**AMENDED AND RESTATED** **BYLAWS**

**of**

**TAOS COMMUNITY CHORUS, INC.**

**ARTICLE I**

**Principal Office**

**Section 1.** The principal office for the transaction of the business of the Corporation is hereby fixed and located at Taos, New Mexico. The Board of Directors may at any time change the location of the principal office to any location within the area to be served, but within the state of New Mexico.

**ARTICLE II**

**Name**

**Section 1.** The name of the Corporation shall be the Taos Community **Chorus**, Inc.

**ARTICLE III**

**Membership**

**Section 1.** Membership in the Corporation shall be open all dues paying members. A schedule for the payment of dues shall be established from time to time by the Board of Directors of the

Corporation.

**Section 2.** In order to vote at the annual meeting, a member must have been a member in good standing at least (30) days prior to said annual meeting.

**ARTICLE IV**

**Board of Directors**

**Section 1. Number**

The Board of Directors shall consist of not less than **five (5) nor more than nine (9)** members as Directors.

**Section 2. Election**

New members of the Board of Directors shall be elected by members present at the annual meeting.

**Section 3. Termination**

Death, resignation or removal of any director for cause **\_**shall automatically terminate the status of such person(s) as Director(s) of the Corporation. Election of a successor Director shall be by vote of the remaining board members at the next duly constituted meeting of the Board. Any successor Director shall serve the remainder of his/her predecessor’s term.

**Section 4. Terms**

Directors shall take office at the end of the annual meeting. At the first annual meeting of the Corporation, the Directors shall divide themselves into three classes. Directors in Class One shall have a term of one year, those in Class Two shall have a term of two years, and those in Class Three shall have a term of three years. Thereafter, at the annual meeting held each year, Directors shall be elected to fill vacant terms and shall serve for a term of three years.

**Section 5. Compensation**

Directors shall receive no compensation for their services as Directors, but may be reimbursed for reasonable expenses in connection with the Corporation, as approved by the Board as a whole.

**ARTICLE V**

**Powers of Directors**

**Section 1.** All corporate powers of the Corporation shall be exercised by or under the authority of, and the business of the corporation and its affairs shall be supervised by**,\_** the Board of Directors. In addition, the Board shall have the power to make all major policy decisions concerning the Corporation.

**Section 2.** The Board shall have the power to borrow money and incur indebtedness for corporate purposes and to cause to be executed and delivered thererfor **\_**, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidence of debt and securities therefor.

**ARTICLE VI**

**Meetings**

**Section 1. Quorum**

**A majority of the members** of the Board shall constitute a quorum for transaction of business. Decisions of the Board of Directors at **a** meeting shall be by majority vote.

**Section 2. Annual Meetings and Regular Meetings**

Regular meetings of the Board of Directors shall be held monthly. The annual meeting shall be held in **September** of each year. All meetings shall be held at a time and place to be designated by the Board of Directors. Notice of all regular meetings of the Board shall be given in writing or by email **and, if mailed, shall be sent at least 10 days prior to the time of holding the meeting and, if emailed, shall be sent at least three days prior to the time of holding the meeting**.

**Section 3. Special Meetings**

Special meetings of the Board of Directors for any purpose**\_\_**may be called at any time by the President, Executive Committee, or by a majority of the Board members then in office. Notice shall be given in writing**, by email or telephone or in person. Notice, if mailed, shall be sent at least 10 days prior to the time of holding the meeting and, if emailed, shall be sent at least three days prior to the time of holding the meeting. Notice of the meeting can also be given by telephone or in person at least twenty-four (24) hours in advance.**

**ARTICLE VII**

**Executive Committee**

**Section 1. Executive Committee**

The Executive Committee of the Board **o**f Directors shall consist of not less than three (3) nor more than five (5) members of the Board, one of whom shall be the President of the Board, and another of whom shall be the Vice**\_\_**President of the Board; the members of the Executive Committee shall serve a term of one (1) year; they will serve at the pleasure of the Board; they may serve for three (3) consecutive terms; and the Board of Directors shall elect them after taking office at the annual meeting.

**Section 2. Powers of the Executive Committee**

The Executive Committee may exercise all of the powers of the Board **o**f Directors during the interim period between meetings of the Board. Decisions by the Executive Committee may be made by a majority thereof and such decisions may be made by any form of communication, including telephonic, between members thereof without the necessity of a meeting.

**Section 3. Meetings of the Executive Committee**

Meetings of the Executive Committee of the Board **o**f Directors shall be at such times and places as are called by any three (3) members thereof. Minutes of any Executive Committee meetings and/or Executive Committee decisions shall be recorded and filed with the Secretary.

**ARTICLE VIII**

**Officers**

**Section 1. Officers**

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer.

**Section 2. Election**

The Board **o**f Directors shall elect all officers of the Corporation from the Board **o**f Directors. **An officer shall serve a term of three years and may be re-elected for additional three-year terms.** An officer may be removed with cause by the majority vote of the Board **o**f Directors or may resign. No one person may hold more than one office. Officers shall perform the duties and have the powers assigned by the Board **o**f Directors provided by these bylaws and incidental to the office.

**Section 3. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board **o**f Directors.

**Section 4. President and Vice\_\_President**

The President, or VicePresident during the disability or absence of the President, shall be the chief executive officer of the Corporation; shall preside over Board meetings; when authorized, shall execute, attest, deliver and seal documents of the Corporation; and shall delegate authority and responsibilities incidental to this office.

**Section 5. Secretary**

The Secretary**,** or any **designated** assistant Secretary during the absence or disability of the Secretary**,** shall keep the minutes of all meetings; will give all notices required; when authorized, shall execute, attest, deliver and seal documents of the Corporation; and shall delegate authority and responsibilities incidental to this office.

**Section 6. Treasurer**

The Treasurer, or any designated assistant Treasurer during the absence or disability of the Treasurer, shall regularly examine the funds, securities and accounts of the Corporation; when authorized, shall execute, attest, deliver and seal documents of the Corporation; and shall delegate authority and responsibilities incidental to this office.

**ARTICLE IX**

**Director**

**Section 1. Director**

The Board **o**f Directors may select and appoint a Director, who will hold office at the pleasure of the Board, subject to any contract for services, but who may not be a member of the Board **o**f Directors.

**Section 2. Duties**

The Director shall have the general supervision, direction and control of the business and affairs of the Corporation, and will delegate authority and responsibilities incidental to this office.

**ARTICLE X**

**Fiscal Year**

**Section 1.**

The fiscal year of the Corporation shall be from **August 1 through July 31**.

**ARTICLE XI**

**Amendments**

**Section 1. Powers of Members**

New Articles of Incorporation and Bylaws may be adopted or these Articles of Incorporation and Bylaws shall be amended or repealed only by a majority vote of the Directors in attendance at a duly constituted meeting, or by written assent of such Directors, except as otherwise provided by law or by the Articles of Incorporation. The written text of any proposed change in these Articles of Incorporation or Bylaws shall be furnished to the members of the Board **o**f Directors prior to the meeting at which the proposed change or changes will be considered.

I hereby certify that the foregoing **Amended and Restated** Bylaws are those adopted by the Board **o**f Directors at its **May 22, 2018 meeting**.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

President Secretary