Corporation's name bills, notes, and other evidences of indebtedness. No contract shall be made or expense incurred on behalf of the Corporation except in accordance with rules prescribed and approved by the Board. The Board shall have the power to act for the Corporation in all matters. Duties and powers of the Board shall include but not be limited to:

1. Electing Officers of the Corporation as set forth in Article IV, Section 3 of these Bylaws;
2. Providing fiscal oversight of the operating and capital budgets and any investments of the Corporation;
3. Acquiring music, music-related equipment, publicity materials, and such other items that are deemed useful in implementing the purposes of the Corporation;
4. Establishing dues and fees for participants;
5. Establishing committees necessary to conduct the business of the Corporation;
6. Appointing and paying a stipend to the music Director, as negotiated annually.

**Section 2. Number.** The Board of Directors of the Corporation shall initially be comprised of those individuals designated in the Corporation's Articles of Incorporation. The full, complete Board of the Corporation shall be not less than three (3) in number and shall be no more than nine (9) in number, the exact number to be determined from time to time by the





Board. Any increase or decrease in the number of Directors must be approved by vote of two-thirds of the Directors present at a Board meeting at which such vote is taken.

**Section 3. Election and Terms of Office.** The Directors shall be elected by majority vote of the Directors of the Board present at the meeting at which the election slate is presented. Each Director shall serve for a term of up to three (3) years or such lesser time as is necessary to fill vacancies occurring by reason of resignation of a Director or to maintain a posture of approximate equity of terms so that the terms of Directors shall be on a rotation basis with approximately one-third (1/3) of the Board having a term expiring each year. With regard to the initial Board of Directors, the rotation schedule will be established at the first Board meeting following the end of the first full fiscal year of operation. Directors shall be at least eighteen (18) years of age but need not be residents of the state of New Mexico. No Director may be employed by the Corporation as staff or paid regular performers while serving on the Board. All elections for expiring terms of any Director shall be held at the annual meeting for the previous fiscal year. Directors so elected shall take office at the next Board meeting following their election. No Board Member shall be eligible for more than two (2) full consecutive three-year (3) terms without a one-year (1) period off the Board, at which time they may be nominated for additional three-year terms. Directors who have served a three-year (3) term or filled a vacancy of up to three (3) years may be nominated or re-elected for a second three-year (3) term. Any exemption to the previous qualifications may be made by a two-thirds (2/3) vote of the Directors then in office.

**Section 4. Compensation.** No Officer or Director shall be entitled to compensation for services rendered to the Corporation by virtue of his/her office. However, the Board may authorize reasonable compensation for services of value performed by an Officer or Director independently of his/her office. The Board may also authorize reimbursement for expenses incurred by an Officer or Director in connection with performance of his/her duties.

**Section 5. Resignation and Vacancies.** Any Director may resign effective upon giving written notice to the President of the Board or another Officer of the Corporation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies, resulting either from resignation, death, incapacity, removal of a Director, or expansion of the Board, may be filled by a majority vote of the remaining Members of the Board at any meeting.

**Section 6. Conflict of Interest.** Should any question of conflict of interest arise, a resolution will be determined by a majority vote of the Directors then in office.

**Section 7. Annual and Regular Meetings.** The Board shall hold an annual meeting for the purpose of organization, election of Directors and Officers, and the transaction of other business. Annual meetings of the Board shall be held in July of each year or at such other date which shall have been designated by the Board. Regular meetings of the Board shall be held at least quarterly or at such times as may be fixed by the Board.

**Section 8. Special Meetings.** Special meetings of the Board for any purpose or purposes may be called at any time by the President of the Board, the Secretary, the Treasurer, the Artistic Director or any three Directors.

**Section 9. Notice of Meetings.** Notice of any meeting of the Board, each specifying the date, time, and place of the meeting, shall be given to each Director by delivering notice orally, in writing, by facsimile, or electronically seven (7) days prior to the meeting. If mailed, such notice shall be mailed to the Director's business address or at such other address as such Director shall have designated in writing. Also, if mailed such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at the Director's address as it appears on the records of the Corporation.

**Section 10. Waiver of Notice.** Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

**Section 11. Place of Meetings.** Meetings of the Board may be held at such place and time as may be agreed upon by the Directors. Meetings may be held by phone conference or other electronic means if all persons participating in the meeting can communicate with each other simultaneously.

**Section 12. Quorum.** A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.

**Section 13. Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place.

**Section 14. Action Without Meeting.** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all Members of the Board or such committee shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board or such committee and shall be filed with the minutes of the proceedings of the Board or committee. A written consent may be provided by an electronic transmission.

**Section 15. Committees.** There may be standing committees which do not exercise the authority of the Board. In addition, the President of the Board may establish such additional committees or task forces which do not exercise the authority of the Board as shall seem appropriate. The President of the Board shall appoint the members and chairs of all committees with the consent of the Board.



The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted.

**Section 16. Financial Liability.** No Board Member, Officer, or Director shall be personally liable for the debts or obligations of ABQ Coro Lux of any nature whatsoever, nor shall any of the property of the Board Members, Officers, or Directors be subject to the payment of the debts or obligations of ABQ Coro Lux.

## ARTICLE V. OFFICERS.

The initial Officers of the Corporation shall consist of a President, Secretary and Treasurer. The initial Board of Directors, at the organizational meeting called by the incorporator, shall elect Officers who shall serve until the first annual meeting of the Corporation. Thereafter, Officers shall be elected annually, by a majority vote of those Board Members present, within thirty (30) days following the July annual meeting. The same person may not simultaneously hold the offices of President, Vice President, Secretary or Treasurer. The Officers need not be Members of the original Board, but shall be deemed Members of the Board after their election.

**Section 1. Officers.** The Officers of the Corporation shall be a President of the Board, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board, such other Officers, including one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers, as may be elected by the Board, as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or a majority vote of the Board.

**Section 2. Removal and Resignation.** Any Officer may be removed at any time by the Board with a two thirds (2/3) majority vote. Any Officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein.

**Section 3. President of the Board.** The President of the Board shall, if present, preside at all meetings of the Board, and shall have responsibility for ensuring that all orders and resolutions of the Board are carried into effect. The President of the Board shall appoint the chair of all standing committees with the approval by a majority of the Board, and perform such other duties as are assigned to the President by the Board.

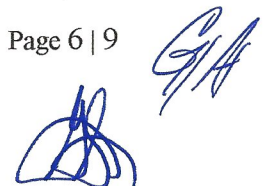
**Section 4. Vice President of the Board.** The Vice President of the Board shall, in the absence or disability of the President, perform and exercise the powers of the President and perform such other duties as are assigned to the Vice-President by the Board.

**Section 5. Secretary.** The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board. The Secretary will also be provided and maintain a copy of minutes for any standing committee. The Secretary shall keep, or cause to be kept, at the principal office the original or a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board. The Secretary may prepare the correspondence of the Corporation and shall take charge of all administrative paperwork relating to the Corporation or the chorus, including past records and other items relating to the history and events of the Corporation or chorus, and shall perform such other duties as may be prescribed by the Board or President.

**Section 6. Treasurer.** The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any Director or Board Member. The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board. The Treasurer shall disburse, or cause the disbursement of the funds of the Corporation as may be ordered by the Board, and shall render, or cause to be rendered to the President of the Board and the Directors, whenever they request it, an account of all transactions and of the financial condition of the Corporation. The Treasurer shall be responsible for the collection of chorus member dues, and shall have such other powers and perform such other duties as may be prescribed by the Board. Any expense over one thousand dollars (\$1,000) shall be approved the Board.

**Section 7. Artistic Director.** The Board shall engage an Artistic Director, compensation to be negotiated annually, who shall have responsibility, under the general direction of the Board, for all of the musical activities of the Corporation. The Artistic Director shall serve *ex officio* as a non-voting member of the Board. The Artistic Director may appoint such assistants or musicians as may be needed and award scholarships, based on funds allocated by the Board for such actions. He/She shall establish attendance rules for each season and at his/her discretion, may ask a musician to leave the ensemble. The Artistic Director shall, whenever requested, report to the Board, and shall perform other such duties as may be assigned by the Board. The Artistic Director shall submit any proposed programs to the Board for review of their financial feasibility. The Artistic Director shall continue his/her position until such time as he/she is deemed unable to perform his/her duties.

**Section 8. Executive Director.** The Board may engage and employ an Executive Director who shall be bonded for the protection of the corporation, have responsibility, under the direction of the Board, for the management of the business and administrative affairs of the Corporation. The Executive Director shall serve *ex officio* as a non-voting member of the Board. The Executive Director may, subject to the approval of the Board,





appoint such administrative staff as may be needed. The Executive Director shall be the chief of staff of the Corporation and shall report directly to the Board.

#### ARTICLE VI. COMMITTEES.

**Section 1. Standing and Ad Hoc Committees.** The Board, by resolution adopted by a majority of the Directors then in office, may designate and appoint one or more committees each of which shall include one or more Directors who may delegate authority to conduct such meetings, which may select additional non-board committee members, shall have the right to attend any committee meetings, shall receive notice of any committee meetings, and may require meeting minutes from such meetings. The committees, to the extent provided in the resolution shall have and exercise such authority and responsibilities as the Board shall delegate to such committee. The designation and appointment of any committee and the delegation of authority thereto shall not operate to relieve the Board, or any individual Directors, of any responsibility imposed upon it or him/her by law.

#### ARTICLE VII. OTHER PROVISIONS.

**Section 1. Negotiable Instruments and Other Evidence of Indebtedness.** All checks, drafts, or orders for payment of money, notes and other evidences of indebtedness, issued in the name of the Corporation, shall be signed by the President, Treasurer, Artistic Director, Executive Director or by any other designated Board Officer. Requirements for dual signatures or approval by other designated Officers may be designated from time to time by resolution of the Board.

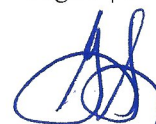
**Section 2. Contracts.** The Board may authorize any Officer, Agent or Director to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

#### ARTICLE VIII. GENERAL.

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall be the year ending June 30<sup>th</sup> or other date set by the Board and approved by the Internal Revenue Service.

**Section 2. Corporate Seal.** The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal."

**Section 3. Amendment of Bylaws.** The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of a majority of the Directors then in office.

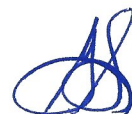


**Section 4. Dissolution.** If the Corporation proves unable to carry out the purpose for which it was created, the Corporation shall be dissolved in accordance with law. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation for one or more exempt purposes within the meaning of section 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.

**Section 5. Procedure.** If the Bylaws are silent as to any procedural aspect of any action or meeting hereunder, the procedures of the latest edition of *Robert's Rules of Order* shall control such procedure.

**Section 6. Indemnification.** The Corporation may purchase and maintain insurance for the purpose of reimbursing and indemnifying any Director, Officer, Agent, or employee against losses reasonably incurred by him or by her (including, without limitation, judgments, penalties, fines, settlements, and reasonable attorneys' fees and other expenses) in connection with any action, suit, or proceeding to which he or she may be made a party by reason of being or having been a Director, Officer, employee, or Agent of the Corporation. To the extent that any Director, Officer, employee, or Agent reasonably incurs such losses in connection with any such action, suit, or proceeding which are not reimbursed by insurance (whether purchased by the Corporation or by the individual Director or Officer, Agent, or employee), the Corporation shall indemnify such Director, Officer, Agent, or employee against such losses including reasonably incurred expenses pursuant to procedures consistent with [state] law. However, such person shall not be indemnified if he/she shall be judged liable on the basis that he/she breached or failed to perform the duties of his/her position and the breach or failure to perform constitutes willful misconduct or recklessness. Such indemnification may include only amounts paid to satisfy a judgement or compromise or settle a claim. Advance indemnification may be permitted at the sole discretion of the Board for reasonable expenses to be incurred in connection with the defense of the action, suit or proceedings; provided, however that the

Director, Officer, Agent or committee member must reimburse the Corporation if it is subsequently determined that he/she was not entitled to indemnification.






CERTIFICATE OF SECRETARY REGARDING BYLAWS  
OF  
ABQ Coro Lux  
A Nonprofit Corporation


The undersigned, Gayle Shipp, does hereby certify that she is the duly elected, qualified and acting Secretary of ABQ Coro Lux, a New Mexico Nonprofit Corporation and, in her capacity as an Officer of ABQ Coro Lux, hereby certifies on behalf of ABQ Coro Lux that:

Attached hereto as Exhibit A is a true, complete and correct copy of the currently effective Bylaws of ABQ Coro Lux, duly adopted by the Board of Directors of ABQ Coro Lux. Such Bylaws have not been modified, amended or rescinded and remain in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date first hereinabove written.

ABQ Coro Lux  
A New Mexico Nonprofit Corporation

By   
Name: Gayle Shipp  
Title: Secretary

Co-signed By   
Name: George Arthur  
Title: President