

# **Port Townsend/East Jefferson County Community Chorus By-laws**

**Revised October 2011**

## **ARTICLE I. PURPOSE**

The Port Townsend/East Jefferson County (Washington) Community Chorus, later in the document called “the Chorus,” has been organized as a non-profit, educational/artistic association to provide vocal music concerts in our communities and to afford amateur singers the opportunity for training and performing with other local musicians. The Chorus' Articles of Incorporation provide background. (See Attachment 1).

## **ARTICLE II. LOCATION**

The Chorus does not own or rent any office space. The mailing address for the Chorus is that of the current President.

## **ARTICLE III. MEMBERS**

**Section 1. Qualifications.** The requirements for Chorus membership are that singers attend rehearsals, pay membership (registration) dues, and have a desire to participate in the creation of high quality choral music. High school students age 16 and older may be accepted at the discretion of the Musical Director.

**Section 2. Meetings.** A meeting of all Chorus members will be conducted at least annually, at the last full rehearsal before dress rehearsals for the Spring concert. Chorus Board elections will be held at this meeting. Three weeks' notice will be given for the annual meeting, and during that time nominations for the Chorus officers may be accepted. Special meetings may be called by the President as required, with two weeks' notice. Annual and special meetings will be chaired by the President.

**Section 3. Quorum.** The quorum of a membership meeting will consist of a majority of dues-paying members in attendance at that meeting. Members may not vote by proxy at annual or special meetings.

**Section 4. Procedure.** Robert's Rules of Order will be the authority for the conduct of all meetings of the Chorus membership.

**Section 5. Policies and Practices.** Members will follow the policies and practices as described in the Members' Handbook (see Attachment 2).

## **ARTICLE IV. BOARD MEMBERS**

**Section 1. Qualification.** Prospective Board members must have been members of the Chorus for one year (two consecutive seasons).

**Section 2. Requirements.** Board members must attend Board meetings and be willing to serve on committees.

**Section 3. Officers.** The officers of the Board shall be President, First Vice-President, Second Vice-President, Treasurer, Secretary, and two at-large positions.

**Section 4. Election.** Board elections shall be held annually by the Chorus membership, at their regular yearly meeting. The President shall appoint a nominating committee four weeks before the regular yearly meeting. Vacancies that occur between elections shall be filled by a majority vote of existing officers, with

such appointments to remain in effect until the next annual election of officers by the Chorus membership.

Section 5. Terms of office. All terms are for two years. The President, First Vice-President, Treasurer, and at-large position A are elected in even-numbered years; the Second Vice-President, Secretary, and at-large position B are elected in odd numbered years. There is no limit to the number of terms served.

Section 6. Compensation. No compensation shall be paid to any member of the Board for services as a member of the Board.

Section 7. President. The President is the chief executive officer of the Chorus and presides at all meetings, both Board and Membership. He or she has general supervision of all activities of the Chorus and executes on behalf of the Chorus all contracts or other written agreements. The President acts as liaison between the Board and the Musical Director; coordinates the efforts of the Board members; negotiates for the Board with the Musical Director and Accompanist for their services; and appoints people to fill vacant Board positions between elections with approval from the Board. The President is responsible for the smooth operation of the Chorus, and to this end may delegate some tasks. See other duties as listed in Job Descriptions (See Attachment 3).

Section 8. First Vice-President. The First Vice-President acts in the absence or disability of the President and performs such other duties that may be assigned to him or her by the President and the Board. In the absence of the President, the execution of any instrument by the First Vice-President will have the same force and effect as if it were executed by the President. The First Vice-President is also responsible for Chorus fundraising activities, to include the Annual Patron Drive and applying for grants. See other duties as listed in Attachment 3.

Section 9. Second Vice-President. The Second Vice-President is empowered to act as in Section 8, above, in the absence or disability of both the President and the First Vice-President. The Second Vice-President is responsible for securing concert venues; concert setup; rehearsal setup; and acts as stage manager. See other duties as listed in Attachment 3.

Section 10. Treasurer. The Treasurer has general charge of the finances of the Chorus. When necessary, he or she will endorse, on behalf of the Chorus, all checks or other financial instruments. All checks written from the Chorus account will require two signatures. The Treasurer will prepare all staff contracts. The Treasurer receives all monies, pays Chorus bills, and keeps accurate financial records. These financial records will at all times be open for inspection by the Board. The Treasurer will prepare an annual budget and financial report for the membership, and will file IRS and non-profit status forms as required. See other duties as listed in Attachment 3.

Section 11. Secretary. The Secretary is responsible for keeping the current records of the Chorus and recording minutes of all Chorus and Board meetings, lists of Chorus members and Board members, and such other records as may be required by the Board. The Secretary will work in conjunction with the Historical Committee to ensure that complete and accurate records of the activities of the Chorus are maintained. See other duties as listed in Attachment 3.

Section 12. At-large positions. The two at-large Board members have specific duties as assigned by the Board. See other duties as listed in Attachment 3.

## ARTICLE V. CHORUS BOARD OF DIRECTORS (referred to in this document as the Board)

Section 1. Annual meeting. A meeting of the Board will be held each year prior to the annual Chorus membership meeting. Two weeks' notice of this annual Board meeting will be given. Special meetings of the Board may be called whenever necessary, provided two weeks' notice is given to all Board members.

Section 2. Regular meetings. The Board of Directors will meet at regular intervals to ensure the smooth operation of the Community Chorus. Meetings should be held at least monthly during the rehearsal season, and more often when deemed necessary.

Section 3. Quorum. A majority of the Board will constitute a quorum for business at the annual or any special meeting of this board.

Section 4. Proxies. Board members may not vote at these meetings by proxy.

Section 5. Procedure. Robert's Rules of Order will be the authority for the conduct of all meetings of the Board.

Section 6. Policies and practices. Policies and practices adopted by the Board will be published in the Members' Handbook.

Section 7. Periodic review. The Board will review the Job Descriptions and Handbook regularly.

## ARTICLE VI. DIRECTORS AND OTHER CONTRACTED STAFF

Section 1. Musical Director. The Musical Director, who is under contract with the Chorus, selects the music to be performed for each concert or Chorus appearance, subject to approval of the Board, which must approve any purchases of musical scores. The Musical Director is invited to attend all meetings of the Board as an ex-officio member.

Section 2. Accompanist. The Accompanist, who is under contract with the Chorus, provides musical support for all rehearsals and concerts.

Section 3. Chorus Support. The Board is empowered to contract with such persons or services that enhance the growth, development or musical performance of the Chorus.

## ARTICLE VII. COMMITTEES AND APPOINTED POSITIONS

Section 1. Authority. The Board has the power to establish and appoint chairpersons and members to such committees as may be required for conduct of the business of the Chorus.

Section 2. Standing committees. Each standing committee will include a Board member. The following standing committees are currently authorized:

- a. Scholarship Committee: the Gerry Hyatt Bergstrom Vocal Music Scholarship Committee shall offer and award annual scholarships to deserving applicants who meet criteria as set by the Board. ( See Attachment 4).
- b. Other committees as needed, which may include Development (membership and fundraising); Publicity and Communication; Programs and Tickets; Event Preparation (site choice and arrangements) and Receptions and Refreshments (fellowship).

Section 3. Appointed positions.

- a. Registrar: The Registrar registers and collects membership dues from all Chorus members prior to the third rehearsal for the Fall concert and the Spring concert.
- b. Section Leaders: Section Leaders for the vocal sections of the Chorus (Soprano, Alto, Tenor, and

Bass) are appointed. Section Leaders assure attendance is recorded and perform other duties as assigned.

- c. Music Librarian: The Music Librarian maintains the music library of the Chorus.
- d. Publicity Chair: The Publicity Chair communicates with the media about Chorus activities.
- e. Historian: The Chorus Historian collects memorabilia from each of the Chorus' performances and adds it to the existing archives.

## ARTICLE VIII. MISCELLANEOUS

Section 1. Scholarship. The Board shall act together to offer and award an annual scholarship to deserving applicants who are active in vocal music performance.

Section 2. Agents. The Board may name any officer or member as an agent of the Chorus for the purpose of making arrangements with other organizations (see Section 3, below), entering into agreements, provided that such designation of agency is a matter of record in the minutes of an official meeting of the Board.

Section 3. Coordination. Coordination with other organizations for the presentation of joint concerts, community festivals, benefit events, or other special circumstances shall be handled by the Board, naming agents as required, as specified in Section 2, above.

Section 4. Financial Year. The fiscal year for the Chorus shall correspond with the calendar year, running from January 1 through December 31.

Section 5. Annual Audit. The Board shall ensure that an annual in-house financial review of the Chorus is made, and the Board is required to review the report.

## ARTICLE IX. AMENDMENTS

The Board may amend these By-laws to include or omit any provision therein. Any meeting whose purpose includes the amendment of by-laws requires the standard two weeks' notice, with the additional requirement that each Board member must receive a draft of the proposed amendment(s) together with notice of the meeting two weeks prior to the meeting date.

The following are addendums to and are considered part of the By-laws: 1) Articles of Incorporation; 2) Members' Handbook; 3) Job Descriptions; 4) Scholarship Addendum.

The last page will be a signature page for all current Board members.

