

Bylaws of the Vocal Organization of California (VO-CAL)

Article I. NAME

The name of this organization shall be the Vocal Organization of California ("VO-CAL").

Article II. OFFICES

The principal office for the transaction of the business of this organization may be established at any place or places within or without the State of California by resolution of the Board.

The Board may at any time establish branch or subordinate offices at any place or places where this organization is qualified to transact business.

Article III. PURPOSE

- A. The purpose of this organization shall be to provide programs and opportunities for student singers to develop and gain experience in the vocal arts by means such as, but not limited to:
- a) an annual vocal competition
 - b) a summer opera camp
 - c) public recitals
- B. This organization is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.
- C. Upon dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article IV. LIMITATIONS

Political Activities: This organization has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article III, and it shall be nonprofit and nonpartisan. No substantial part of the activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Prohibited Activities: This organization shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article III. The organization may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article III shall be construed as allowing the organization to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

Article V. ELIGIBILITY

- A. The programs and opportunities offered by the Vocal Organization of California shall be open to students, regardless of national origin or citizenship, of teachers who reside in the following counties: Los Angeles, Orange, Ventura, Santa Barbara, San Diego, Riverside, or San Bernardino.
- B. Members: The Corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law.

However, the Board/Founders' Circle may adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the organization. Such associate or other members are not "members" of the Corporation as defined in section 5056 of the California Nonprofit Corporation Law.

Article VI. THE FOUNDERS' CIRCLE

- A. The Founders' Circle comprises of the five founding members who met at Zov's Bistro at our Inaugural Meeting on June 18th, 2015.
They are (in no particular order):
Christin Cornell, Kathleen Martin, Sarah Sandvig, Susan Wong, and Stephanie Young.
- B. Non-liability
The Founders' Circle shall not be personally liable for the debts, liabilities, or other obligations of VO-CAL.

C. Limitation of Liability

VO-CAL is a non-profit organization administered primarily by volunteers. It makes no warranty or representation, express or implied, regarding any of its competitions, camps, or programs offered to participants (including members, parents, students, teachers, and independent contractors), and is not responsible for how any participant may use the services provided or the success of any participant in any of the programs. As a condition to participation in any VO-CAL event, participants shall not be entitled to recover monetary damages against VO-CAL, or any of its officers, directors, employees, agents, or volunteers, for any claim, whether arising in tort or in contract, other than as considered fair and exact, by unanimous vote by the Founders' Circle. Participants further understand and agree that the total amount that may be awarded by an arbitrator after hearing, should the participant prevail, shall under no circumstances exceed the amount of the participation fee paid by the participant.

OTHER THAN AS EXPRESSLY PROVIDED HEREIN, AND TO THE FULLEST EXTENT PERMITTED BY LAW, PARTICIPANTS WAIVE ANY AND ALL DAMAGES OR LOSSES ARISING OUT OF ANY CLAIM, WHETHER BASED IN CONTRACT OR TORT, INCLUDING ACTUAL, COMPENSATORY, INCIDENTAL, SPECIAL, CONSEQUENTIAL, PUNITIVE, OR EXEMPLARY.

Article VII. EXECUTIVE BOARD AND THEIR DUTIES

- A. The Executive Board ("Directors") shall consist of a President, Secretary/Vice-President, Director of Public Relations, Treasurer, and Benefactor. These offices will be assumed and shared by the members of the Founders' Circle, by mutual agreement. The Founders' Circle may also, by unanimous vote, appoint an associate member to replace them in any of these offices.

Number and Qualifications

The authorized number of directors of this organization ("Directors") shall be not less than 1 or more 5; the exact authorized number to be fixed within these limits, by resolution of the Board.

B. President

The President shall preside at all meetings, and shall sign all contracts, documents, and written instruments, pertinent to VO-CAL, that have been approved by the Executive Board. The President is authorized to sign (or co-sign with the Treasurer) checks issued by VO-CAL.

C. Secretary/Vice-President

The Secretary shall keep a record of attendance of all Board Meetings, and shall maintain a copy of the Minutes of each meeting, in perpetuity, for the historical records of VO-CAL.

The Secretary shall also, as Vice-President, assume the duties of President in the absence of that officer, and shall assist the President and perform such supervisory duties as may be needed by VO-CAL.

D. Director of Public Relations

The Director of Public Relations shall oversee the Website of VO-CAL and coordinate the dissemination of information about VO-CAL to the public at large.

E. Treasurer

The Treasurer shall receive all monies of VO-CAL, disburse the same as requested by the Board, keep a correct account of all monies received, receipts given, and disbursements made, and is authorized to sign (or co-sign with the President) checks issued by VO-CAL. The Treasurer shall also provide a periodic Treasurer's Report to the Executive Board, which shall be kept for the permanent written record, and perform an annual audit of the monies of VO-CAL, with an auditor appointed by the Founders' Circle.

F. Benefactor

The Benefactor shall provide additional funding, as needed, to assist in and ensure the financial solvency of VO-CAL.

Article VIII. MEETINGS

Meetings will be called at the discretion of the Founders' Circle.

Article IX. AMENDMENTS

The Bylaws may be amended by unanimous approval of the Founders' Circle.

Article X. PROCEDURES

In all instances, not specified in the Bylaws of the organization, the Robert's Rules of Order, Newly Revised, shall be the governing authority.