

**RESOLUTION NO. 20-1
REGARDING APPOINTMENTS DUE TO DELAYED ELECTIONS**

WHEREAS, the bylaws of the Octavo Singers of Schenectady New York (Octavos) adopted in March 2017, at Article III, sections III-A and III-B, in pertinent part, provide as follows:

III-A - Election of Directors. With the exception of the Artistic Director and the Treasurer, Directors shall be elected from among the members of the Corporation by majority vote of the members present at a regular rehearsal. Elections shall be held annually during one of the last four rehearsals before June 1...

III-B - Temporary Directors. To fill the unexpired term of a director unavoidably vacated, the President may appoint a temporary director approved by the Board. The vacant office shall be filled at the next regular election; and

WHEREAS, due to the New York State Governor's Executive Orders and guidelines issued by the federal Centers for Disease Control (CDC) concerning measures to address the coronavirus (COVID-19) pandemic, by vote on March 16, 2020, the Board of Directors confirmed the need to suspend regular rehearsals for the remainder of Octavos' 19-20 season and cancel the concert scheduled for April 25, 2020; and


WHEREAS, the terms of three directors will expire as of July 1, 2020; and

WHEREAS, in the interest of good governance, the directors believe it desirable to appoint temporary directors until elections can be properly held,

NOW THEREFORE, it is hereby RESOLVED:

1. That the President may appoint temporary directors approved by the Board as necessary to undertake duties of directors whose terms end on June 30, 2020; and
2. That elections shall take place in the manner contemplated by Article III of the bylaws as soon as is practicable at such time as regular rehearsals convene.

I Diane M. Deacon, President of the Octavo Singers, hereby affirm that this resolution was adopted by a (majority, unanimous) vote of those directors entitled to vote on May 11, 2020


Diane M. Deacon 5/30/20
Date