

**BY-LAWS of RUSSIAN AMERICAN COLONY SINGERS (RACS)
A NOT-FOR-PROFIT CORPORATION**

ARTICLE I ORGANIZATION

1. The name of the organization shall be Russian American Colony Singers (RACS).
2. The seal of the corporation shall be of such design as shall be approved and adopted from time to time by the Board of Directors, and the seal or a facsimile thereof may be affixed by any person authorized by the Board of Directors or these By-Laws by impression, by printing, by rubber stamp, or otherwise. The foregoing notwithstanding, however, unless otherwise required by the laws of the State of Alaska, the Board of Directors may opt not to utilize a corporate seal.
3. The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE II PURPOSES

The following are the purposes for which this organization has been organized:

To provide an opportunity for a group of accomplished singers, both from Russia and America and who have a sincere interest in Russian culture, to share and enjoy through public performance classical, liturgical or folk choral music in the Russian language, composed by Russians or popular among Russians, and similar music and other art forms in other languages and from other cultures.

ARTICLE III MEMBERSHIP

Membership in this organization shall be open to all who meet the following criteria:

General Members: Any individual of Russian descent, or who has a genuine interest in Russian culture, or the purposes of this organization, and who wishes to contribute time and talent to further the abovementioned purposes of the organization. General Members shall have the right to vote at all general membership meeting in accordance with the By-Laws.

Singing Members: Singing Members shall be chosen in accordance with the By-Laws from among the General Members using the following criteria:

1. Must make application to the Cultural Director
2. The Cultural Director shall provide applicant an audition
 - i. Audition held before Cultural Director and two other Singing Members
3. After audition the Cultural Director and Singing Members determine acceptability using the following criteria:
 - i. Quality of voice
 - ii. Ability to read music
 - iii. Singing groups requirement for applicants' voice range
 - iv. Ability to read and articulate Russian language (note: does not require the ability to speak or understand Russian)
 - v. Commitment to attend rehearsals and perform in concerts
 - vi. Sincerity of interest in the purposes of the organization

Supporting Members: Any individual or corporation donating any amount of money, services or goods. The Board of Directors shall determine the form of recognition, privileges and obligations of a Supporting Member. Supporting Members do not vote.

Membership rolls will be maintained by issuance of a membership certificate after the member has paid dues identified under ARTICLE XI of the By-Laws. The corporate President and Secretary shall sign each certificate and the Secretary shall record the member's name, address, certificate number and the date of issuance in the corporation's membership roll book before giving it to the member.

ARTICLE IV MEETINGS

The annual membership meeting of this organization shall be held on the 1st day of September each and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.

The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.

Regular meetings of this organization shall be held at the Cultural Director's residence.

The presence of not less than forty percent (40%) of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than two weeks from the date scheduled by these By-Laws and the Secretary shall cause a notice of this scheduled meeting to be sent all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meetings.

Special meetings of this organization may be called by the President when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days prior to the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of sixty percent (60%) of the members of the Board of Directors or forty percent (40%) of the members of the organization, the president shall cause a special meeting to be called however such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V VOTING

At all meetings except for the election of officers and directors, all votes shall be by raising of hands. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the Chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as 'Inspectors of Election' and who shall, at the conclusion of such balloting, certify in writing to the Board of Directors the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VI ORDER OF BUSINESS

1. Roll Call
2. Reading and Acceptance of the Minutes of the preceding meeting
3. Reports of Committees
4. Reports of Officers
5. Old and Unfinished Business
6. New Business
7. Adjournments

ARTICLE VII BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of five (5) members, together with the officers of this organization. At least one of the directors elected shall be a resident of the State of Alaska and a citizen of the United States.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of two (2) years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by the President after due notice to all the directors of such meeting.

Eighty percent (80%) of the members of the Board of Directors shall constitute a quorum and the meeting of the Board of Directors shall be held regularly on the 1st day of July each and every year.

Each director shall have one vote and such voting may not be done by proxy.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The Board of Directors shall select from one of their members a Secretary.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interest of the organization.

ARTICLE VIII OFFICERS

The initial officers of the organization shall be as follows:

President
Vice President
Secretary
Treasurer
Cultural Director

The President shall preside at all membership meetings.
He shall by virtue of his office be Chairman of the Board of Directors.
He shall present at each annual meeting of the organization and annual report of the work of the organization.
He shall appoint all committees, temporary or permanent.
He shall see all books, reports and certificates required by law are properly kept or filed.
He shall be one of the officers who may sign the checks or drafts of the organization.
He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his duty to file any certificate required by any statute, federal or state.
He shall give and serve all notices to members of this organization.
He shall be the official custodian of the records and seal of this organization.
He may be one of the officers required to sign the checks and drafts of the organization.
He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.
He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization.
He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.
He shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$2,500.00 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.
He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He shall exercise all duties incident to the office of Treasurer.

The Cultural Director shall provide strategic leadership to ensure the development of professional offerings and provide oversight for programming, marketing and managing all aspects of the organizations annual presentations.

She shall undertake a collaborative role with the Board of Directors in the areas of strategic planning, artistic/cultural programming, audience development and fundraising.

She shall work closely with the Board of Directors and Budget Committee to develop the budget and operates within that budget.

She shall provide vision; inspiration and direction in the organizations grant writing tasks.

She shall recommend guest artists for each season for approval of the Board of Directors.

She will provide guidance and oversight to these guest artists.

She shall act as an entrepreneurial leader who can catalyze in the cultural arena for mutually advantageous relationships to the organization.

She shall work closely with the Board of Directors to ensure the continuing development of its regional and national profile.

She shall provide leadership as Choir Director and Conductor executing all duties and functions as required to ensure successful completion of choir season performances.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE IX SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE X COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

Recommend Budget Committee to be permanent.

ARTICLE XI DUES

The dues of this organization shall be \$75.00 for individuals and \$100.00 for families per annum and shall be payable on the 1st day of September each and every year.

ARTICLE XII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than forty percent (40%) of the members.