

2024 PIKES PEAK OPERA LEAGUE BYLAWS

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This Revision APPROVED by the Membership on September 4, 2024.

ARTICLE I — NAME

Section 1.1 NAME

The name of the organization is Pikes Peak Opera League Incorporated, hereinafter referred to as PPOL.

ARTICLE II — PURPOSE

Section 2.1 PURPOSE

PPOL, a non-profit organization,

- a. is organized to promote knowledge and appreciation of opera, musical theater, classical, and vocal arts;
- b. supports Opera Theatre of the Rockies and other regional opera, classical, and vocal arts organizations;
- c. encourages and supports young and aspiring vocal talent through fundraising projects for educational programs and scholarships; and
- d. always operates in accordance with the current Internal Revenue Code Section 501(c)(3), or any future U.S. Revenue Law that may replace it.

ARTICLE III — MEMBERSHIP

Section 3.1 ELIGIBILITY

Any person is eligible who:

- a. subscribes to the mission and purpose of PPOL; and
- b. pays dues according to their membership category.

Section 3.2 ANNUAL DUES

- a. PPOL's fiscal year is from September 1 through August 31.
- b. The dues shall be reviewed annually by the Board and the amount for the next membership year shall be announced at the Annual Membership meeting.
- c. Membership dues are non-refundable.

Section 3.3 MEMBERSHIP CATEGORIES

- a. **Individual Membership** is for one person.
- b. **Family Membership** includes two or more persons living at the same address.
- c. **Honorary Members** are selected by the Board for one membership year to acknowledge persons who have aided PPOL in its objectives and purpose. Honorary Members do not pay dues. The Board may designate additional persons as Honorary Members at any time, and review and update the list annually by the Annual Membership Meeting.
- d. **Lifetime Honorary Members** are selected by the Board to recognize persons whose outstanding, extraordinary service has contributed to the objectives and purpose of PPOL. Lifetime Honorary members do not pay dues. The Board may designate additional persons as Lifetime Honorary Members at any time.

Section 3.4 VOTING

- a. Individual, Family, Honorary, and Lifetime Honorary Members shall be eligible to vote at meetings.

Section 3.5 PRIVACY

- a. PPOL's annual Membership Directory is published for the exclusive use of PPOL and its members for authorized PPOL communications and functions. Members may use Directory information to personally contact members.

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- b. No member may share members' personal information from the Membership Directory.
- c. Member information in the Directory shall not be used by businesses, commercial enterprises or other organizations for communications, sales, solicitations or any purpose not authorized by the Board.
- d. The Board may authorize exceptions that are determined necessary for advancing PPOL objectives.

Section 3.6 REVOKED MEMBERSHIP

- a. The Board may determine that a member who engages in activities contrary to the objectives and purposes of PPOL, or brings discredit to PPOL, shall be removed from membership.
- b. Revoking a person's membership requires a two-thirds vote of the Board.

ARTICLE IV — MEMBERSHIP MEETINGS

Section 4.1 GENERAL MEMBERSHIP MEETINGS

- a. General Membership meetings shall normally be held on the first Wednesday of each month (except January, June, July, and August), at a time and location to be announced.
- b. An annual schedule of meetings with time and location shall be printed in the Membership Directory.

Section 4.2 ANNUAL MEMBERSHIP MEETING

- a. The Annual Membership meeting shall be held on the first Wednesday in May, unless otherwise scheduled by the Board.
- b. Notice of such rescheduling shall be provided to members at least two weeks prior to the meeting.
- c. Voting on next year's Officers and two Directors shall occur at this meeting.

Section 4.3 SPECIAL MEETINGS

- a. A Special Meeting may be called by any elected member of the Board who must state the purpose of the meeting.
- b. At least one week prior to the Special Meeting, a meeting notice shall be distributed to all members via newsletter or other printed notice, mail, email, and/or other electronic means. Members without email will be notified by mail.
- c. Only business related to the stated purpose of the meeting shall be transacted at the Special Meeting.

Section 4.4 QUORUM

- a. A quorum necessary to transact business of PPOL shall be 35 members (dues paid) who are present at a Membership or Special Meeting.

Section 4.5 CANCELLATIONS

- a. In case of inclement weather, if either School District 11 and/or 12 shall be closed or delayed, meetings shall be cancelled.

ARTICLE V — BOARD OF DIRECTORS

Section 5.1 BOARD OF DIRECTORS

- a. The Board of Directors, referred to as the Board in this document, shall be four Officers, four Directors, and the immediate Past President.
- b. Board members must be current members.

Section 5.2 OFFICERS

- a. **TERMS**
 - i. Officers shall be elected for a one-year term beginning September 1 following their election.
 - ii. No officer shall serve more than two consecutive terms in the same office unless the Nominating Committee cannot find a suitable replacement and proposes the current officer to continue in the same office.

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- iii. At the discretion of the President, an officer may seek an assistant, but that person is not a voting member of the Board.
- b. **PRESIDENT**

The President shall:

 - i. be the Chief Executive Officer of PPOL, subject to the direction of the Board;
 - ii. supervise and execute all the business of PPOL;
 - iii. reside over all Board and Membership meetings;
 - iv. sign contracts which the Board has previously authorized, or authorize a Board member to do so;
 - v. appoint leaders of Standing Committees and establish and appoint leaders of Special Committees;
 - vi. act as an ex-officio member of all committees except the Nominating Committee;
 - vii. call emergency meetings of the Board as circumstances require;
 - viii. act as PPOL's liaison to the Opera Theatre of the Rockies' Board of Directors;
 - ix. appoint a Nominating Committee at least 60 days prior to the Annual Membership Meeting when elections are held; and
 - x. when an elected Board position is vacated, call upon the Board to fill the position for the remaining term.
- c. **VICE PRESIDENT**

The Vice President shall:

 - i. in the absence of the President or in the event of his or her death or resignation, assume the presidency, and have all obligations of the office of the President;
 - ii. serve as an ex-officio member of any special or fundraising event, be a resource and advisor to Committees, and assist with organizing and planning events as needed; and
 - iii. research and propose fundraising projects and bring them to the Board for approval.
- d. **SECRETARY**

The Secretary shall:

 - i. record minutes of the Board and Membership meetings and retain them for distribution as needed;
 - ii. after each meeting send a copy of Board minutes to the President and each Board member for review;
 - iii. submit minutes of the last Board meeting at the following Board meeting for approval; and
 - iv. before the August Board meeting, provide the incoming President with the prior year's Board and Membership meeting agendas and minutes, as well as any other records requested by the incoming President.
- e. **TREASURER**

The Treasurer shall:

 - i. have charge and custody of, and be responsible for, all funds and securities of PPOL;
 - ii. receive annual membership dues and maintain the Membership database;
 - iii. receive funds due and payable to PPOL and deposit all such funds in the name of PPOL in such banks or other depositories selected by the Board;
 - iv. disburse funds within the amount budgeted by the Board or approved by the Board for expenditures in excess of the budget;
 - v. have the authority to deny unauthorized expenditures;
 - vi. close the books at the end of the PPOL fiscal year, which is August 31;
 - vii. file the required Federal and State tax and/or compliance forms for the fiscal year in which he/she served as Treasurer;
 - viii. provide the Board with a monthly financial report at each Board meeting;
 - ix. annually provide a summary financial report to the membership at the first General Membership meeting of the fiscal year;
 - x. prepare a proposed annual budget to present to the Board at the August meeting;
 - xi. present an annual budget to the membership for approval at the September General Membership meeting;

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- xii. provide a summary financial report at any time to any member who so requests; and
- xiii. within 90 days of the end of the fiscal year, present the closed Treasurer's books for review by a Review Committee appointed by the Board. The committee shall consist of two or more members who review and make a written report of their findings to the Board no later than January 15.
- xiv. In addition, the Treasurer may recommend delegating responsibility for the Virtuoso Society Fund to an individual or individuals, subject to approval by The Board.

Section 5.3 DIRECTORS

- a. There are four Directors, each elected to serve a two-year term.
- b. Terms are staggered so two Directors are elected each year to replace two outgoing Directors.

Section 5.4 ELECTION OF BOARD

- a. The election for incoming Officers and two Directors will be held at the Annual Membership Meeting.
- b. The voting procedure will be determined by the Board. [See Section 6.1.a. Nominating Committee.]
- c. Members must be present to vote unless meetings cannot be scheduled (due to natural disasters or unavoidable causes) and the President determines that votes will be taken by mail, email, and/or other electronic means.
- d. To ensure a smooth Board transition each year, the outgoing and incoming Officers and Directors should attend Board meetings starting the month following the election and continuing through August 31.

Section 5.5 BOARD MEETINGS

- a. The Board shall have a regular monthly meeting, normally the last Wednesday of the month to precede the next Membership Meeting.
- b. The quorum of the Board shall be five.
- c. At a Board meeting with a quorum present, the act of a majority of Board members present and voting shall be the act of the Board.
- d. In case of an urgent matter that must be addressed between Board meetings, the President may contact all Board members with a resolution, request a motion and a second to be voted upon. Votes may be received by mail, email, and/or other electronic means. A record of the vote shall be submitted to the Secretary, ratified at the next Board meeting and reported in the minutes.
- e. Any elected Board member may call a special meeting at which only business mentioned in the announcement may be transacted.

ARTICLE VI — STANDING AND SPECIAL COMMITTEES

Section 6.1 STANDING COMMITTEES

PPOL shall have two Standing Committees headed by a Team Leader appointed by the President.

a. NOMINATING COMMITTEE

The Nominating Committee shall:

- i. consist of at least one member who is a past or current member of the Board;
- ii. not be seeking an elected position in the current election;
- iii. at least one month prior to the Annual Membership Meeting present a slate of candidates to all members via newsletter or other printed notice, mail, email, and/or other electronic means of communication to members;
- iv. accept additional nominations from any voting member that has submitted nomination(s) in writing to the Board at least two weeks prior to the Annual Membership Meeting; and
- v. prepare a ballot when more than one candidate is running for the same office.

b. MEMBERSHIP COMMITTEE

The Membership Committee shall:

- i. distribute membership information and applications to potential members;
- ii. prepare and publish the annual Membership Directory;
- iii. keep a record of general meeting attendance and members' name tags;

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- iv. provide and distribute membership renewal forms to members in May; and
- v. contact members who have not renewed their membership.

Section 6.2 SPECIAL COMMITTEES

- a. These committees shall be formed at the discretion of the Board.

ARTICLE VII — PARLIAMENTARY AUTHORITY

Section 7.1 PARLIAMENTARY AUTHORITY

- a. Rules in the current edition of Robert's Rules of Order Newly Revised shall govern PPOL in all cases to which they are applicable and in which they are consistent with the Articles of Incorporation.

ARTICLE VIII — DISSOLUTION

Section 8.1 DISSOLUTION

- b. Should PPOL be dissolved for any reason, the requirements and procedures of PPOL Corporate Articles of Incorporation shall be followed.

ARTICLE IX — AMENDMENT

Section 9.1 AMENDMENT

- a. These bylaws may be amended and offered by the Board for vote at a Membership Meeting where a quorum is present.
- b. All amendments to the bylaws must be presented to the membership at least two weeks prior to the scheduled vote, either via newsletter or other printed notice, mail, email, and/or other electronic means of communication to members.
- c. Adoption of amendment requires a two-thirds vote of the members present.