BOARD RESOLUTION

WENATCHEE APOLLO CLUB

A Resolution Authorizing the modification of the organization's Bylaws to increase the number of leadership positions upon approval by the Board.

RECITALS:

A. WHEREAS, to formally capture the reasons for Bylaw changes the Wenatchee Apollo Club (Club) and its Board of Directors (Board), will continue to use this formal resolution format of Bylaw changes (Recitals then Bylaws) in lieu of historical Board decisions in the form of Board minute entries,

B. WHEREAS, the Board modified its Bylaws in early 2023 to reduce the number of organization leadership positions mostly because of resignations, deaths, term limit expirations, and lack of recruiting efforts to fill vacancies,

C. WHEREAS, following a mandated hiatus from 2020 through 2022 (COVID), the Club resumed its traditional efforts of weekly practice, performance planning, and performances,

D. WHEREAS, from 2022 thru 2026, Club members and its Board have been actively trying to promote the Club and increase its membership and leadership numbers,

E. WHEREAS, the Board now believes that it is time to increase the Board's leadership opportunities by adding a Vice President position to assist the Board in enhancing the Club's ability to recruit more Club members, and have additional Board members available to manage increasing Club activities,

F. WHEREAS, the Bylaws of the Club require positions of leadership in the Club to be part of the Board and to be in place to meet the requirements to maintain federal and state 501-C3 status, for proper issue discussion, voting, and decision making,

G. WHEREAS, the Board at its meeting on April 9, 2026, discussed the issue and agreed to increase the number of Board members by adding a Vice President position and allow for five At Large positions to manage the increasing needs of the Club by modifying the organization's Bylaws to allow such,

H. WHEREAS, upon a two-thirds approval by the Board of the Bylaw modification via this Resolution, the Bylaws shall be modified and filed as required by Washington State law.

RESOLUTION:

NOW THEREFORE BE IT RESOLVED that the Bylaws of the Wenatchee Apollo Club be modified to designate the leadership positions as the minimum number required for adequate functioning of the Club as presented in the modified Bylaws shown following and made a part of this resolution:

BE IT FURTHER RESOLVED, that the President and Secretary of the Wenatchee Apollo Club Board of Directors are authorized on behalf of the Wenatchee Apollo Club Board to sign this Resolution following approval by the Board.

Approved by the Wenatchee Apollo Club Board of Directors on _____

Resolution introduced by Board President Hank LuBean on _____

Approved on _____ and attested as approved by:

_____ _____

Henry E. (Hank) LuBean, Club President **James Bowen, Club Secretary**

(Modified Bylaws follow)

WENATCHEE APOLLO CLUB

BYLAWS

(As Amended July 9, 2026)

ARTICLE I

NAME

Section 1:

This organization shall be known as Wenatchee Apollo Club.

ARTICLE II

PURPOSE

Section 1.

a. To give annual scholarships to aspiring musicians.

b. For singing as a group for our own pleasure as well as for the pleasure of others.

c. To engage in any lawful activity which may hereafter be authorized from time to time by the Board of Directors, provided, however, that the purposes for which the organization is formed shall at all times be consistent with Section 501c(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the “Code”), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501c(3) of the Code.

ARTICLE III

MEMBERSHIP AND RESPONSIBILITIES

Section 1: MEMBERSHIP REQUIREMENT

Any adult person who has reasonable capabilities as a singer, can sing in the men's voice range, and who is willing to abide by the rules, regulations, and objectives set forth in these Bylaws, may become a member of Wenatchee Apollo Club.

Section 2: MEMBERSHIP

Any person who meets the criteria set forth in Article III, Section 1, above, shall become a member in good standing upon payment of annual dues.

Section 3: TENURE AS MEMBER

Members shall remain a member in good standing as long as they participate regularly in rehearsals and performances. Members not in good standing are subject to dismissal or to reinstatement to good standing by action of the Board of Directors.

Section 4: CONDUCT

Members shall refrain from conduct which would adversely reflect on the reputation of the Club, or which would be detrimental to the quality and good order of Club performances.

Section 5: ATTENDANCE

Members are expected to be on time for rehearsals and performances.

Section 6: DRESS CODE

Members are expected to conform to a performance dress code as set out by the Club's Music Director for any performance.

ARTICLE IV

DUES

Section 1: ANNUAL DUES

Annual dues shall be determined by the Board of Directors and announced to the membership in September for the subsequent performance season.

ARTICLE V

OFFICERS, ELECTIONS, VOTING

Section 1: OFFICERS

The officers of this Club shall consist of:

1. President (one position)
2. Vice President (one position)
3. Secretary (one position)
4. Treasurer (one position)
5. Librarian (one position)
6. At Large Board Members (5 positions).

Section 2: ELIGIBILITY

To be eligible to serve in any office, a member must be in good standing.

Section 3: NOMINATIONS

The nomination committee shall annually, between January 1, and May 31 of the current year, nominate a slate of officers for the offices of Article V, Section 1, to the membership for election.

Section 4: TERMS OF OFFICE

All officers will serve for a term of one year.

Section 5: ELECTION OF OFFICERS

Officers shall be elected by the membership of the Club.

Section 6: VOTING ELIGIBILITY

To vote in any election a person must be a member in good standing.

Section 7: OFFICES NOT FILLED

Offices not filled or that become vacated for any reason shall be filled by appointment at a regular meeting of the Board at which a quorum is present.

ARTICLE VI

BOARD OF DIRECTORS

Section 1: BOARD OF DIRECTORS

The officers of this Club shall constitute the Board of Directors.

Section 2: RESPONSIBILITIES OF BOARD

The Board of Directors shall be responsible for the efficient management and the conduct of the business of the Club.

Section 3: BOARD MEETINGS

The board shall hold regular meetings each month that the Club is in session. Additional board meetings and special meetings may be called by the President.

Section 4: CANCELLATION OF MEETINGS

Meetings of the Board of Directors may be cancelled by the President whenever circumstances indicate a need.

Section 5: OPEN BOARD

Any member in good standing may attend a board meeting.

Section 6: VOTING

Only officers may vote on issues.

Section 7: BOARD TRANSACTIONS

A quorum of the board members must be present for the transaction of business, and the action agreed to by a simple majority of the board shall constitute the action of the Board of Directors and shall be binding on the club and its membership. A quorum is defined as a majority of Board members present meaning six of the ten officers.

Section 8: AFFILIATIONS

The board has the authority to affiliate the Club with other organizations when it is in the best interest of the members and the Club to do so.

Section 9: APPRISING MEMBERS

The board is responsible for keeping the membership apprised of actions of the board.

ARTICLE VII

DUTIES OF OFFICERS

Section 1: PRESIDENT

The President shall preside over all meetings and shall be a member of all committees except the nominating committee; shall appoint all special committees; shall call meetings whenever he deems necessary; and shall act as official spokesman for Wenatchee Apollo Club.

Section 2: VICE PRESIDENT

The Vice President shall assist the President as assigned by the President to include presiding over meetings and Presidential duties when the President is absent or unavailable and shall assist the Club in managing funding, recruiting, and retention needs by participating on various committees assigned those tasks.

Section 3: SECRETARY

The secretary shall record the minutes of all meetings of the Board of Directors; keep a complete roster of membership in the Club including names, addresses, telephone numbers, and email addresses; send, receive, and report to the president all correspondence; and perform such other related duties as directed by the president.

Section 4: TREASURER

a. The treasurer shall receive and disburse all monies of the club; keep an accurate record of all monetary transactions; and prepare a statement of the previous

year's income and disbursements and a proposed budget for the first meeting in September.

b. If the Apollo Club is affiliated with another organization, the Treasurer shall work closely with that group in the accounting and disbursement of funds.

c. In the event the Apollo Club is not affiliated with another organization, the Treasurer shall maintain a checking account and expend funds only by check.

Section 5: LIBRARIAN

The librarian shall have charge of all music owned by Wenatchee Apollo Club; issue to and recover music from the members; arrange to house, move, and store all music and file cabinets when circumstances deem it necessary.

Section 6: AT LARGE BOARD MEMBERS

At Large Board Members shall represent the interests of the membership to the board and carry out board assignments as needed.

Section 7: OFFICE VACANCY

An office may be declared vacant by the Board of Directors if an officer is absent for three consecutive board meetings. Illness and unforeseen circumstances shall be taken into consideration.

ARTICLE VIII

COMMITTEES

Section 1: **STANDING COMMITTEES**

Committee membership is appointed by the President for those positions not provided for in the Bylaws. Appointing a committee does not necessarily necessitate more than one person being assigned to that task. Members of a committee may be appointed from the membership at large.

a. BUDGET: Chaired by the Treasurer. Responsible for preparing an annual budget to ensure that the projected annual revenue will meet the annual expenses.

b. HISTORICAL: Chaired by Secretary to document and preserve important historical data concerning Wenatchee Apollo Club and the members thereof. The committee's actions shall be coordinated with the Club's Librarian. This committee is tasked with collecting, organizing, and storing all Club documents including posters, concert programs, photos, meeting minutes, and email corresposdance; to be preserved and digitized, as possible, and made available to members and the public for current and any future research or other access purposes.

c. LIBRARY: Chaired by Librarian to ensure accountability of all music documents used by Apollo Club. The Library Committee shall coordinate document collection and storage needs with the Club's Historical Committee.

d. NOMINATION: Composed of three members; one of which is a board member. The Nomination Committee shall nominate candidates as per Article V, Section 3 herein.

e. PROGRAM: Appointed by the board and composed of one or more Club members to find, discover, manage, and coordinate concert or public activities.

f. SCHOLARSHIP: Responsible for working with the Community Foundation of North Central Washington or any other organization chosen by the board to (when funds are available) develop scholarships within the guidelines set by the Board of Directors.

Section 2: SPECIAL COMMITTEES

The President and Board may from time to time appoint other committees as may become necessary. These special committees are normally disbanded once they have completed their special assignment and reported on it.

(Examples of Special Committees would be Fund-Raising, clothing arrangements and purchases, construction activities, etc.)

ARTICLE IX

MUSIC DIRECTOR

Section 1: MUSIC DIRECTOR POSITION

The position of Music Director of the Wenatchee Apollo Club is appointed by the Board. The Music Director shall be selected, continued, replaced, or reinstated by action of the Board of Directors as necessary. Detailed Duties and authorities of the Music Director are stated in this ARTICLE IX.

Section 2: MUSIC DIRECTOR AUTHORITY

The Music Director shall have full authority for conducting the Club at rehearsals and concert sessions.

Section 3: MUSICAL DECISIONS

The Music Director has the final decision in the selection and purchase of musical numbers for concerts and in accordance with budgeting allowances.

Section 4: MEMBER SECTIONAL PLACEMENT

The Music Director has the final decision for the placement of members in and within sections.

Section 5: ACCOMPANISTS

The Music Director shall select the Club accompanist(s) and assistant music director(s) as needed and in accordance with budgeting allowances.

Section 6: AUDITION NEW MEMBERS

The Music Director may audition prospective members or assign a select member(s) the auditioning of prospective members. The Music Director will always retain the authority for acceptance or rejection of prospective members on behalf of the Board.

Section 7: AUDITION CURRENT MEMBERS

The Music Director shall have the privilege to audition current members and receive concurrence from at least a quorum of the Board whether or not the member should be retained.

Section 8: ATTEND SESSIONS

The Music Director shall make every effort to attend all rehearsals, concerts, and Board meetings, and as possible, obtain a substitute for known absences.

Section 9: STIPENDS

The Music Director, accompanist(s), and assistant director(if any) shall receive monetary stipends each season as set by the Board of Directors. When the Board discusses and agrees upon stipend amounts, the Music Director shall not be part of the discussion or decision on the Music Director stipend but may participate in discussions for stipends for the accompanist(s) or assistant music director (if any).

Section 10: AUTHORITY

The Music Director shall have sole discretion as to the participation of any member at any performance.

ARTICLE X

REHEARSALS

Section 1: REGULAR REHEARSALS

Normally, regular rehearsals shall be held each Tuesday between September and May. The time and beginning and ending dates shall be determined by the Board of Directors.

Section 2: ADDITIONAL REHEARSALS

The Music Director may schedule additional rehearsals at other times and places.

Section 3: REHEARSAL LOCATION

Rehearsals shall be at a location determined by the Board of Directors.

Section 4: SECTIONAL REHEARSALS

Special sectional rehearsals may be called by the Music Director at an agreed upon location with those in the section.

Section 5: REHEARSAL CHANGES or CANCELLATION

The Music Director, in consultation with the Board, may adjust the date and time of any regular rehearsal due to holidays or other circumstances including: adjustment, postponement, or cancellation; this includes notification of Club members of changes.

ARTICLE XI

AMENDMENTS

Section 1: PROPOSED AMENDMENTS

A proposed amendment to the Bylaws shall be submitted in written form, signed by the proposer, accompanied by reasons for the proposal, and given to each board member at least 30 days prior to the meeting at which it will be voted upon.

Section 2: ADOPTING AMENDMENTS

Amendments to the Bylaws may be made by a two-thirds majority vote of the entire Board of Directors at any regular board meeting. Any adopted amendments shall be made part of the By Laws, filed with the appropriate authorities for IRS 501c(3) requirement, if any, and made available to members and the public for review at any time.

ARTICLE XII

Section 1: DISSOLUTION

Upon any dissolution of The Wenatchee Apollo Club under the laws of the State of Washington for nonprofit corporations, all its cash assets remaining after payment of creditors and any proceeds from the sale of non-cash assets, shall be: 1. For the remaining cash in the Club's bank account or remaining cash in the Club's Community Foundation Legacy Account, or proceeds from sales, be provided to the Wenatchee Community Foundation and designated for the Wenatchee Apollo Club Endowment managed by the foundation. 2. For non-cash assets remaining after sale (risers, piano, music, or etc.) be distributed (gifted) to one or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501c(3) of the IRS Code, or successor statutes. In no event shall any of the assets be distributed (gifted) to the officers or members of the Wenatchee Apollo Club.