

BOARD RESOLUTION
WENATCHEE APOLLO CLUB

A Resolution Authorizing the modification of the organization's Bylaws to reduce the number of leadership positions upon approval by the Board.

RECITALS:

- A. WHEREAS, due to the importance of this issue to the Wenatchee Apollo Club (Club) and its Board of Directors (Board), this form of Resolution will be used in lieu of the normal Board decisions form captured in Board minute entries,
- B. WHEREAS, the Board has repeatedly attempted to recruit organization leadership positions in recent years without success causing several positions to remain vacant mostly because of resignations, deaths, and term limit expiration,
- C. WHEREAS, for the years 2020 through 2022, the Club and its Board have been in hiatus due to COVID mandates preventing the Club and its Board from meeting and performing their normal activities including getting to know Apollo Club members and their interest in supporting the organization by volunteering for leadership positions,
- D. WHEREAS, the Bylaws of the Club require positions of leadership in the Club to be part of the Board and to be in-place to meet the requirements for 501-C3 status, for proper issue discussion, voting, and decision making,
- E. WHEREAS, the Board at its meeting on January 27, 2022 discussed the issue of reducing the number of Board positions to allow the Club to survive due to reduced membership and reduced interest in Board positions by modifying the organization's Bylaws based on a proposal and Resolution to the Board at a special meeting called to address the proposal,
- F. WHEREAS, upon a two-thirds approval by the Board of the Bylaw modification via this Resolution, the Bylaws shall be modified and filed as required by Washington State law.

RESOLUTION:

NOW THEREFORE BE IT RESOLVED that the Bylaws of the Wenatchee Apollo Club be modified to designate the leadership positions as the minimum number required for adequate functioning of the Club as presented in the modified Bylaws shown below:

WENATCHEE APOLLO CLUB

BY-LAWS

(As Amended March 2022)

ARTICLE I

NAME

Section 1:

This organization shall be known as Wenatchee Apollo Club.

ARTICLE II

PURPOSE

Section 1.

- a. To give annual scholarships to aspiring musicians.
- b. For the purpose of singing as a group for our own pleasure as well as for the pleasure of others.
- c. To engage in any lawful activity which may hereafter be authorized from time to time by the Board of Directors, provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501c(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501c3 of the Code

ARTICLE III

MEMBERSHIP AND RESPONSIBILITIES

Section 1: MEMBERSHIP REQUIREMENT

Any adult male who has reasonable capabilities as a singer and who is willing to abide by the rules, regulations, and objectives set forth in these bylaws may become a member of Wenatchee Apollo Club.

Section 2: MEMBERSHIP

Any person meeting the criteria set forth in Article III, Section 1, above, shall become a member in good standing upon payment of dues.

Section 3: TENURE AS MEMBER

Any member shall remain a member in good standing as long as he participates regularly in rehearsals and performances. Members not in good standing are subject to dismissal or to reinstatement to good standing by action of the Board of Directors.

Section 4: CONDUCT

Members shall refrain from conduct which would adversely reflect on the reputation of the Club or which would be detrimental to the quality and good order of Club performances.

Section 5: ATTENDANCE

Members are expected to be on time for rehearsals and performances.

Section 6: DRESS CODE

Members are expected to conform to a performance dress code as set out by the club director for any performance.

ARTICLE IV

DUES

Section 1: ANNUAL DUES

Annual dues shall be determined by the Board of Directors and announced to the membership in September for the subsequent season.

ARTICLE V

OFFICERS, ELECTIONS, VOTING

Section 1: OFFICERS

The officers of this Club shall consist of:

1. President, (one position)
2. Secretary and Historian, (one position)
3. Treasurer (one position)
4. Librarian (one position)
5. At Large Board Members (3 positions).

Section 2: ELIGIBILITY

To be eligible to serve in any office, a member must be in good standing.

Section 3: NOMINATIONS

The nomination committee shall annually, between January 1, and May 31 of the current year, nominate a slate of officers for the offices of President, Secretary/Historian, Treasurer, Librarian and At Large Members to the membership for election.

Section 4: TERMS OF OFFICE

All officers will serve for a term of one year.

Section 5: AT LARGE BOARD MEMBERS

At Large board members will be nominated by the nominating committee.

Section 6: ELECTION OF OFFICERS

Officers shall be elected by the membership of the Club.

Section 7: VOTING ELIGIBILITY

To vote in any election a person must be a member in good standing.

Section 8: OFFICES NOT FILLED

Offices not filled or that become vacated for any reason shall be filled by appointment at a regular meeting of the Board at which a quorum is present.

ARTICLE VI

BOARD OF DIRECTORS

Section 1: BOARD OF DIRECTORS

The officers of this Club shall constitute the Board of Directors.

Section 2: RESPONSIBILITIES OF BOARD

The Board of Directors shall be responsible for the efficient management and the conduct of the business of the Club.

Section 3: BOARD MEETINGS

The board shall hold regular meetings each month that the Club is in session. Additional board meetings and special meetings may be called by the President.

Section 4: CANCELLATION OF MEETINGS

Meetings of the Board of Directors may be cancelled by the president whenever circumstances indicate a need.

Section 5: OPEN BOARD

Any member in good standing may attend a board meeting.

Section 6: VOTING

Only officers may vote on issues.

Section 7: BOARD TRANSACTIONS

A quorum of the board members must be present for the transaction of business, and the action agreed to by a simple majority of the board shall constitute the action of the Board of Directors and shall be binding on the club and its membership.

(In this instance, a quorum is defined as four members.)

Section 8: AFFILIATIONS

The board has the authority to affiliate the Club with other organizations when it is in the best interest of the members and the Club to do so.

Section 9: APPRISING MEMBERS

The board is responsible for keeping the membership apprised of actions of the board.

ARTICLE VII

DUTIES OF OFFICERS

Section 1: PRESIDENT

The president shall preside over all meetings and shall be a member of all committees except the nominating committee; shall appoint all special committees; shall call meetings whenever he deems necessary; and shall act as official spokesman for Wenatchee Apollo Club.

Section 2: SECRETARY/HISTORIAN

The secretary/historian shall record the minutes of all meetings of the Board of Directors; keep a complete roster of membership in the Club including names, addresses, telephone numbers, and E-mail addresses; send, receive, and report to the president all correspondence; and perform such other related duties as directed by the president.

In his duties as historian this position shall maintain a scrapbook of memorabilia for Wenatchee Apollo Club, and make this available to the members or the public on appropriate occasions.

Section 3: TREASURER

a. The treasurer shall receive and disburse all monies of the club; keep an accurate record of all monetary transactions; and prepare a statement of the previous year's income and disbursements and a proposed budget for the first meeting in September.

b. If the Apollo Club is affiliated with another organization, he shall work closely with that group in the accounting and disbursement of funds.

c. In the event the Apollo Club is not affiliated with another organization, he shall maintain a checking account and expend funds only by check.

Section 4: LIBRARIAN

The librarian shall have charge of all music owned by Wenatchee Apollo Club; issue to and recover music from the members; arrange to house, move, and store all music and file cabinets when circumstances deem it necessary.

Section 5: AT LARGE BOARD MEMBERS

At Large Board Members shall represent the interests of the membership to the board and carry out board assignments as needed.

Section 6: OFFICE VACANCY

An office may be declared vacant by the Board of Directors if an officer is absent for three consecutive board meetings. Illness and unforeseen circumstances shall be taken into consideration.

ARTICLE VIII

COMMITTEES

Section 1: **STANDING COMMITTEES**

Committee membership is appointed by the President for those positions not provided for in the By-Laws. Appointing a committee does not necessarily necessitate more than one person being assigned to that task. Members of a committee may be appointed from the membership at large.

a. **BUDGET:** Chaired by the Treasurer. Responsible for preparing an annual budget to ensure that the projected annual revenue will meet the annual expenses.

b. HISTORICAL: Chaired by Secretary/Historian to document and preserve important historical data concerning Wenatchee Apollo Club and the members thereof.

c. LIBRARY: Chaired by Librarian to ensure accountability of all music documents used by Apollo Club.

d. NOMINATION: Composed of three members; one of which is a board member.

Nominate candidates as per Article V, Section 3 herein.

e. PROGRAM: Appointed by the board

f. SCHOLARSHIP: Responsible for working with the Community Foundation of North Central Washington or any other organization chosen by the board to (when funds are available) develop scholarships within the guidelines set by the Board of Directors.

Section 2: SPECIAL COMMITTEES

The President may from time to time appoint other committees as may become necessary. These special committees are normally disbanded once they have completed their special assignment and reported on it.

(Examples of Special Committees would be Fund-Raising and Festival of Choirs)

ARTICLE IX

REHEARSALS

Section 1: REGULAR REHEARSALS

Normally, regular rehearsals shall be held each Tuesday between September and May. The time and beginning and ending dates shall be determined by the Club Director and the Board of Directors.

Section 2: ADDITIONAL REHEARSALS

The Apollo Club Director may schedule additional rehearsals at other times and places.

Section 3: REHEARSAL LOCATION

Rehearsals shall be at a location determined by the Board of Directors.

Section 4: SECTIONAL REHEARSALS

Special sectional rehearsals may be called by the Director at a location of his choice.

Section 5: REHEARSAL CHANGES

The Board of Directors, in consultation with the Club Director, may change the hours, date, or location of any particular rehearsal session.

Section 6: REHEARSAL CANCELLATION

The rehearsal session may be cancelled by action of the Board of Directors in coordination with the Club Director.

ARTICLE X

DIRECTOR

Section 1: DIRECTOR TENURE

The position of director of Wenatchee Apollo Club will be an appointed one on an annual basis. The director shall be continued, replaced, or reinstated by action of the Board of Directors at a special meeting of the board held after the regular concert season ends and prior to the first week in September.

Section 2: VACANCY

a. In the event of a vacancy in the Club Director position, a special committee, of at least three members, appointed by the president, shall nominate candidates for Club Director position.

b. The candidate(s) shall be interviewed by the Board of Directors.

c. The Club Director is appointed by the Board of Directors.

Section 3: DIRECTOR AUTHORITY

The director shall have full authority for conducting the club at rehearsals and concert sessions.

Section 4: MUSICAL DECISIONS

The director has the final decision in the selection and purchase of musical numbers for concerts.

Section 5: MEMBER SECTIONAL PLACEMENT

The director has the final decision for the placement of members in and within sections.

Section 6: ACCOMPANISTS

The director shall select the club accompanist(s) and assistant director(s).

Section 7: AUDITION NEW MEMBERS

The director shall audition all prospective members. The director may submit recommendations to the board for acceptance or rejection of prospective members.

Section 8: AUDITION CURRENT MEMBERS

The director shall have the privilege to audition current members and may recommend to the board whether or not the member should be retained.

Section 9: ATTEND SESSIONS

The director shall make every effort to attend all rehearsals, concerts, and board meetings.

Section 10: STIPENDS

The director, accompanist(s) and assistant director(s) shall receive monetary stipends each season as set by the Board of Directors.

Section 11: AUTHORITY

The director shall have sole discretion as to the participation of any member at any performance.

ARTICLE XI

AMENDMENTS

Section 1: PROPOSED AMENDMENTS

A proposed amendment to the By-Laws shall be submitted in written form, signed by the proposer, accompanied by reasons for the proposal, and given to each board member at least 30 days prior to the meeting at which it will be voted upon.

Section 2: ADOPTING AMENDMENTS

Amendments to the By-Laws may be made by a two-thirds majority vote of the entire Board of Directors at any regular board meeting.

ARTICLE XII

Section 1: DISSOLUTION

Upon any dissolution of Apollo Club under the laws of the State of Washington for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501c(3) of the Code, or and successor statutes. In no event shall any of the assets be distributed to the officers, directors, or members of Apollo Club.

BE IT FURTHER RESOLVED, that the President and Secretary of the Wenatchee Apollo Club Board of Directors are authorized on behalf of the Wenatchee Apollo Club Board to sign this Resolution following approval by the Board.

Approved by the Wenatchee Apollo Club Board of Directors _____

Introduced by Board Member Hank LuBean _____

Approved on __March 1st, 2022_____ and attested as approved by:

\s\ Mike Gnagy _____

*_\s\ Terry Lillybridge*_____

Mike Gnagy, Club President

Terry Lillybridge, Club Secretary