

BYLAWS

of

PRISM Gay Men and Allies Chorus Corporation

ARTICLE I - NAME

The name of the organization shall be **PRISM Gay Men and Allies Chorus Corporation**, hereinafter referred to as **PRISM**. It may also be referenced as PRISM Gay Men and Allies Chorus of Metro Detroit.

ARTICLE II - ADDRESS

The principal office and mailing address of PRISM shall be P.O. Box 1167, Royal Oak, Michigan 48068 and will be monitored by the Board of Directors. The Board of Directors may designate other office locations as necessary.

ARTICLE III - MEMBERSHIP

The membership of the corporation shall consist of the Executive Officers of the Board ("Officers"), Board Members-at-Large (collectively, "Board"), and active members of the chorus ("Chorus Members").

Membership in PRISM is on a volunteer basis and is open to any person, twenty-one (21) years of age, or older, contingent upon vocal placement by the Artistic Director.

ARTICLE IV - PURPOSE

Mission: PRISM is a volunteer, non-profit, performing arts organization whose mission is to provide an inclusive and affirming space for LGBTQIA+ and allies. We achieve this by fostering a creative space through music, building community, and promoting equity through performance and outreach.

ARTICLE V - BOARD OF DIRECTORS

1. **AUTHORITY.** The business, property and affairs of PRISM shall be managed by its Board who shall act in the best interests of PRISM.
2. **COMPOSITION.** The Board shall be selected by the affirmative vote of a majority of the active Chorus Members who are present at a duly held meeting. Board Members shall serve a term of two years and may be re-elected at the end of the term. There is no limit on the number of terms a board member may serve. Officer terms shall be staggered to assure continuity. The Treasurer shall be appointed by the Board with no term limit.
3. **MEETINGS.** Board Members are expected to attend all Board meetings and serve on Ad Hoc committees as needed. If a Board Member is absent from two consecutive Board meetings without notifying either the Chair or Vice Chair, it may be determined that they have resigned and accepted by vote of a majority of remaining Board Members.
4. **RESIGNATION.** Any Board Member who decides to resign is requested to submit such resignation either in writing or by word to the Chair who shall present it to the Board at the next Board meeting. Such resignation shall be effective upon receipt or upon such date as specified in the resignation.
5. **REMOVAL.** Any Board Member may be removed from office at any time, by the affirmative vote of a majority of all Board Members.
6. **VACANCY.** A vacant Board Member position may be filled immediately by an appointment of the Chair, with approval by the Board Members. The appointment shall last for the duration of the current chorus season. At the beginning of the next chorus season, an election by members of the chorus shall be held to fill the vacancy. The term of office shall remain the same as initially set up. If the Chair resigns, the Vice Chair shall assume that role until the end of the original term. The newly vacated Vice-Chair position shall then be filled by appointment.
7. **OBLIGATIONS.** The Board shall be the representative and governing board of the organization. It shall be the Board's duty to see that all officers, committees, members, and employees perform their duties promptly and according to the By-laws
8. **GOVERNANCE.** The Board may make binding decisions on behalf of the organization unless otherwise stated in these bylaws. Binding decisions shall only occur when a quorum of members are present at a meeting of the Board.

ARTICLE VI - BOARD OF DIRECTOR POSITIONS

1. **COMPOSITION.** Board positions are defined as follows: four Executive Officers: Chair, Vice Chair, Secretary, Treasurer. In addition to the Executive Officers, there will be up to seven other Board members.
 - A. Chair** - By virtue of the office, the Chair shall exercise any powers and duties as the Board may determine and shall represent PRISM in an official capacity; oversee long term goals of PRISM; approve and adopt annual budgets for operation of PRISM with Board input; establish and oversee the schedule of Board of Directors/Officers Meetings; appoint the Nominating Committee in even years; be responsible for hiring, firing, contract negotiating, and evaluating the Artistic Director and all other staff positions of PRISM with input from Board.
 - B. Vice Chair** - The Vice Chair shall provide oversight to all Committees and appoint the Nominating Committee in odd years. The Vice Chair shall be vested with all the powers and duties of the Chair in the Chair's absence/inability/refusal to act, only as long as such absence, inability or refusal exists.
 - C. Secretary** - Record, distribute and maintain all Board meeting documentation; maintain all employee contractual documentation; maintain communication between Board and Chorus; record, distribute and maintain all membership, attendance, music and documentation for the overall chorus operations.
 - D. Treasurer** - Oversee financial responsibilities; act as a business manager on behalf of the chorus as a performing entity; execute contractual agreement; negotiate with suppliers and vendors; collect and record chorus membership dues and donations; accountable for holding/disbursing funds in accordance with budgeted authorization; prepare and present monthly/quarterly and annual financial reports; assist Staff in the drafting and preparation of program budgets; schedule and oversee annual audit of PRISM accounts at the end of the fiscal year. This position will be appointed by the Board.
 - E. Board Members** - Assume responsibilities as needed at the time, as determined by the Board prior to the election, and serve on committees, task forces and special assignments as requested.

ARTICLE VII – STAFF POSITIONS

1. **HIRING.** The Board shall hire all staff members of PRISM with input from the Artistic Director when appropriate.
2. **CONTRACTS.** A contract shall be established between all Staff members and PRISM. Each contract will specify the responsibilities of each party to the other as well as renewal and compensation, when applicable. Each contractor will be responsible for signing and abiding to the standard membership agreements and maintaining confidentiality while acting in their official capacities.

ARTICLE VIII – COMMITTEES

1. **COMMITTEES.** PRISM Men's Chorus shall have a number of standing committees that remain in operation from season to season as the Vice-Chair deems necessary in consultation with the AD and Board.
2. **EXECUTIVE COMMITTEE.** The Executive Committee shall be composed of the Officers. The Chair shall act as chair of the Executive Committee. Unless otherwise provided by action of the Board, the Executive Committee shall have all the powers of the Board between meetings of the Board, except the Executive Committee shall not have the power to (a) elect officers or fill officer vacancies, (b) elect board members or fill board member vacancies, (c) approve the selection of Staff, (d) approve any expenditure in excess of an amount to be determined from time to time by Board motion. The Executive Committee shall at all times be subject to the direction and control of and be responsible to the Board, submitting minutes of their meetings to the Board.
3. **NOMINATING COMMITTEE.** The Nominating Committee shall consist of 2-4 people including at least one Board Member. The committee shall be selected by the Vice Chair and confirmed by the Board.
4. **SPECIAL OR AD HOC COMMITTEES.** These committees shall be appointed as the Board deems necessary to carry on the mission and work of PRISM. The Vice Chair shall be an ex-officio member of all Committees. Each committee shall include one or more Board Members. Committee Chairs will be responsible for submitting a detailed report to both the Vice Chair and Board Secretary three days prior to each monthly Board meeting.

ARTICLE IX - MEETINGS

1. **REGULAR BOARD MEETINGS.** Regular meetings of the Board shall be held at such time and place as shall be determined from time to time either (a) by a majority of the Board, or (b) the Chair, provided, however, that the Board shall meet at least six times each year.
2. **SPECIAL BOARD MEETINGS.** Special meetings of the Board may be called by the Chair or shall be called by the Chair at the written request of not fewer than one-third of the members of the Board. Notice of the special meetings shall be sent out by the secretary to each board member.
3. **EXECUTIVE OFFICER MEETINGS.** Closed meetings of the Officers will be held the second month of each quarter as needed, immediately following that month's regular board meeting. Closed meetings may also be called as necessary by the Officers. Executive Meetings will be used for confidential business matters only. The meeting will be presided over by the Chair, must meet quorum requirements, and its decisions must be recorded in the minutes. All Officers (even if absent) shall be bound by its resolutions.
4. **SPECIAL BUDGET MEETING.** The Board shall dedicate at least one meeting a year to setting, reviewing and

- approving the budget and Staff contracts for the upcoming year.
5. **QUORUM**. There must be a quorum for a vote to be taken on any matter. Quorum is deemed to be at least a majority (more than 50%) of the Board being in attendance. Vacant board positions shall not count for quorum, however a minimum of three Board Members must be present to conduct business.
 6. **ONE VOTE**. Each member of the Board shall have only one vote, regardless of position.
 7. **ANNUAL MEETINGS**. Two Annual Meetings with the Chorus will be held each year, one in the Fall and one in the Spring season.
 - A. In Fall it shall be held early in the season to include reviewing achievements, affirming organization values and culture, reviewing financials, and strategic planning for the upcoming year.
 - B. In Spring it shall be held in April or May and include the annual elections as specified in the Bylaws.
 8. **CONFLICT OF INTEREST**. Officers and Board Members shall recuse themselves from discussions and votes where they have a conflict of interest, ensuring transparency and fairness in decision-making. This shall be recorded in the minutes of the meeting.

ARTICLE X - ELECTIONS

1. **TERMS**. Officers shall be elected by the affirmative vote of the majority of the active Chorus Members who are present at a duly held meeting. Officers shall serve a term of two years and may be re-elected at the end of the term. There is no limit on the number of terms an Officer may serve. If an election is postponed due to unforeseen circumstances, only active members during the season the election was intended to take place shall vote.
2. **CONTINUITY**. Board elections are to be staggered to assure continuity.
 - A. **Odd year** - May Election /July start date- Chair and up to three Members-at-Large.
 - B. **Even year** – May Election/July start date- Vice Chair, Secretary, and up to four Members-at-Large.
3. **NOMINATIONS**. Interest for a position must come from a chorus member no later than five weeks prior to election. A nomination will only be valid if the candidate accepts the nomination and is willing to take office if elected. The Nominating Committee will gather information and propose a slate to the Board for approval no later than two weeks prior to election. One week prior to the election, the Nominating Committee shall present to the Chorus Members a slate of candidates, including background information.
4. **VOTING**. Voting will be by secret ballot with an approval vote of the Chorus. The Nominating Committee will act as tellers.
5. **RECORD OF ELECTION**. The minutes shall record the candidates nominated for each position and the elected candidate.

ARTICLE XI - CORPORATE FINANCE

1. **FISCAL YEAR**. The fiscal year of the corporation shall begin on July 1 and end on June 30 of the following year.
2. **ORDER FOR PAYMENTS**. All checks, drafts, or other orders for payment of money, and all notes or other evidence of indebtedness issued in the name of the corporation, as authorized by the Board, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner, as the Board shall determine from time to time.
3. **DEPOSITS**. All funds of the corporation shall be deposited from time to time to the credit of the corporation in one or more banks, trust companies, or such other depositories as the Board may from time to time designate, upon such terms and conditions as shall be determined by the Board. The Board may from time to time authorize the opening and maintaining with any such designated depository general and specific bank accounts and may make such special rules and regulations with respect thereto as it shall determine, not inconsistent with the provisions of these By-laws.
4. **BOOKS AND RECORDS**. The corporation shall keep correct and complete financial books and record of account, which records shall be open to inspection by the Board and members at any reasonable time.
5. **LOANS**. The corporation shall not incur any indebtedness, and shall not issue any instruments evidencing such indebtedness, without the case-by-case authorization of the Board. No loans shall be made by the corporation to directors, officers, members, or committee members. Notwithstanding the foregoing, the Executive Committee shall be permitted to incur short term indebtedness in order to meet any emergency cash flow shortages.
6. **GIFTS**. The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for and consistent with the purposes of the corporation.
7. **NON-PROFIT STATUS**. PRISM shall remain incorporated as a non-profit corporation. It shall not be converted to a for-profit organization.

ARTICLE XII - AMENDMENTS

1. **BYLAW AMENDMENTS**. These Bylaws may be amended when necessary by a two-thirds majority of the Board. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE XIII - DISSOLUTION OF THE CORPORATION

1. **HOW TO DISSOLVE THE CORPORATION**. Dissolution of the Corporation requires a 2/3 majority vote of the Board.
2. **ASSETS**. All remaining assets of the corporation, after the settlement of all debts, shall be distributed to other non-profit organizations, to be determined by the Board, whose purpose and goal are like those of the Corporation.
3. **USE OF NAME**. Upon dissolution, the name PRISM Gay Men and Allies Corporation or PRISM shall not belong or be used by **any member, unless otherwise agreed in writing.**



Shane Dunbar, Chairman

Approved and effective as of August 11, 2025

Original Bylaws:

Revision Dates

June 2016

March 2018

August 2018

January 2020

August 2024