

LCU HALLELUJAH CHORUS, INC. BYLAWS

Section I: Board of Directors

1.01. Corporate Members. The members of the corporation are its Board of Directors

1.02. Chief Executive Officer. The Choral Director will always serve as President of the Board of Directors and Chief Executive Officer due to the unique nature of Choral organizations.

1.03. The Incorporators and the Initial Directors. Five Directors were selected by the Choral Director, who was empowered by the Chorus steering committee to prepare articles of incorporation to be filed with the Secretary of State of Texas.

1.04. Vacancies and Number. All Directors will be nominated by the Board President and then be confirmed by the existing Directors. The number of Directors shall be not less than five (5) nor more than fifteen (15), the number to be determined by the President. Board vacancies do not have to be filled, except to meet the minimum number of directorships.

1.05. Regular Meetings. A regular Meeting of the Board of Directors shall be held without other notice than this bylaw, at a time and place to be selected by the President during each of the Fiscal Year's Four Quarters.

1.06. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board may fix any place and time that will be convenient for most of the Directors.

1.07. Notice. Notice of any meeting of the Board of Directors will be given at least seven days (7) previously thereto by written notice, electronic mail, personal notification or phone call. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. No certification or special handling is deemed necessary. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice in order to constitute the notice requirement.

1.08. Quorums. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

1.09. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

1.10. Compensation. Due to the unique nature of Choral organizations, it is understood that the success of that Chorus depends heavily upon the talents and leadership of the Chorus Director. Such being the case, it is the corporate intent to vest as much authority and power as reasonable for the Choral Director to fulfill all expected duties as stated in an annual contract. Therefore, at the discretion of Board of Directors, the bylaws authorize the compensation of the Choral Director with a salary for services in that capacity, according to the contract. However, members of the Board as such shall not receive any stated salaries for their services acting in their capacity as Directors. This is not to be construed as precluding any Director from serving the corporation in any other capacity and receiving compensation therefor.

1.11. Executive Committee. The officers of the corporation will serve as an Executive Committee to act in its behalf to assist and advise the Choral Director with decisions regarding the conduct of day to day activities and events. Actions or decisions required by law or by these bylaws to be made by the Board of Directors as a body will not be undertaken by the Executive Committee. However, the Board will prescribe guidelines for this committee's authority and retains full discretion to revise these guidelines and reverse any actions and decisions by majority vote. The purpose of this committee is to expedite routine matters and limit the number of special meetings needed.

1.12. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

1.13. Removal of Directors. Any Director who fails to attend or misses three (3) regular meetings in succession may, upon action by a majority of the remaining members of the board, be removed. And, at the recommendation of the Executive Committee and with approval of the majority of the Board of Directors, a Director may be removed. In any case involving the removal of a Director, notification of such pending action must be sent by certified mail to the Director's last known mailing address at least seven (7) days prior to the meeting in which such vote is taken. A super majority of two-thirds (2/3) of all Directors must be present when the vote to remove a Director is taken. The calculation of this special quorum status excludes counting the member whose removal is being considered.

Section II: Officers

2.01. Officers. The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of these bylaws. Any two or more offices may be held by the same person, except the office of President.

2.02. Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the first regular board meeting of each fiscal year. New Offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected. The President will nominate a slate of officers and additional nominations may be taken from the Board of Directors. Officers must be Board members.

2.03. Removal. Any officer elected or appointed by the Board of Directors may be removed from that office by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

2.04. Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

2.05. President. The President shall be the chief executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the Executive Committee and the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all the duties incident to the office of President and such other duties as may be prescribed from time to time.

2.06. Vice-President. In the absence of the President or in the event of his inability or refusal to act, the Vice-President (or the Vice-Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

2.07. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be approved by the Board of Directors, and in general perform all of the duties as from time to time may be assigned by the President or the Board of Directors.

2.08. Secretary. The Secretary shall keep the minutes of the meetings of the Executive Committee and of the Board of Directors, give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each chorus member which shall be furnished to the Secretary by each member; and, in general, perform all duties as from time to time may be assigned by the President or by the Board of Directors.

Section III: Contracts, Checks, Deposits, and Funds

3.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be in general or specific instances.

3.02. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the Treasurer and counter signed by the President or Vice-President.

3.03. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

3.04. Gifts. The Board of Directors and the duly elected officers may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Section IV: Books and Records

4.01. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors.

Section V: Fiscal Year

5.01. The fiscal year of the corporation shall begin on the first day of May and end on the last day in April of each year.

Section VI: Seal

6.01. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the words "Corporate Seal of LCU Hallelujah Chorus, Inc." However, any contract or other legal document of the corporation shall be fully effective without the necessity of a seal.

Section VII: Waiver of Notice

7.01. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section VIII: Amendments to Bylaws

8.01. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least seven (7) days written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such a meeting.

Section IX: Additional Provisions

9.01. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or any other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth below. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

9.02. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 10: Purpose of the Corporation

10.1. The purposes of the corporation shall be those set forth in the Articles of Incorporation, Article Four.

Adopted at the Organizational Meeting of the Board of Directors the 4th day of August, 2001.

Wayne Hinds, EdD., Board President.