

# **Bylaws of Bay Area Sacred Harp**

## **Article 1 — Name**

**Section 1.** The name of this organization is Bay Area Sacred Harp.

## **Article 2 — Nonprofit Purposes and Objectives**

### **Section 1. General Purposes**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

### **Section 2. Specific Purposes and Objectives**

The specific purpose of BASH is to sing, teach, and raise awareness of community-based shape note music, particularly the Denson Sacred Harp, by holding small and large singings and engaging in other and community-based educational, training and outreach activities. BASH serves to uphold the Sacred Harp traditions of hospitality and inclusivity.

## **Article 3 — Offices**

**Section 1.** The principal office for the transaction of the activities and affairs of this corporation is located at 651 Moraga Road, #32, Moraga, in Contra Costa County, California. The board of directors may change the location of the principal office. Any such change must be noted by the Clerk on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

~~225 Mullen Avenue, San Francisco City and County, California. Dated June 21, 2015~~  
~~1024 Chenery St., San Francisco City and County, California 94131. Dated January 31, 2016~~  
1149 Sand Beach Place, Alameda City and County, California 94501. Dated July 20, 2017

## **Article 4 — Board of Directors, officers, other positions, and committees**

### **Section 1. Officers:**

The Board of Directors of Bay Area Sacred Harp shall be a President, a secretary who shall be known as the Clerk, and a chief financial officer who shall be known as the Treasurer. Directors shall be elected by simple majority vote of the members at the annual business meeting. A person must have been a member of BASH for one year to be eligible to hold office as a Director, except that a person who has been involved in the Sacred Harp singing community for at least three years, and has attended at least two all-day singings in the area in the previous year, may also be eligible despite not meeting the membership qualification (unless there is an

objection to eligibility that is supported by at least one third of voters at the meeting at which the vote is to be taken on such person taking office). Nominations shall be taken by email prior to the annual business meeting and may be made from the floor of that meeting by any member present in person or by proxy.

**Section 2: Powers of the Board:** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the corporations activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

### **Section 3. Duties of the Board of Directors**

It shall be the duty of the Board to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws
- b. Meet at such times and places as required by these Bylaws
- c. Support conventions and all-day singings, by ensuring that they are conducted in accordance with Sacred Harp tradition and these Bylaws.
- d. Support singing officers, by assisting with financial planning and logistics as needed.
- e. Register their email addresses accurately in the Membership Roster so that notices of meetings may be delivered to them.

Duties of the President:

- a. The President presides over all business meetings and over meetings of the Board.
- b. The President is the sole authorized representative for Bay Area Sacred Harp when conducting business with any vendors or service suppliers.
- c. The President works with the treasurer and singing officers to ensure that financial arrangements for singings are handled properly, in support of BASH's purpose, and in compliance with all relevant laws and regulations.
- d. The President ensures the functionality and accuracy of the BASH website and membership email list.

Duties of the Clerk:

- a. The Clerk shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of business meetings. The minutes shall include the time and place the meeting was held; what type of meeting it was; the notice given; the names of persons present at board and committee meetings; and the number of members present or represented at business meetings.
- b. The Clerk shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.
- c. The Clerk shall keep or cause to be kept a Membership Roster containing the names and email addresses of all current members of the corporation.
- d. The Clerk shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board that these bylaws require to be given.

- e. The Clerk coordinates with all-day and convention secretaries to facilitate proper submission of the singing minutes to the Sacred Harp Musical Heritage Association.

#### Duties of the Treasurer

- a. The Treasurer tracks all income and expenses. The Treasurer makes deposits into BASH's bank account.
- b. The Treasurer ensures that all monies are handled properly, in support of our purpose, and in compliance with all relevant laws and regulations.
- c. The Treasurer provides a financial report to the Board at the end of each fiscal year. The Treasurer shall supply a special report within 30 days upon request from any Board member or upon an inquiry signed by ten BASH members. The books of account of the corporation shall be open to inspection by any director at all reasonable times.
- d. The Treasurer reviews and reimburses singing-related expenses accrued by members, and shall present unusual expenses to the Board for vote.

#### **Section 4: Officers of singings, other positions, and committees:**

Each singing that takes place under the auspices of Bay Area Sacred Harp shall elect singing officers (a Chair, Vice Chair, and Secretary) and shall appoint additional officers as necessary and appropriate, following Sacred Harp tradition to the extent possible. The officers of a singing need not be officers of the Corporation.

The Board may appoint BASH members to other positions and committees, such as Locating and Publicity, as needed. Any BASH member may serve on any number of committees simultaneously. An individual may serve in more than one position or committee for any number of terms.

#### **Section 5. Term of Office**

- a. Each director shall hold office for a period of two years and until his or her successor assumes office. In the first election cycle after these Bylaws are ratified, the term of the President shall be one year, the Treasurer shall be two years, and the Clerk shall be two years. Thereafter, all terms of officers shall be two years, so that the officer terms are staggered.
- b. No director may serve more than two consecutive terms. A director who has served two consecutive terms becomes eligible to serve again after one year out of office.
- c. In the event that a director resigns or is otherwise removed from his or her post prior to the expiration of his or her term of office, the President shall schedule a business meeting to elect a new director within 7 days of notification. The President shall appoint a new director to serve until that business meeting. If the President resigns or is otherwise removed, the Clerk shall become President.

#### **Section 6. Compensation**

Directors shall serve without compensation. In addition, they shall be allowed such advancement or reimbursement of expenses incurred in the performance of their duties as the

Board may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

### **Section 7. Nonliability of the Board**

Board members shall not be personally liable for the debts, liabilities or other obligations of the corporation.

### **Section 8. Indemnification**

To the fullest extent permissible by law, this corporation shall indemnify its directors, officers, and other persons described in Corporations Code section 5238(a), including persons formerly occupying such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

Upon written request to the board of any person seeking indemnification under this section, the board shall promptly decide under Corporations Code section 5238(b) or section 5238(c) whether the applicable standard of conduct has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members, who shall determine whether the applicable standard of conduct has been met and if so shall authorize indemnification.

## **Article 5 — Membership**

### **Section 1. Member Description and Rights**

The corporation shall have one class of members, called "members."

Anyone willing to fulfill the responsibilities of membership shall be given the opportunity to become a member. All memberships shall have the same rights, privileges, restrictions and conditions.

A member shall be any person who

- a. supports the accepted statement of purpose,
- b. has attended two small or large singings sponsored by BASH within the previous year,
- c. has asked to be added to the Membership Roster and email list, and
- d. considers the San Francisco Bay Area their primary residence.

Member privileges include receipt of membership emails, participation in business meetings, and the right to vote on the election of board members, the approval and amendment of bylaws, and the dissolution of the corporation. Each member shall have one vote.

There is no limit on the number of members the corporation may admit.

### **Section 2. Membership Roster**

BASH shall keep a Membership Roster containing the name and email of each member. It is the responsibility of members to ensure that email addresses are accurate and up-to-date. An individual who does not provide an email address is responsible for staying abreast of meeting dates and locations, and has waived the right of notification. The Membership Roster shall be shared with all members of the Board and viewable by all members upon request. All officers shall be on the membership list by virtue of their office.

### **Section 3. Nonliability of Members**

A member of BASH shall not be personally liable for the debts, liabilities or other obligations of the corporation.

### **Section 4. Nontransferability of Memberships**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

### **Section 5. Termination of Membership**

**a. Membership may be terminated voluntarily.** The Member may give notice to the Board, personally or by email. Membership shall terminate upon the date of delivery of the notice.

**b. The Board may terminate membership for cause.** Termination for cause may be made only upon a unanimous determination by the Board that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. The Member must be given email notice and an opportunity to be heard, either orally or in writing, at least five days prior to the proposed termination of membership.

**c. Memberships expire at the close of the annual business meeting.** If a membership is not renewed, in person or by email, within one month after the annual business meeting, it is considered inactive and all membership rights are terminated. Members may renew their membership at any time.

## **Article 6 — Business Meetings**

### **Section 1. Conduct of business meetings**

Unless it is voted otherwise, business meetings shall be conducted in accord with the latest edition of Robert's Rule of Order, where these do not conflict with these bylaws.

### **Section 2. Annual business meeting**

The annual business meeting of BASH shall take place on the first Monday in March, at the regular Berkeley singing. The Board shall have the power to change the location or time of the meeting, provided that the new location and time are announced on the BASH website and on the email list 30 days ahead of the meeting date.

### **Section 3. Special business meetings**

Any Director may call a special business meeting with 30 days' notice of the time and location, posted to the website and sent to the member email list. Any member may call a special business meeting by submitting a request signed by at least five members, to the Board, which shall then schedule a business meeting at the earliest convenient date.

#### **Section 4. Fiscal year**

The fiscal year shall run from January 1 to December 31. Within a month of the end of each fiscal year, the treasurer shall make available a complete financial report to the Board. This financial report shall be available for review by interested members upon request.

#### **Section 5. General notice requirements**

At least 30 days before any business meeting, the Board shall give notice of the business meeting at one regular singing, on the BASH Web site, and on the member email list. The notice shall specify the place, date, and hour of the meeting.

For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

#### **Section 6. Notice of certain agenda items**

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- a. Removing a director without cause;
- b. Filling vacancies on the board;
- c. Amending the articles of incorporation; or
- d. Electing to wind up and dissolve the corporation.

#### **Section 7. Manner of voting**

Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting.

Members may vote in person or by signed proxy. Each member is entitled to one vote. At all business meetings, a quorum shall be 20% of the membership, including the Board. Proxy votes are counted toward this quorum.

If, however, the attendance at any business meeting, whether in person or by proxy, is less than one third of the voting power, the members may vote only on matters as to which notice of their general nature was given under Article 6 Section 5 of these bylaws.

Except as otherwise required by law, the articles, or these bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation law or by the articles of incorporation or a specific provision of these bylaws.

## **Article 7 — Amendments to the Bylaws**

### **Section 1. Initial Adoption and Discussion by Membership**

Upon the initial adoption of these bylaws, the Board shall give notice of a special business meeting to be held for the purpose of discussion of the bylaws by the membership. At that meeting only, amendments to the bylaws may be offered from the floor and adopted without a 30 day notice period, provided any such amendment is approved by at least two thirds of the votes represented at the meeting.

### **Section 2. Amendment Proposal**

Any member may propose an amendment to the bylaws. A proposed amendment shall be submitted in writing to the Board, and must be signed by at least five other members. A majority vote of the Board may also propose an amendment. The Board shall post any proposed amendment at one regular singing, the BASH Web site, and on the membership email list at least 30 days in advance of the business meeting at which it will be subject to membership vote.

### **Section 3. Notice Period and Vote**

No amendment shall be valid unless a period of 30 days public discussion time has elapsed in advance of the vote. A simple majority vote at a business meeting is required for adoption of a proposed amendment.

## **Article 8 — IRC 501(c)(3) Tax Exemption Provisions**

### **Section 1. Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Nothing contained in the Constitution and Bylaws shall be read as authorizing or permitting BASH to operate other than exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c) (3) of the Code, and no amendment of this Constitution and Bylaws shall authorize or permit BASH to be organized or operated other than exclusively for aforesaid purposes.

## **Section 2. Prohibition Against Private Inurement**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **Section 3. Dedication of Assets**

This corporation's assets are irrevocably dedicated to public benefit purposes. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state. To the greatest extent practical, such distribution shall be made first for the purposes of promoting the learning and teaching of Sacred Harp music, and then for the purposes of musical education generally.

### **CERTIFICATE OF CLERK**

I certify that I am the duly elected and acting Clerk of Bay Area Sacred Harp, a California nonprofit public benefit corporation; that these bylaws are the bylaws of this corporation as adopted by the board of directors on January 31, 2016; ~~and that these bylaws have not been amended or modified since that date.~~

Executed on January 31, 2016 at San Francisco, California.

/s/ \_\_\_\_\_  
Leigh Cooper  
Clerk

Modifications and Amendments after January 31, 2016:

\*July 20, 2017: Address of principal office changed to 1149 Sand Beach Place, Alameda, CA

\*March 12, 2018: Article 4, Section 1 amended to update officer eligibility requirements, as per special business meeting and vote by BASH membership.