

BY-LAWS

of

PRISM Gay Men and Allies Chorus Corporation

ARTICLE I – NAME

The name of the organization shall be PRISM Gay Men and Allies Corporation, hereinafter referred to as PRISM.

ARTICLE II – ADDRESS

The principal office and mailing address of PRISM shall be **P.O. Box 1167, Royal Oak, Michigan 48068** and will be monitored by a member(s) the Board of Directors. The Board of Directors may designate other offices, as necessary.

ARTICLE III – MEMBERSHIP

The membership of the corporation shall consist of the members of the Board of Directors.

ARTICLE IV – PURPOSE

PRISM shall be organized exclusively for CHARITBLE purposes as defined under section 501(c)(3) of the Internal Revenue Service Code (or corresponding section of any future federal tax code).

Mission Statement - To use choral music as a catalyst for enriching and educating both the participants and audiences by demonstrating to individuals the many ways that music positively impacts our world, "Changing Lives One Note at a Time."

ARTICLE V – BOARD OF DIRECTORS

1. AUTHORITY. The business, property and affairs of the Prism shall be managed by its elected Board of Directors who shall act in the best interests of PRISM.
2. COMPOSITION. Directors shall be selected by the affirmative vote of a majority of the active choir members who are present at a duly held meeting. Directors shall serve a term of two years and may be re-elected at the end of the term. There is no limit on the number of terms a board member may serve. Board election terms are to be staggered to assure continuity.
3. MEETINGS. Directors are expected to attend all Board Meetings and serve on AD Hoc committees as needed. If a Director is absent from 2 consecutive Board meetings without notifying either the Chair or Vice Chairman, it will be determined that they have resigned by a majority of remaining Directors. The remainder of their term may be filled immediately by appointment from the Chairman.
4. RESIGNATION. Any Board member who decides to resign is requested to submit such resignation wither in writing or by word to the Chairman who shall present it to the Board at the next Board meeting. Such resignation shall be effective upon receipt or upon such date as specified in the resignation. This position may be filled immediately at a duly held meeting.
5. REMOVAL. Any Board member may be removed from office at any time, by the affirmative vote of a majority of all voting board members.
6. QUORUM. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. The affirmative vote by a majority of the Directors present at a meeting at which there is a quorum shall be necessary for the Board to take action, except as otherwise provided in these bylaws.
7. CODE OF CONDUCT. Code of Conduct agreement shall be signed by each Board Member and enforced as needed.
8. BOARD MEMBERSHIP AGREEMENT. Board Membership Agreement shall be signed by each Board Member and enforced as needed.

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ARTICLE VI – OFFICERS

1. COMPOSITION. Officer positions are defined as follows: Chairman, Vice Chairman, Secretary, Treasurer. In addition to the Officers, there will be a Marketing Director, Four (Non-PRISM Members) Board Members; Legal Counsel and Artistic Director (Non-voting members). Officers shall consist of persons with a demonstrated commitment to the arts and or the LGBT Community, an interest in the Greater Detroit geographical area, and skills or background of value to PRISM. The officers shall guard against of any business or financial conflict of interest.
 - A. Chairman – By virtue of the office, the Chairman shall exercise any powers and duties as the Board may determine and shall represent PRISM in an official capacity; Shall oversee long term goals of Prism - Approve and adopt annual budgets for operation of PRISM with Board input; Establish and oversee schedule of Board of Directors’/ Officers Meetings; Responsible for hiring, firing, contract negotiating, and evaluating the Artistic Director and all other staff positions of PRISM with input from Board; Maintain confidentiality of Board business as well as any issues of personal nature brought to their attention of the Board by individual members, while acting in their official capacities. Make a personal financial contribution to the organization as outlined in the Board Membership Guidelines and Code of Conduct Agreement form.
 - B. Vice Chairman – Oversight and reporting responsibility of Choir Committees. The Vice Chairman shall be vested with all the powers and duties of the Chairman in the Chairman’s absence/inability/refusal to act, only as long as such absence or inability exists. Maintain the confidentiality of Board activities as well as any matters of personal nature brought to their attention by individual members, while acting in their official capacities. Make a personal financial contribution to the organization as outlined in the Board Membership Guidelines and Code of Conduct Agreement form.
 - C. Secretary – Records, distributes and maintains all Board meeting documentation; Maintains all employee contractual documentation; maintains communication between Board and Choir. Secretary to Chorus – Records, distributes and maintains all membership, attendance, music and choir documentation; Performs other duties as ascribed to this office. Maintain the confidentiality of Board activities as well as any matters of personal nature brought to their attention by individual members, while acting in their official capacities. Make a personal financial contribution to the organization as outlined in the Board Membership Guidelines and Code of Conduct Agreement form.
 - D. Treasurer – Oversee financial responsibilities; act a business manager on behalf the chorus as a performing entity; executing contractual agreements, negotiation with suppliers and vendors, collection/recording of choir membership dues and donations; accountable for holding/dispersing funds in accordance with budgeted authorization, prepare and present monthly/quarterly and annual financial reports; assist Artistic Director in the drafting and preparation of program budgets. Schedule and oversee annual audit of PRISM accounts at the end of the fiscal year. Maintain the confidentiality of Board activities as well as any matters of personal nature brought to their attention by individual members, while acting in their official capacities. Make a personal financial contribution to the organization as outlined in the Board Membership Guidelines and Code of Conduct Agreement form.
 - E. Director of Marketing – Work in conjunction with the AD to Develop and maintain PRISM’s public image; to reflect the spirit and direction of the chorus; Develops graphic work for PRISM’s events/posters/advertisements and concerts to convey a clear and cohesive image of all chorus events; Manage, facilitate, and regulate distributions for PRISM logo(s) and ensure PRISM’s corporate identity is consistent in all advertising and internal documents; Work with web-masters to ensure digital and printed media are cohesive across the PRISM website, Respond to chorus or community inquiries regarding PRISM’s logo or image. Train and/or encourage social media team/web-masters to create continuity throughout all PRISM mediums. Ensure all photography posted on behalf of PRISM is full quality and/or edited as needed. Maintain the confidentiality of Board activities as well as any matters of personal nature brought to their attention by individual members, while acting in their official capacities. Make a personal financial contribution to the organization as outlined in the Board Membership Guidelines and Code of Conduct Agreement form.

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F. Board Members (Non-PRISM Members) - Board members will be expected to attend all board and committee meetings and functions, stay informed about the organization's mission, services, policies and programs. Review agenda and supporting materials prior to board and committee meetings. Serve on committees or task forces and offer to take on special assignments – Bylaw Updates/Revisions... Inform others about the organization. Make a personal financial contribution to the organization as outlined in the Board Membership Guidelines and Code of Conduct Agreement form.

G. Staff Positions. The Board shall appoint all staff members of PRISM. Permanent staff members are as follows:

- a. Artistic Director
- b. Principle Accompanist.

A contract shall be established between all staff members and PRISM. Each contract will specify the responsibilities of each party to the other as well as renewal and stipend, when applicable. Each contractor will be responsible for signing and abiding to the standard membership agreements. Maintain the confidentiality of Board activities as well as any matters of personal nature brought to their attention by individual members, while acting in their official capacities.

H. Committees. Committees, special or ad hoc, shall be appointed as the Board of Directors deem necessary to carry on the mission and work of Prism. The Vice Chairman shall be ex-officio members of all Committees. Each committee shall consist of one (1) or more Board Members. Committee Chairs will be responsible for submitting a detailed report to both the Vice Chairman and Board Secretary 3 days prior or before, each monthly Board meeting.

- a. Committees: Recruitment/Membership Committee, Fundraising Committee, Operations Committee, Finance Committee, Audit Committee, Historical Committee and Music Committee.

I. Legal Counsel. Attorney or firm willing to provide pro bono legal advice and input; may be invited by the Board to attend closed meetings for legal advice. Maintain the confidentiality of Board activities as well as any matters of personal nature brought to their attention by individual members, while acting in their official capacities.

2. MEETINGS. General meeting of the Board of Directors, Committees or guests, will be held once per month. Meeting will be used to Review and Approve prior months meeting minutes, Old/New & Other Business, A/D, Committee Reports and general communication/announcements. Board Members, A/D & Committee Reports need to be prepared and presented to Vice Chairman/Board Secretary 3 days prior or before, scheduled Board Meeting in order for report or new business to be placed on agenda. Officers are expected to attend all Board Meetings and serve on AD Hoc committees as needed. Closed/Formal meeting of the Board of Directors (voting members only) will be held the 2nd month of each Quarter, immediately following that month's general board meeting. Meeting will be used to discuss financial plans/information, contractual obligations, bylaw motions or revisions and any other pending business. The meeting will be presided over by the Chairman of the Board, must meet quorum requirements and its deliberations must be recorded in the minutes. Under the doctrine of collective responsibility, all officers (even if absent) are bound by its resolutions. The Board of Directors shall meet a minimum of once per year prior to June 30 to set, review and approve the budget and AD contract for the upcoming year. Special or Emergency Board of Directors meetings, and can be called only by the Chairman or one-third of the Board, on an "as-needed basis" with only a seventy-two (72) hour notifications. Notice of Special meetings shall be sent out by the Secretary to each Board member at least 48 hours in advance.
3. REMOVAL. If an Officer is absent from 2 consecutive Board meetings without notifying either the Chairman or Vice Chairman, it will be determined they resigned and the remainder of their term immediately filled by appointment from the Chairman. Any vacancy on the board which occurs because of resignation, removal, inability to act or death may immediately be filled by appointment from the Chairman.
4. RESIGNATION. A Board member desiring to resign is requested to submit such resignation wither in writing or by word to the Chairman who shall present it to the Board at the next Board meeting. Such resignation shall be effective upon receipt or upon such date as specified in the resignation. This position may be filled immediately at a duly held meeting. If there is agreement that an officer is incapacitated or has been grossly

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negligent in his/her duties defined by these bylaws, the Officer may be removed by a two-thirds vote, and a new Board member may be appointed to fulfill the remainder of their term.

5. **QUORUM.** There must be a quorum for a vote to be taken on any manner. Quorum is deemed to be at least 5 members of the Board of Directors. Each member of the Board of Directors shall have only one vote, regardless of position.
6. **ELECTIONS.** Officers and Marketing Director shall be elected by the affirmative vote of majority of the active choir members who are present at a duly held meeting. Officers and Marketing Director shall serve a term of two years and may be re-elected at the end of the term. There is no limit on the number of terms an Officer or Marketing Director may serve. Officers and Marketing Director elections are to be staggered to assure continuity.
 - a. Even year – December Election /January start date – Chairman, Treasurer, 2 Board Members. During this election, the Vice-Chairman will run the nomination and election process. The Vice-Chairman will not be a voting member during this election.
 - b. Odd year – April Election/May start Date – Vice Chairman, Secretary, Marketing Director and 2 Board Members. During this election, the Chairman of the Board will run the nomination and election process. The Chairman of the Board will not be a voting member during this election.
- A. Nominations. Nomination for a position must come from a choir member a selected rehearsal date – normally 2 weeks before the election. A nomination will only be valid if the candidate accepts the nomination verbally at the meeting and is willing to take office if elected.
- B. Voting. Candidates may make a brief statement to the members regarding their candidature. The presentation of such a statement shall take no longer than five minutes. The order of candidates' statements shall be determined by the Chairman /Vice Chairman presiding over the election using a random selection process. To be elected, a candidate must receive votes marked with his name from a majority of the members in the choir. Ballots should be cast marked with the name of an announced candidate or with the word "abstain." In the case of a tie, the respective Chairman/Vice Chairman would be the deciding vote. Voting will be by secret ballot. Two people, the Board Secretary and one member, randomly selected by the Officer presiding over election, will act as tellers.
- C. Record of Election. The minutes shall record the candidates nominated for each position and the elected candidate. Board Members. Non-PRISM Board Members shall be nominated by a Board Member and approved by the Board. There is no term limit for this position
Legal Counsel. Legal Counsel to be selected and approved by Board. There is no term limit for this position.
7. **CODE OF CONDUCT.** Non-Discrimination and Sexual Harassment. PRISM Gay Men & Allies Chorus invites membership and participation without regard to race, color, national origin, gender, sexual orientation, age, religion, gender expression, or handicap (or any other criterion prohibited by applicable law). PRISM is committed to an environment in which all individuals are treated with respect and dignity. Each individual has the right to sing in a professional atmosphere that prohibits discriminatory practices including harassment. Therefore, PRISM expects that all relationships among persons in the choir will be professional, free of bias, prejudice, discrimination, and harassment. Board Members, Officers and PRISM members must act in professional manner and to avoid and refrain from any conduct which would tend to disparage or harm the reputation of, or diminish in any way PRISM, its affiliates, mission, Board of Directors, Officers, members, donors sponsors or employee, which might jeopardize or be prejudicial to any business, professional or personal relationship of PRISM or any of the above-mentioned representatives. The term "harassment" is used in this policy to refer to both sexual and other forms of harassment.
 - a. **Sexual Harassment.** Sexual harassment is unwelcomed sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature when submission to such conduct: Is made a condition of membership, is made the basis for membership decisions, or unreasonably interferes with an individual's ability to participate their part or otherwise creates an offensive or hostile environment.
 - i. The following are examples of conduct that may constitute sexual harassment:
Unwanted physical touching, telling sexually explicit jokes or stories, making lewd or offensive comments or gestures; sending sexually explicit messages, images, emojis, or

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similar items by letters, notes electronic mail, cellular device, text message, social media or similar platforms.

- b. **Other Forms of Harassment.** Other forms of prohibited harassment include offensive comments or conduct pertaining to a person's race, ethnicity, religion, creed, ancestry, national origin, age, physical or mental disability, sexual orientation, gender, gender identity, marital status, veteran status, or any other characteristic protected by local, state or federal law.
- c. A Code of Conduct agreement shall be signed by each Board Members/Officers, AD, Accompanist and PRISM members and enforced as needed.

ARTICLE VII – FINANCE

The Treasurer is responsible for the fiscal management of the Corporation. Financial management includes: Protecting the organization's assets and investments; ensuring that accurate records of the organization's financial activities are kept and made available as required, clarifying the standards and expectations required of all paid and volunteer personnel; and ensuring compliance with applicable laws and reporting requirements. The Treasurer may delegate authority for financial matters but shall retain ultimate responsibility. Any delegation of financial authority shall be in writing and such delegate shall agree to act in the best interests of PRISM

ARTICLE VIII – Amendments

1. **BYLAW AMENDMENTS.** These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE IX – Dissolution of the Corporation

1. **HOW TO DISSOLVE THE CORPORATION.** Dissolution of the Corporation requires a 2/3 majority vote of the Board of Directors.
 - a. **Assets.** All remaining assets of the corporation, after the settlement of all debts, shall be distributed to other non-profit organizations, to be determined by the Board of Directors, whose purpose and goal are like those of the Corporation.
 - b. **Use of Name.** Upon dissolution, the name PRISM Gay Men and Allies Corporation or PRISM shall not belong or be used by any member, unless otherwise agreed in writing.

Effective as of August 6, 2018



Chairman

Original Bylaws: June 2016

Revision 1 Date: March 2018

Revision 2 Date: August 2018

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APPENDIX

By-Laws of PRISM Gay Men and Allies Chorus Corporation

Appendix A: Conflict of Interest Policy

Article I: Purpose

The purpose of the conflict of interest policy is to protect the interest of PRISM Gay Men and Allies Chorus Corporation ("PRISM") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II: Definitions

1. **Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
 - d) Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial. A financial interest isn't necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III: Procedures

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest**
 - a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

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- d) If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- 4. **Violations of the Conflict of Interest Policy**
 - a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V: Compensation

- a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose authority includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c) No voting member of the governing board or any committee whose authority includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI: Annual Statements

- 1. Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
 - a) Has received a copy of the conflict of interest policy,
 - b) Has read and understands the policy,
 - c) Has agreed to comply with the policy, and
 - d) Understands the Organization is charitable and to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.
- 2. Periodic Reviews
 - a. To ensure the Organization operates in a manner consistent with charitable purposes and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

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- i. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- ii. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article VIII: Use of Outside Experts

When conducting the periodic reviews, as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.