

**BYLAWS**  
**Jewish Community Singers, Inc.**

**ARTICLE I**  
**Name**

The Corporation shall be known as the Jewish Community Singers, Inc. The corporation shall continually maintain in the State of Illinois a registered office and a registered agent, whose business office is identical with such registered office and may have other offices within or without the state.

**ARTICLE II**  
**Purpose**

**Purpose**

The Vision of the Corporation is to enrich lives by inspiring a universal appreciation of Jewish choral music. As a choir, our Mission (our purpose) is to perform, sustain and promote the great tradition of Jewish choral music.

**IRC §501 (c)(3) Purposes**

The Corporation shall exist exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

**Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations under Section 501 (c)(3) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Cook County.

## **ARTICLE III Members**

### **Members Defined**

The Corporation shall not have members as defined in Article 7 of the Illinois General Not For Profit Corporation Act. The Corporation shall use the term “member” as a general term to refer to any person who participates in any way in an activity of the Corporation. Use of the term “member” in this way is not intended to create any membership rights. Persons interested in becoming a member must successfully complete an audition for the Music Director. A member need not be Jewish but must be supportive of the Corporation’s mission.

A “member in good standing” of the organization is defined as a person who participates in and supports the musical activities of the Corporation by 1) regular attendance at rehearsals; 2) supporting the purposes and mission of the organization; 3) taking personal responsibility for concert preparation; 4) providing moral support and assistance to all other members of the organization as appropriate; 5) providing financial support to the organization as an annual donation at an amount articulated by the Board of Directors(Exceptions can be made for individuals by the President); 6) participating, as needed, in the administrative activities required to support the smooth operation of the organization; and 7) adhering to any and all rules and regulations developed for the best interests of the corporation.

## **ARTICLE IV Board of Directors**

### **General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. Directors shall receive no compensation for services.

### **Specific Powers**

The Board of Directors has the power to make and administer policy. It has the power to determine the goals, program direction, and fund allocation for the choir; select, dismiss and create job descriptions for individuals contracted to perform specific tasks; and to make other administrative decisions. The Board of Directors has the power to alter, amend, adopt, or repeal bylaws.

This listing of specific powers is not intended to be exclusive and may be amended from time to time by the Board.

### **Composition of the Board**

The Board shall consist of nine members: President, President Elect, Treasurer, Treasurer Elect, and one Board Member from each vocal section. All are elected at Annual Meetings of the choir in January according to rules set by the Board. One at-large Board member shall be appointed by the President. In certain years, one additional at-large Board member shall be added to the Board as stipulated in Article VI below. Non-choir Board members may be added at the discretion of the Board.

### **Eligibility of Board Members**

Members of the choir who serve as Board members must remain members in good standing during their terms in office.

### **Tenure of Board Members**

1. Board members will serve terms of two years.
2. There will be a maximum of two consecutive terms (4 years) for each Board member.
3. A Board member is eligible to return to the Board after a two-year hiatus.
4. The At Large Board member is appointed for one year by the President. The At Large Board member may serve a maximum of two consecutive terms.

### **Resignation and Removal**

A Director may resign at any time upon notice to the Board of Directors. A Director may be removed with or without cause upon determination by the Board of Directors that removal is in the best interest of the Corporation.

### **Vacancy**

The manner of filling vacancies shall be determined by the Board of Directors.

### **Regular and Annual Meetings**

The Board of Directors shall establish the time and place for the holding of regular meetings. A regular annual meeting of the Board of Directors shall be held without other notice than these bylaws in January of each year at the time and place of regular meetings. Board meetings may be held in person or virtually.

### **Special Meetings**

The Board of Directors may call special meetings at the request of any three officers and/or Directors with three days' notice. Special meetings shall be held at the time and place of regular meetings whenever possible.

### **Quorum**

A quorum shall consist of five Directors. No business shall be considered by the Board without a quorum. Lacking a quorum, the only motion which the chair shall entertain is a motion to adjourn.

**Manner of Acting**

The act of a majority of the 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 state or these bylaws.

**Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the President or in his/her absence, the President Elect. The Recording Secretary of the Board of Directors shall act as secretary for all meetings of the Board or in her/his absence, any other Director may act as secretary.

**Informal Action**

The authority of the Board of Directors may be exercised without a meeting by polling the Board. A majority vote of the Board is required for any action.

**ARTICLE V**  
**Liability and Indemnification**

**Non-Liability of Directors**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

**Limited Liability of Directors Who Serve without Compensation**

As long as the organization is organized under the Illinois General Not For Profit Corporation Act of 1986, as amended, and exempt or qualified from exemption from taxation pursuant to §501 (c)(3) of the Internal Revenue Code of 1986, as amended, no Director or other person serving without compensation, other than reimbursement for actual expenses, shall be liable and no cause of action may be brought for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director unless the act or omission involves willful or wanton conduct, defined as a course of action which shows an actual or deliberate intention to cause harm or which, if not intentional, shows an utter indifference to or conscious disregard for the safety of others or their property.

**Insurance**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a Director, employee, or agent of another corporation against any liability asserted against such person and incurred by such person in any such capacity or arising out of his/her status as such, whether the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

## **Indemnification**

The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any action or suit by or in the right of the Corporation to procure a judgment in the factor by reason of the fact that such person is or was a Director, employee, or agent of the Corporation or is or was serving at the request of the Corporation as Director, employee, or agent of another corporation.

Indemnification shall extend but not be limited to expenses actually incurred by such person in connection with the defense or settlement or such action or suit if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation.

## **ARTICLE VI Officers**

### **Enumeration of Officers**

The Officers of the Corporation shall be President, President Elect, Treasurer, Treasurer Elect and Recording Secretary.

### **Eligibility of Officers**

All officers must remain Members in Good Standing during their terms of office. Starting in 2026, the President must have served on the Board within the previous 8 years.

### **Terms of Office**

1. The President's term consists of one year as President Elect, three years as President, and one year afterwards as a voting member of the Board. Thereafter, the President must take a two-year hiatus before serving as an officer or Board member again.
2. The term of the Treasurer is two years with a maximum of two consecutive terms. The Treasurer must take a two-year hiatus before serving again.
3. The Recording Secretary shall be a Board Member appointed by the President to the role for a one-year term. The Recording Secretary may be reappointed by the President.

### **Vacancies**

The manner of filling vacancies shall be determined by the Board.

### **Manner of Election and the Nominating Committee**

The President shall appoint a Nominating Committee responsible for identifying choir members for nomination as officers and Board members. Choir members may also self-nominate to the Nominating Committee for officer and Board positions. The President chairs the Nominating Committee and appoints its members.

1. In appropriate years, the Nominating Committee will identify candidates for President Elect, Assistant Treasurer, and Board members. Candidates may also self-nominate to the Nominating Committee.
2. If the President or Treasurer serves two consecutive terms, the Nominating Committee shall identify one additional At Large Board member to add to the slate.
3. The President is responsible for maintaining records of election dates and length of service for Board Members and officers.
4. The Nominating Committee shall give full and fair consideration to all eligible nominees.
5. The Nominating Committee makes the final decision as to who is slated for officer and Board positions. The slate of nominated Board members and officers shall be presented to the choir at the Annual Meeting in January of each year. The choir will vote by simple majority to either accept or reject the slate as a whole.
6. The Nominating Committee shall have 6 members
  - a. The President
  - b. Four non-board member singers, one from each section, appointed by the President.
  - c. One Board member who is not running for reelection to the Board or an officer position appointed by the President.
7. The Choir shall be notified of the slate of nominees at least one week before the Annual Meeting.

### **Removal**

Any Officer may be removed by the Board of Directors with or without cause whenever, in its judgment, the best interests of the Corporation would be served thereby.

### **The Powers and Duties of the President shall be as follows:**

The President shall be the executive officer of the Corporation. The President shall be in charge of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors and at the Annual Meeting of the Choir.

### **The Powers and Duties of the President Elect shall be as follows:**

The President Elect shall assist the President in the discharge of his/her duties as the President. Other duties may be assigned by the President or the Board. In the event of the absences of the President, the President Elect shall perform the duties of the President and when so acting shall have the powers of and be subject to all restrictions upon the President.

**The Powers and Duties Treasurer shall be as follows:**

The Treasurer shall be the accounting and financial officer of the Corporation. She/he shall 1) supervise the maintenance of books of accounts for the Corporation; 2) prepare an annual budget, oversee an audit process, and present expense and income statements; 3) have responsibility for all funds of the Corporation, including the checkbook, bank account, paychecks, expenses incurred in the preparation of the program, and expenses incurred by the Directors; 4) perform all duties incidental to the office of Treasurer and such other duties as, from time to time, may be assigned to her/him.

**The Powers and Duties of the Treasurer Elect shall be as follows:**

The Treasurer Elect shall assist the Treasurer in the discharge of his/her duties as Treasurer.

**The Powers and Duties of the Recording Secretary shall be as follows:**

The Secretary shall 1) record the minutes of the meetings of the Board of Directors; 2) provide minutes of previous meetings; 3) at the direction of the President, be responsible for communicating Board actions to the choir; 4) perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned by the President or the Board.

**Resignation**

Any officer may resign at any time by giving notice to the President.

**Article VII  
Section Leaders**

Section Leaders will partner with the Board member from their sections to ensure that the needs of section members are met, and communications are at an appropriately high level.

1. Board members shall not serve as Section Leaders.
2. One Section Leader for each section will be elected by their section at each Annual Meeting. The selection of Section Leaders will not flow through the Nominating Committee.
3. Section Leaders will serve a one-year term.
4. There are no term limits for Section Leaders.
5. From time-to-time Section Leaders may be invited to Board meetings as non-voting members.

## **Article VIII Meetings**

### **Annual Meeting**

The Annual Meeting of the Choir shall be held in the month of January, with the date and place being set by the Board of Directors. Members in good standing shall be entitled to vote on the slate of officers and Board members presented at the Annual Meeting, as well as in the elections of Section Leaders.

1. If the slate is rejected, the current Board members and officers will continue in their roles until the Nominating Committee presents an updated slate that is subsequently approved by the choir in a Special Meeting.
2. Proxy voting is not allowed.
3. The Board of Directors shall establish all other rules for elections and voting.

## **Article IX Music Director**

### **Music Director**

The Music director is appointed by and may be removed by the Board of Directors. The Music Director is accountable to and will report to the Board of Directors. The Music Director shall be responsible for the artistic operations of the Corporation. These duties include, but are not limited to, 1) selection of all music to be performed; 2) selections, with the advice of the Board of Directors, of location(s), date(s), and time(s) of performances; 3) determination of rehearsal dates, times, and sites; 4) determination of standards for participation by singers in the activities of the Corporation; 5) audition prospective singers; 6) selection of additional personnel required for rehearsals and performances (i.e., pianist(s), assistant director(s), supporting musicians, etc.); 7) conducting all rehearsals and performances except as otherwise agreed and determined by him/her; 8) and performing all duties incident to the office of Music Director and such other duties as, from time to time, may be agreed upon by him/her in consultation with the Board of Directors.

## **ARTICLE X Committees**

### **Appointments**

Standing and ad hoc committees may be formed by the Board of Directors. The Board will assign the responsibilities of the committees. Committee chairs will be appointed by the President. All Kol Zimrah members in good standing will be eligible to serve on the committees.



**Authority**

All committees and/or subcommittees shall report at specified times to the Board of Directors. Committees and subcommittees have no authority to take any action which involves financial or contractual obligations for the Corporation unless and until such action(s) is approved by a majority vote of the Board of Directors.

**Rules**

Each committee and/or subcommittee may adopt rules for its own government not inconsistent with the bylaws of the Corporation or with rules adopted by the Board of Directors. A quorum, consisting of a majority of the members of the committee or subcommittee, must be present at any committee or subcommittee meeting in order for any action to be taken.

**ARTICLE XI****Contracts, Checks, Deposits, and Funds****Contracts**

The Board of Directors may authorize any officer or officers, agent or agents, of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

**Checks, Drafts, etc.**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors. In the absence of such determination by the Board can be signed by any two officers of the Corporation.

**Deposits**

All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trusts, companies, or other depositories as the Board may select.

**Gifts**

The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or device for the general purposes or for any special purpose for the Corporation.

**ARTICLE XII**  
**Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, Committees, and Subcommittees. All books and records of the Corporation may be inspected by any member or her/his agent or attorney for any proper purpose at any reasonable time. The Corporation may authorize the employment of a professional accountant to conduct an annual audit of the financial affairs of the Corporation.

**ARTICLE XIII**  
**Fiscal Year**

The fiscal year of the Corporation shall be January 1 to December 31.

**ARTICLE XIV**  
**Seal**

The Corporate Seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

**ARTICLE XV**  
**Waiver of Notice**

Whenever any notice is required to be given under the provision of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporations or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XVI**  
**Amendments**

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation. A three-quarters majority vote of all the members of the Board of Directors is required to alter, amend, or repea the bylaws or adopt new bylaws.

8/21/2000  
1/24/2021

9/19/2022