

First Amended and Restated
Bylaws
of
Houston Masterworks Chorus, Inc.

October 8, 2022

Vision Statement (2019)

*A choral community celebrating and connecting
with people through the power of music,
that inspires, uplifts, and educates*

Mission (2019)

*Houston Masterworks Chorus Performs diverse masterworks, showcases new
compositions and talent, and moves people out of their ordinary*

Value Statement

*Houston Masterworks Chorus believes that music has the power
to change the lives of those who sing and of those who listen.*

THESE FIRST AMENDED AND RESTATED BYLAWS (the “Bylaws”) of **HOUSTON MASTERWORKS CHORUS, INC.**, a Texas nonprofit corporation (“HMC”), are hereby adopted, executed, and agreed to by the Board of Directors, as further set forth below, effective as of July 1, 2020 (the “Effective Date”), and supersede the original Bylaws of Houston Master- works Chorus, Inc. dated July 14, 2018, as follows:

ARTICLE I
General Provisions

1.1 Name. The name of this corporation is HOUSTON MASTERWORKS CHORUS, INC.

1.2 Offices. The principal office of HMC in the State of Texas shall be situated in Harris County at such location as the Board of Directors shall from time to time designate.

1.3 Fiscal Year. The Board of Directors shall determine the fiscal year of HMC. The fiscal year is currently July 1st through June 30th.

1.4 Election of Members. HMC shall have no members. No person now or hereafter designated by HMC as a “member” for any purpose shall be or be deemed to be a member for purposes of the Articles of Incorporation or Bylaws of HMC, or any other applicable law, rule, or regulation.

1.5 Authority. The authority to act on behalf of HMC is hereby delegated to its Board of Directors and Officers.

1.6 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 HMC and the state of incorporation and the words “Corporate Seal.”

1.7 Amendment of Bylaws. The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the Directors then in office.

1.8 Dissolution. If the Board of Directors determines by the affirmative vote of two-thirds (2/3) of the Directors then in office that HMC is unable to carry out the purpose for which it was created, HMC shall be dissolved in accordance with the provisions of the Texas Business Organizations Code, as amended (the “BOC”). Upon the dissolution of HMC, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of HMC, dispose of all of the assets of HMC to such organization or organizations, as the Board of Directors shall select, which are organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). If the Board of Directors proves unable to agree upon the disposition of HMC’s assets, all residual assets shall be surrendered to the Circuit Court of Harris County, Texas for disposition by the Court for the benefit of other organizations that are exempt under Section 501(c)(3) of the Code.

1.9 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.

1.10 Indemnification. HMC may purchase and maintain insurance for the purpose of reimbursing and indemnifying any Director, officer, agent, or employee against losses reasonably incurred by them (including, without limitation, judgments, penalties, fines, settlements, and reasonable attorneys' fees and other expenses) in connection with any action, suit, or proceeding to which they may be made a party by reason of being or having been a Director, officer, employee, or agent of HMC. 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 HMC or by the individual Director or officer, agent, or employee), HMC shall indemnify such Director, officer, agent, or employee against such losses including reasonably incurred expenses pursuant to procedures consistent with Texas law. If this Section or any portion hereof shall be invalidated on any grounds by a court of competent jurisdiction, then HMC shall nevertheless indemnify and hold harmless each Director, officer, or any another person indemnified pursuant to this Section as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, to the fullest extent permitted by any applicable portion of this Section that shall not have been invalidated and to the fullest extent permitted by applicable law.

ARTICLE II

Statement of Purposes

2.1 Charitable Corporation. HMC is organized as a non-profit corporation under the laws of the State of Texas for the purposes set forth in the Articles of Incorporation of HMC, as amended, and for charitable, cultural, historical, and educational purposes relating thereto, including, for such purposes, the making of distributions under Section 501(c)(3) of the Code, and HMC may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried out by a corporation formed under the BOC and which are not inconsistent with HMC's qualification as a tax exempt entity under Section 501(c)(3) of the Code.

2.2 Financial Gain. Neither the Directors nor the Officers of HMC may receive financial gain from their positions, except as permitted under Texas law and under Section 501(c)(3) of the Code. HMC shall not engage in any activities which tax-exempt organizations are prohibited from undertaking under Section 501(c)(3) of the Code. A Director may serve as a consultant under contract with Board of Director approval.

ARTICLE III

Board of Directors

3.1 Authority. The business and affairs of HMC shall be controlled and governed by the Board of Directors which shall have the right to exercise all powers of HMC as permitted by law. Directors need not be residents of the State of Texas.

3.2 Composition.

a. **Number.** The number of Directors shall be as, from time to time, established by the Board of Directors, but shall not be fewer than seven (7) nor more than seventeen (17), excluding ex-officio and non-voting Directors as set forth in these Bylaws.

b. **Term of Office.** Directors shall hold office for a term of two (2) years (except as otherwise provided herein) and until their successors have been duly elected and qualified. Directors are eligible to be re-elected for consecutive terms.

c. Vacancy. Any vacancy in the Board of Directors may be filled by a majority vote of the then-current Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. An interim director may be appointed for a specific period. At the end of this period, the Board of Directors will vote to accept a full-term or terminate the interim position.

d. Classes. Directors shall be grouped into three separate classes, for the purposes of determining the timing of their respective elections. Except for the date of election, there shall be no difference between any class of Directors. When electing any Director, the Board of Directors shall endeavor to balance the number of Directors in each class. The classes of the Board of Directors, and their respective terms, shall be as follows:

Class A: Terms end June 30, 2020, and every two years thereafter.

Class B: Terms end June 30, 2021, and every two years thereafter.

Class C: Terms end June 30, 2022, and every two years thereafter.

3.3 Ex-officio and Non-Voting Directors. The Board may, from time to time, designate ex-officio and non-voting Directors by majority vote.

3.4 Resignation and Vacancies. Any Director may resign, effective immediately or upon a set future date, by giving written notice to the Board Chair. If the resignation is effective at a future date, a successor may be selected before such date, to take office when the resignation becomes effective.

3.5 Meetings.

a. Annual Meetings. The Board of Directors shall hold an annual meeting each year on a date and at a time and place selected by the Board of Directors for the purposes of electing Directors to fill vacancies on the Board, electing a Board Chair from among the Directors, electing or appointing officers of HMC, reviewing the activities and affairs of HMC since the previous annual meeting, approving the plans and direction of HMC's activities for the ensuing year, and transacting such other business as may properly come before the Board.

b. Regular Meetings. Regular meetings of the Board of Directors may be established from time to time by the Board of Directors.

c. Special Meetings. Special meetings of the Board of Directors may be called by the Board Chair by delivering notice of such meeting to all Directors as set forth below.

d. Conduct. The Board Chair shall preside at all meetings of the Board. In the absence of the Board Chair, the Vice Chair shall preside. In the absence of both, such other Director as elected by the Board of Directors shall preside at that meeting.

e. Notices. Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) business days nor more than sixty (60) days before the date of the meeting, either (i) personally, (ii) by U.S. mail, or (iii) by email, by or at the direction of the Chair or the Secretary, or the officer or persons calling the meeting, to each Director entitled to vote at

such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at their address as it appears in the records of HMC, with postage prepaid. If emailed, such notice shall be sent with delivery receipt requested, and shall be deemed to be delivered upon the earlier of (x) receipt of confirmation of delivery, or (y) two (2) days after sending, provided that no notice of rejection or bounce-back has been received by the sender.

f. Presumption of Assent. A Director who is present at a meeting of the Board of Directors shall be presumed to have assented to any action taken at such meeting unless their dissent shall be entered in the minutes of the meeting or unless they shall file a written dissent to such action with the Secretary of HMC before adjournment of the meeting, or shall forward such dissent by registered mail to the Secretary of HMC immediately after adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

3.6 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.

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

3.8 Remote Meetings. One or more Directors may participate in any annual, regular, or special meeting of the Board of Directors by means of conference telephone, virtual meeting software, videoconference, or similar communications equipment by which all persons participating in the meeting are able to hear each other at the same time. Such participation shall constitute presence in person at such meeting.

3.9 Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting and without advance notice if at least the number of members of the Board of Directors or such committee required to take such action shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a formal vote of such numbers of the Board of Directors 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.

3.10 Granting Proxy. Any Director may grant their power to vote to another Director for a specific meeting and/or a specific time period, not to exceed three (3) months. Proxies must be written (email is permitted), signed, and dated prior to the start of the meeting. No proxy shall be valid three (3) months after its date of execution. A proxy shall be revocable unless the proxy form conspicuously states that the proxy is irrevocable and the proxy is coupled with an interest.

3.11 Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any Director under the Articles of Incorporation, these Bylaws, or the BOC, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

3.12 Removal. Any Director may be removed for any reason, with or without prior notice by a vote of two-thirds (2/3) of the entire Board of Directors at any meeting of the Board of Directors.

3.13 Committees of Directors.

a. Standing Committees. The standing committees of the Board of Directors shall be the Executive Committee, the Marketing and Communications Committee, the Development Committee, the Finance Committee, and the Nominations Committee. The standing committees shall delegate the responsibilities as set forth herein, and such other responsibilities as the Board may delegate or designate from time to time.

b. Select Committees. The Board of Directors may, from time to time, by resolution designate and appoint one or more select committees of the Board to perform such functions and duties as the Board may prescribe. Each select committee shall consist of two (2) or more persons, a majority of whom shall be Directors, and shall exist for a specific purpose or a specific time period, as determined by the Board.

c. Powers of Committees. Each committee shall have the powers as set forth in these Bylaws or as delegated by the Board, from time to time, subject to the limitations contained in these Bylaws. Unless otherwise provided in these Bylaws or by Board resolution, an act of a committee in accordance with the powers delegated to it shall be deemed to be an act of the Board.

d. Committee Meetings. The conduct of committee meetings shall be in accordance with the provisions of Sections 3.5 through 3.11 of these Bylaws; provided, however, that members of a committee that are not Directors shall not be entitled to vote on any matter coming before such committee.

e. Limitations on Committees. No committee shall have the authority of the Board of Directors with respect to amending, altering, or repealing the Bylaws of HMC; electing, appointing, or removing any member of such committee or any Director or officer of HMC; amending the Articles of Incorporation of HMC; adopting a plan of merger or consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of HMC; authorizing the voluntary dissolution of HMC or revoking proceedings therefore; adopting a plan for the distribution of the assets of HMC; or amending, altering, or repealing any resolution of the Board of Directors.

f. Committee Chairs. All committees shall be chaired by a Director. The Board Chair shall appoint the chair of each standing committee. The Board shall designate the Chair of any select committee upon creation of such committee, and the Board Chair shall fill any committee chair vacancy or appoint any replacement committee chair.

g. Executive Committee. The Executive Committee shall consist of the Board Chair, the Secretary, the Treasurer, and such Directors as the Board may designate from time to time. The Executive Committee shall exercise the powers of the Board between regularly scheduled meetings of the Board.

h. Marketing and Communications Committee. The Marketing and Communications Committee shall be responsible for overseeing all publicity, public relations, marketing, and advertising of HMC, including but not limited to relations between the Board and the chorus, performance programs, website development and updates, branding, advertising, and matters involving HMC's image, name, and/or trade dress.

i. Development Committee. The Development Committee shall coordinate fundraising activities, grants requests from foundations, and corporate donations, including but not limited to handling donor recognition and special donor events.

a. Finance Committee. The Finance Committee shall be responsible for the financial business of the organization in support of the Office of the Treasurer, to include oversight of revenues and expenses and annual budget production.

b. Nominations Committee. The Nominations Committee shall assemble a slate of potential and willing candidates for Board membership. The slate of candidates shall be formally presented to the Board of Directors for approval before May 1 of each calendar year, for terms beginning July 1 of such year. The Nominations Committee shall additionally assist the Board in identifying qualified candidates to fill any vacancy that may occur in any Director seat.

3.14 Conflict of Interest. No Director shall have an interest, direct or indirect, in any contract relating to the operations of HMC, or in any contract for furnishing services or supplies to HMC, unless the fact or extent of such interest has been disclosed or is known to the Board of Directors before such contract is approved and authorized. No Director may vote on a question in which that Director holds an interest.

ARTICLE IV **Officers**

4.1 Officers. The officers of HMC shall be a Board Chair, a Vice Chair/Board Chair-Elect, a Secretary, and a Treasurer. HMC may also have, at the discretion of the Board, such other officers, including one or more Assistant Secretaries, and Assistant Treasurers, as may be elected by the Board, as the business of HMC 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 as the appointing authority may from time to time determine.

4.2 Multiple Offices. Any two (2) or more offices may be held by the same person; provided, however, that the offices of Board Chair and Vice Chair may not be held by the same person. If any two (2) or more offices are held by the same person, such person shall be entitled to exercise the rights and duties of each such office as set forth in these Bylaws. Regardless of the number of offices held, each person is entitled to one (1) vote. If the holder of two (2) or more offices is required to sign any corporate documents, instruments, certificates, agreements or any other documents on HMC's behalf, then the signature of such person in anyone (1) of their capacities shall be sufficient to bind HMC.

4.3 Election and Term of Office. The officers of HMC shall be appointed by the Board of Directors at the annual meeting of the Board of Directors, or as soon thereafter. Officers shall hold office until their death, removal, or resignation, or until their successors shall have been duly appointed and qualified. An interim director may be appointed for a specific period. At the end of this period, the Board of Directors will vote to accept a full-term or terminate the interim position.

4.4 Removal and Resignation. Any officer may be removed, either with or without cause, at any time, by the affirmative vote of two-thirds (2/3) of the Directors then in office. Any officer may resign

at any time by giving written notice to HMC. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of that resignation shall not be necessary to make it effective.

4.5 Vacancies of Officers. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board of Directors for the unexpired portion of the term (if applicable) or until a permanent successor is elected.

4.6 Board Chair. The Board Chair shall be a member of the Board of Directors and shall (i) if present, preside at all meetings of the Board, and (ii) have general supervisory responsibility and control over all the business, activities, and affairs of HMC and over all the other officers and agents of HMC. The Board Chair shall perform such other duties as may from time to time be prescribed by the Board of Directors. The Board Chair shall appoint the chairs of all standing committees of the Board. The Board Chair shall hold office for a one (1) year term, from July 1 of any year through June 30 of the following year and can be renewed. The Chair may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of HMC, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board of Directors from time to time.

4.7 Vice Chair/Board Chair-Elect. The Vice Chair/Board Chair-Elect shall be a member of the Board of Directors and shall (i) preside at Board of Directors' meetings and standing committee meetings in the absence of the Board Chair. The Vice Chair shall perform such other duties as may from time to time be prescribed by the Board or delegated by the Board Chair. It is expected that the Vice Chair shall thereafter serve as the Board Chair for the immediately following year, but such appointment is not automatic, and the Board of Directors reserves the right to decline to appoint the Vice Chair to such office.

4.8 Treasurer. The Treasurer, a member of the Finance Committee, shall oversee all financial aspects of HMC and coordinating with the Finance Committee, shall annually prepare an operating budget for the forthcoming year. The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of HMC. The books of account shall at all times be open to inspection by any Director. The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of HMC with such depositories as may be designated by the Board. The Treasurer shall disburse, or cause the disbursement of, the funds of HMC as may be ordered by the Board, and shall render, or cause to be rendered, to the Chair of the Board and the Directors, whenever they request it, an account of all transactions and of the financial condition of HMC, and shall have such other powers and perform such other duties as may be prescribed by the Board from time to time. At each regular meeting of the Board of Directors, the Treasurer shall present a Profit and Loss Statement and Balance Sheet noting the year-to-date income and expenses of HMC and the projection for the same for the balance of the fiscal year. The Treasurer shall be a signatory on HMC's bank accounts.

4.9 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these Articles and Bylaws; be custodian of the corporate records and seal (if any) of HMC; and in general perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Board Chair, and/or the Board of Directors from time to time.

ARTICLE V
EMPLOYEES/CONTRACTORS

Executive Director

5.1 Executive Director. Subject to the Board Chair, and the Board of Directors itself, the Executive Director under contract shall in general supervise and control all the business and affairs of HMC. The Executive Director in general shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board Chair and/or the Board of Directors from time to time. The Executive Director may, subject to the approval of the Board, appoint or hire such administrative staff as may be needed.

Artistic Director/Conductor

5.2 Artistic Director/Conductor. The Board shall engage an Artistic Director who shall have responsibility, under the general direction of the Board, for all musical activities of HMC. The Artistic Director shall report to the Board upon request and shall perform such other duties as may be assigned by the Board in the contracted job description. The Board shall have the ultimate control of the details of all chorus performances, including but not limited to program, venue, and budget.

ARTICLE VI
Chorus Officers

6.1 Chorus Officers. The Chorus Officers shall consist of a President and a Vice-President. All Chorus Officers shall be active members of the Houston Masterworks Chorus, and at such time as any Chorus Officers shall cease to be a member, such Chorus Officers shall be automatically removed from office, without the requirement of further action by the Board of Directors. Only the Chorus President shall serve on the Board of Directors.

6.2 Election Procedure. The Board of Directors shall conduct elections for the Chorus Officers at such times and places as the Board of Directors shall determine and shall in its sole discretion determine the individuals entitled to vote for such Chorus Officers. All decisions regarding the nomination of candidates and the outcome of any election shall be determined by the Board of Directors, in its sole discretion.

6.3 Multiple Offices Prohibited. No individual may hold more than one (1) Chorus Office.

6.4 Term of Office. The Chorus Officers shall hold office for two (2) year terms, unless they shall sooner die, resign, or be removed by the Board of Directors.

6.5 Removal and Resignation. Any Chorus Officer may be removed, either with or without cause, at any time, by the affirmative vote of two-thirds (2/3) of the Directors then in office. Any Chorus Officer may resign at any time by giving written notice to HMC. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of that resignation shall not be necessary to make it effective.

6.6 Vacancies of Officers. A vacancy in any Chorus Office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board of Directors for the unexpired portion of the term.

6.7 Chorus President. The Chorus President shall be a voting member of the Board of Directors during their term in office and shall represent the interests of the chorus to the Board. The Chorus President shall lead chorus activities, serve as the primary communications conduit from the Board to the chorus, assist in coordinating chorus events and retreats, and perform such other duties as may be prescribed by the Board Chair, by the Board of Directors from time to time.

6.8 Chorus Vice-President. The Chorus Vice-President shall not be a member of the Board of Directors during their term in office. The term of office begins six months prior to the end of the current Chorus President's term.

ARTICLE VII Corporate Transactions

7.1 Contracts. The Board of Directors, by majority approval, may authorize any officer or officers, agent or agents of HMC, 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 HMC, and such authority may be general or confined by specific instances. Unless specifically authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind HMC by any contract or to render it liable monetarily for any purpose or in any amount.

7.2 Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of HMC shall be signed by such officers or agents of HMC as from time to time may be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.

7.3 Deposits. All funds of HMC shall be deposited from time to time to the credit of HMC in such banks, trust companies, or other depositories, as the Board of Directors shall select.

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

7.5 Fees and Compensation. Directors and members of committees may not receive any compensation for their services but may receive such reimbursement for expenses as may be fixed or determined by the Board. HMC may pay compensation to members of the Board of Directors and officers for other services performed as employees or independent contractors of HMC.

7.6 Appointment and Employment of Advisors. The Board of Directors may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out HMC's purposes. The Board of Directors is authorized to employ such persons, including an executive officer, attorneys, accountants, agents and assistants as in its opinion are needed for the administration of HMC and to pay reasonable compensation for services and expenses thereof.

7.7 Annual Financial Assessment. The Board of Directors shall require the performance of an annual audit, financial review, or financial compilation, which shall involve the services of an accounting practitioner who does not sign checks for HMC. The Board of Directors shall select the person performing the annual financial assessment and shall ensure that the resulting report is presented to the entire Board of Directors. The Board of Directors is authorized to pay reasonable compensation for such financial assessment.

7.8 Limitations on Debt. No debt shall be incurred by HMC beyond (i) the accounts payable incurred by it as a result of its ordinary operating expenses and (ii) a working capital line of credit in an amount not to exceed Thirty Thousand and No/100 Dollars (\$30,000.00). The limit of such working capital line of credit may be increased or decreased by the affirmative vote of two-thirds (2/3) of the Directors then in office. No evidence of indebtedness shall be issued in the name of HMC unless authorized by the affirmative vote of two-thirds (2/3) of the Directors then in office. Specifically, without limitation, no loan shall be made to any officer or director of HMC. Any director or officer who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.

7.9 Liability of Directors and Officers. No director or officer of HMC shall be personally liable to its creditors or for any indebtedness or liability, and any and all creditors shall look only to HMC's assets for payment. Further, neither any officer nor the Board of Directors shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following: errors in judgment, (b) acts done or committed on advice of counsel, or (c) any mistakes of fact or law.

ARTICLE VIII Books and Records

8.1 Books and Records. HMC shall keep at the principal office of HMC correct and complete books and records of account, minutes of the proceedings of the Board of Directors, and a register of the names and addresses of the Directors of HMC. All books and records of HMC may be inspected by any Director or agent or attorney for any proper purpose at any reasonable time. Duplicate records are kept in a digital storage location with access granted to all Board members upon request.

8.2 Corporate Records Retention. The Board of Directors shall ensure that the documents listed in this Section shall be retained for their respective duration in electronic form, physical form, or both:

a. Permanent. The Certificate of Formation/Articles of Incorporation, Bylaws, IRS Letter of Determination, and any other governing documents or amendments to the governing documents; board actions, including resolutions, board minutes and annual meeting minutes; and annual audited records and financial statements.

b. Seven (7) Years. Financial books and records, including budgets, monthly financial statements, and bank statements; tax filings and audit records; fundraising documentation; and employment and personnel records.

c. Three (3) Years. Contracts with a term of one (1) year or more after the expiration or termination.

8.3 Access to and Confidentiality of Information.

a. **Access.** Each Director shall be entitled to receive all information regarding HMC to which that Director is entitled to have access pursuant to the BOC. The Board of Directors may from time to time determine, due to contractual obligations, business concerns, or other considerations, that certain information regarding the business, affairs, properties, and financial condition of HMC should be kept confidential and not provided to certain Directors, and upon the majority vote of the Board of Directors, such information shall be restricted, and the affected Director(s) shall not be entitled to examine or

copy that information. The minutes of the Board of Directors are confidential and may only be disclosed to third parties upon the majority vote of the Board of Directors, or as required by law.

b. Obligations of Confidentiality. From time to time, each Director may receive information from or regarding HMC that is confidential, the release of which may be damaging to HMC or to any individual or entity with which it does business. As a precondition to serving as a Director of HMC, each Director shall hold in strict confidence any information he or she receives regarding HMC that is identified as, or should be reasonably understood as being, confidential, and may not disclose it to any person other than another Director or an officer of HMC, except for disclosures: (i) compelled by law; (ii) to advisers or representatives of HMC, but only if the recipients have agreed to be bound by an obligation of confidentiality no less restrictive than this Section; or (iii) of information that the Director has also received from a source independent of HMC that the Director reasonably believes was obtained without a breach of any obligation of confidentiality. Breach of the provisions of this Section may cause irreparable injury to HMC for which monetary damages are inadequate, difficult to compute, or both. Accordingly, the provisions of this Section may be enforced by specific performance.

[End of Bylaws; Signatures on Following Page(s)]

Director's Signatures as of 6/13/20

David Stix
Board Chair

Danielle Charvoz
Secretary

Laura-Hill Taylor
Treasurer

Sandra Dillon
Marketing/Communications Director

Pat Whitnel
Chorus President

Rochella Cooper
Past Chorus President

Bruce Sealy
Director

Wynette Stuntz
Director