

**RESOLUTION NO. 21-1
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 expired as of July 1, 2020; and

WHEREAS, in the interest of good governance, the directors appointed temporary directors until elections could be properly held; and

WHEREAS, the pandemic has required rehearsals to be suspended for the entire 2020-2021 season and fiscal year; and

WHEREAS, the terms of three additional directors will end as of July 1, 2021, leaving one Director at Large as the only director; and

WHEREAS, in the interest of good governance, it is deemed advisable to hold an election though rehearsals have not resumed,

NOW THEREFORE, it is hereby RESOLVED:

1. That before the end of fiscal year 2020-2021, the Octavo Singers will hold an election for all Board of Directors' positions that have or will expire as of July 1, 2021.

2. Those directors who were appointed to positions in 2020 will be elected to serve the remainder of their full terms. Those directors whose terms will end as of July 1, 2021 will be elected to a full term.

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 April 5, 2021.

 
Diane M. Deacon April 22, 2021