

LYC Board of Directors Expectations

GENERAL BOARD ASKS

1. Promote LYC and its events throughout the community
2. Act as an advocate for youth performing arts
3. Connect with LYC, when applicable, on social media outlets (Facebook, YouTube, etc.)
4. Participate in additional LYC fundraising drives when means allow (Give for Good Louisville, Brackets for Good, etc.)
5. Any other obligations added by a quorum vote of the LYC Board
6. "Work" at LYC regular concerts, acting as a host for Alumni and VIP Guests as requested by Terri

LEADERSHIP OBLIGATIONS

1. Attend 83% of all full board meetings annually (5 of 6 meetings)
2. Actively serve on one of the three standing committees or on any ad hoc committee created by the Board of Directors
 - a. Finance Committee (oversee the finances of the Choir)
 - b. Development & Marketing Committee (oversee the development and marketing of the Choir and its activities including, but certainly not limited to, oversight of the yearly dinner and auction)
 - c. Nominating Committee (oversee Board Membership and all Choir or Board documents)
Active service is defined as attending meetings, completing assigned tasks on time and contributing to the vision and direction of the committee.
3. Complete an annual self-evaluation regarding your leadership service to LYC

COMMUNITY OBLIGATIONS

1. Attend/"work" at least one LYC regular season concerts
2. Sit in on at least one rehearsal per season
3. Secure new Board Member leads annually and when personal Board Membership term expires

FINANCIAL OBLIGATIONS

1. Personally contribute an annual minimum gift of \$350 directly to LYC
2. Contribute financial support to the Fund for the Arts Annual Campaign
 - a. Board Members are discouraged from designating their gifts
This gift should be given in the spirit of supporting the Arts community as a whole.

FUNDRAISING OBLIGATIONS

1. Attend and support the For Love of Music Annual Dinner and Silent Auction. Items included but not limited to:
 - a. Selling a table
 - b. Supporting the Development & Marketing Committee
 - c. Solicitation of auction items
 - d. Working the event
2. Present a minimum of 2 fundraising leads (persons, companies, or foundations) to LYC staff for solicitation

Board of Directors Position Descriptions

Board Member At-Large Job Description

Major Responsibilities

Organizational leadership and advisement
Fundraising and outreach
Organization of the board of directors, officers and committees
Formulation and oversight of policies and procedures
Financial management, including adoption and oversight of the annual budget
Oversight of program planning and evaluation
Personnel evaluation and staff development
Review of organization and programmatic reports
Promotion of the organization

Expectations

1. Attends and participates in meetings on a regular basis, and special events as able.
2. Financially supports the choir in a manner commensurate with one's ability.
3. Become familiar with the choir's finances, budget and financial needs.
4. Participate on a standing committee of the board, and serve on ad-hoc committees as necessary.
5. Be alert to community concerns that can be addressed by the choir's mission, objectives and programs.
6. Help communicate and promote the choir's mission and programs to the community.
7. Understand the policies and procedures of the choir.

Length of Term: The term of a Director is three years, and expires with the close of the third fiscal year following or coincident with the third anniversary of his or her election. A Director may serve two terms: provided, however, that the nomination of a Director for an additional term will be deemed a waiver of this limitation. Former Directors may be re-elected to the Board after an absence of one year.

Board Chair Job Description

General: Ensures the effective action of the board in governing and supporting the organization, and oversees board affairs. Acts as the representative of the board as a whole, rather than as an individual supervisor to staff.

Community: Speaks to the media and the community on behalf of the organization (as does the executive director); represents the agency in the community.

Meetings: Develops agendas for meetings in concert with the Board Secretary and Executive Director. Presides at board meetings.

Committees: Recommends to the board which committees are to be established. Seeks volunteers for committees and coordinates individual board member assignments. Makes sure each committee has a chairperson, and stays in touch with chairpersons to be sure that their work is carried out; identifies committee recommendations that should be presented to the full board. Determines whether executive committee meetings are necessary and convenes the committee accordingly.

Executive Director: Establishes search and selection committee (usually acts as chair) for hiring an executive director. Convenes board discussions on evaluating the executive director and negotiating compensation and benefits package; conveys information to the executive director.

Board Affairs: Ensures that board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new board members.

1. Is a member of the Board.
2. Is a partner with the Executive Director in achieving the organization's mission.
3. Chairs meetings of the Board after developing the agenda with the Chief Executive.
4. Encourages Board's role in strategic planning.
5. Appoints the chairpersons of committees, in consultation with other Board members.
6. Serves *ex officio* as a member of committees and attends their meetings when invited.
7. Discusses issues confronting the organization with the Executive Director.
8. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
9. Reviews with the Chief Executive any issues of concern to the Board.
10. Monitors financial planning and financial reports.
11. Plays a leading role in fundraising activities.
12. Evaluates annually the performance of the organization in achieving its mission.

Vice Chair (Chair-Elect) Job Description

General: Acts as the chair in his or her absence; assists the chair on the above or other specified duties.

Special Responsibilities: Frequently assigned to a special area of responsibility, such as membership, media, annual dinner, facility, or personnel.

1. Is a member of the Board.
2. Performs Chair responsibilities when the Chair cannot be available.
3. Reports to the Board's Chair.
4. Works closely with the Chair and other staff.
5. Participates closely with the Chair to develop and implement officer transition plans.
6. Performs other responsibilities as assigned by the Board.

Board Secretary Job Description

General: Acts as record-keeper for all activities and actions of the Board. Works in conjunction with the Board Chair to set meeting agendas. Works with committee chairs to ensure that all committee meeting records are kept on-record.

1. Is a member of the Board.
2. Maintains records of the board and ensures effective management of records.
3. Manages minutes of board meetings.
4. Collects committee meeting records.
4. Ensures minutes are distributed to members shortly after each meeting.
5. Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings.

Board Treasurer Job Description

General: Manages the board's review of, and action related to, the board's financial responsibilities. Should work directly with the CFO in developing and implementing financial procedures and systems.

Reports: Ensures that appropriate financial reports are made available to the board. Regularly reports to board on key financial events, trends, concerns, and assessment of fiscal health.

Finance Committee: Chairs the Finance Committee and prepares agendas for meetings, including a year-long calendar of issues. In larger organizations, a separate Audit Committee may be chaired by a different person.

Auditor: Recommends to the board whether the organization should have an audit. If so, selects and meets annually with the auditor in conjunction with the Finance and/or Audit Committees.

Cash Management and Investments: Ensures, through the Finance Committee, sound management and maximization of cash and investments.

1. Is a member of the Board.
2. Manages finances of the organization.
3. Administrates fiscal matters of the organization.
4. Provides annual budget to the board for members' approval.
5. Ensures development and board review of financial policies and procedures.

Committee Chair Job Description

1. Is a member of the Board.
2. Sets tone for the committee work.
3. Ensures that members have the information needed to do their jobs.
4. Oversees the logistics of committee's operations.
5. Reports to the Board's Chair.
6. Reports to the full Board on committee's decisions/recommendations.
7. Works closely with the Executive Director and other staff as agreed.
8. Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes.
9. Initiates and leads the committee's annual evaluation.

Louisville Youth Choir

Suggested Committee Actions

- **Nominating Committee**

- o Select a Committee Chair
- o Set a regular meeting schedule
- o Review the By-Laws (as needed)
- o Review policies and procedures of LYC (as needed)
- o Review Employee and Singer Handbooks (as needed)
- o Work with staff to establish employee succession plan
- o Review plan for board recruitment (as needed)

- **Development & Marketing Committee**

- o Select a Committee Chair
- o Set a regular meeting schedule
- o Review LYC fundraising plan (as needed)
- o Review previous year's *For Love of Music* roster of auction items, financials, etc.
- o Set budget goals with the Finance Committee for the *For Love of Music* event
- o Plan the current year's *For Love of Music* event
- o Review marketing plan for LYC (as needed)
- o Develop an alumni target plan for LYC via *Encore Louisville Toolkit*

- **Finance Committee**

- o Treasurer acts as Committee Chair
- o Set a regular meeting schedule
- o Review the financials on a monthly basis
- o Work with staff to establish matching dollars for Endowment Fund
- o Work with Development & Marketing Committee to establish budget goals for *For Love of Music* event
- o Participate in the annual review/audit

Keep in mind; these are simply suggestions to get each committee started.

The Louisville Youth Choir, Inc.

Bylaws

These Bylaws are hereby established by the Board of Directors of The Louisville Youth Choir, Inc. ("LYC").

ARTICLE I

BOARD OF DIRECTORS

1.1 Directors. The Board of Directors shall consist of at least twelve Directors. The Chair may appoint Advisory Directors, who may have all privileges of Directors except the power to vote.

1.2 Terms. The term of a Director is three years, and expires with the close of the third fiscal year following or coincident with the third anniversary of his or her election. A Director may serve two terms: provided, however, that the nomination of a Director for an additional term will be deemed a waiver of this limitation. Former Directors may be re-elected to the Board after an absence of one year.

1.3 Vacancies. Any vacancy occurring in the Board by reason of the resignation, disability, death, or disqualification of a Director may be filled by a vote of the remaining Directors. Nominations for such vacancies shall be made by the appropriate committee and submitted to the Board.

1.4 Powers and Duties. The Board shall have full charge of the property and business of the Corporation, with full power and authority to manage and conduct the same, including, without limitation, the following:

(a) The Board shall have power and authority to purchase, own, sell, lease, or otherwise receive or obtain any property, real or personal, necessary or appropriate for the conduct of the activities of the Corporation;

(b) The Board may employ such executive employees as may be necessary or appropriate for the successful fulfillment of the purposes of the Corporation. The Board may authorize such executive employees to select, hire, supervise staff employees and volunteers.

(c) The Board may create and designate such standing and special committees as it may from time to time deem necessary or appropriate.

1.5 Quorum. Three Directors, shall constitute a quorum for the transaction of business at any Board meeting. Unless these Bylaws require otherwise, the business of the Board shall be transacted by the majority vote of those Directors present and voting in person or by proxy, provided that a quorum is present in person or by proxy.

1.6 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all the Directors consent to the action in a writing filed with the minutes of the Board. Any action required or permitted to be taken at any meeting of any committee may be taken without a meeting if all the Directors who are members of the committee consent to the action in a writing filed with the minutes of the Board.

1.7 Proxies. A Director may by a proxy authorize another Director to vote on his or her behalf on any matter that may come before the Board. Any proxy given in writing shall be filed with the Secretary at the meeting at which the proxy is exercised. Any proxy given orally shall be confirmed in writing and filed with the Secretary no later than the next regular meeting of the Board. In the event an oral proxy is not timely confirmed, and the vote exercised by proxy decided a matter voted upon, any Director may, at the next regular meeting of the Board, request that such matter be reconsidered. Upon such request, the unconfirmed oral proxy shall be vacated and the matter recalled for a vote. Any request for reconsideration based upon this section shall be out of order if made after the adjournment of the next regular meeting of the Board following the exercise of an oral proxy.

1.8 Executive Committee. The Executive Committee shall consist of the officers of the Board and the chairs of the various committees. The Executive Committee shall transact any business that may arise between Board meetings, and shall exercise such other power as may be delegated to it by the Board. Proceedings of the Executive Committee shall be reported to the Board at its next meeting. A majority of the members of the Executive Committee shall constitute a quorum thereof, and the business of the Executive Committee shall be transacted by the majority vote of those members present and voting, provided that a quorum is present.

1.9 Attendance. After three consecutive unexcused absences, a Director may be removed from the Board.

ARTICLE II

OFFICERS

2.1 Terms. There shall be four officers of the Board: a Chair, a Vice Chair/Chair-Elect, a Secretary, and a Treasurer. These officers shall be elected from among the Directors and serve for a term of one year, or until their successors are elected and have qualified for office. A Director may be removed from office prior to the expiration of his or her term upon the affirmative vote of two-thirds of the Directors.

2.2 Chair. The Chair shall preside at all meetings of the Board and of the Executive Committee. The Chair shall appoint members of the Board to serve on the various committees as may be created from time to time by the Board, and the Chair shall be a member *ex officio* of all such committees. The Chair shall have such necessary and proper powers of supervision and management over the functions of the Board as may pertain to the office, and shall perform such other duties as may be designated by the Board. The chair will also serve as an *ex officio* on the Fund for the Arts Board of Directors.

2.3 Vice Chair/Chair-Elect. The Vice Chair/Chair-Elect shall assist the Chair and, in the event of the absence or temporary disability of the Chair, shall possess all the powers and perform all the duties of the Chair, *pro tempore*. In the event of the permanent disability, resignation, or death of the Chair, the Vice Chair/Chair-Elect shall succeed to the office of the Chair for the remainder of the Chair's term of office. The Vice Chair/Chair-Elect shall perform such other duties as the Chair and the Board may designate.

2.4 Secretary. The Secretary shall keep all minutes of the meetings of the Board, including Executive Committee meetings, and shall give or cause to be given all proper notices of meetings. The

Secretary shall have authority, with the Chair, to execute all contracts and other instruments as may be authorized by the Board. The Secretary shall perform such other duties as the Chair and the Board may designate.

2.5 Treasurer. The Treasurer shall be custodian of the funds of LYC. The Treasurer shall present financial reports to the Board at both its regular meetings and at the Annual Meeting. The Treasurer shall chair the finance committee and perform such other duties as the Chair and the Board may designate.

ARTICLE III MEETINGS

3.1 Regular Meetings. There shall be six regular meetings of the Board per year, at such times and places as are fixed by the Board. Delivery of a list of meeting dates shall be deemed notice of all listed meetings.

3.2 Special Meetings. The Chair may call special meetings of the Board, and shall call a special meeting upon the written request of five Directors. Notice of any special meeting shall be given, by mail or by telephone, to each Director at least five days preceding the date set for the meeting.

3.3 Annual Meeting. The Annual Meeting shall be held during the first three months after the close of a fiscal year, unless the Board by resolution shall adopt another time for the Annual Meeting for that year. The Annual Meeting shall have a full report of the activities of LYC during the preceding year, shall elect or confirm the election of Directors and officers, and transact such other business as may properly come before it. One-third of the Directors, but not less than five, shall constitute a quorum for the transaction of business at the Annual Meeting.

ARTICLE IV ELECTIONS

4.1 Nominations. The members of the Board are charged with the responsibility for nominations and shall select nominees for the officers of the Board and for Directors and shall present its nominations to the Board at Annual Meeting. Nominations for directors or officers may be made from the floor at any board meeting, provided that the consent of the nominee has been secured and that the full board is in agreement. Directors may also be nominated by the committee at a regular meeting of the Board.

4.2 Elections. All Directors shall be eligible to vote in all elections of Directors and officers conducted during their term. If the committee presents a nomination for a director to a regular meeting of the Board, the Board may conduct an election on such nomination at such meeting.

4.3 Ballots. Elections may be by voice vote, but if any Director calls for a written ballot, then elections shall be by written ballot.

ARTICLE V
AMENDMENTS

Proposed amendments to these Bylaws shall be presented at two consecutive regular Board meetings. The vote on the question of adopting the proposed amendments shall be taken at the second of the two meetings.

ARTICLE VI
INDEMNIFICATION

6.1 LYC shall, in accordance with the provisions of this Article, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suite, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of LYC, from and against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with any such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of LYC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to LYC.

6.2 To the extent that a director, officer, employee or agent of LYC has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to above or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

6.3 Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by LYC in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified pursuant to this Article.

6.4 LYC shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of LYC against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not LYC would have the power or obligation to indemnify him or her against such liability under the provisions of this Article.



Dear Louisville Youth Choir Potential Board Member:

In an effort to learn more about our Potential Board Members and your areas of expertise and interest, we are sending this “Getting to Know You” questionnaire. Your answers will provide information that could lead to increased interest in LYC, additional funding, more participants, etc.! We may even pitch future media stories related to what you provide here if you join the Board.

Please use as much space as you need to fill out the answers. We really appreciate you taking the time to do this and sending it back in to us as soon as you can.

GETTING TO KNOW YOU:

- 1. Your full name –**
- 2. Your area of residence (e.g. Crescent Hill) & Zip Code –**
- 3. Number of children & where schooled –**
- 4. Spouse’s name & where he/she works –**
- 5. How did you first learn of LYC (and when)? –**
- 6. What was your first association with LYC (i.e. parent, vol, Board) and/or what drew you to want to become a Board member for LYC? –**
- 7. Why do you believe LYC is important to the community? –**
- 8. How would you quickly describe LYC based on what you already may know about the choir (what is your 3-minute “elevator” pitch)?**
- 9. What are your personal goals for LYC and its impact on the community? –**

10. Do you volunteer on other Boards or for other organizations? If so, which ones and what roles? –
11. What is your “day job”? (company and title) –
12. What does your company do? –
13. Do you have any special connections or contacts that could help LYC in its endeavors?
Please list specifics beside each that apply:
 - a) vendors (signage, printing, logo items, Web site, formal wear, etc.)?
 - b) potential Board members?
 - c) potential donors?
 - d) media contacts?
 - e) other families who might want to participate in our choirs?
 - f) alumni contacts for Lascito Coro?
14. Please make notes beside any areas you would like to become more involved with:
 - LYC’s annual auction –
 - planning & organization of event
 - auction items (collection/organization/descriptions)
 - program & event materials
 - volunteering at the event
 - Raffles –
 - Meeting with potential donors and/or introducing them to the Director

Thank you very much for helping us in our endeavor to provide the very best experience for all our children, youth, and teens in LYC!

Please e-mail answers in a Word doc (with each # beside your specific answer) to info@louyouthchoir.org