

# **Berea Classic Chorale, Inc.**

## **BYLAWS**

Adopted 8/6/14

Amended 1/26/15

### **Article I: Name and Purpose**

The Berea Classic Chorale, Inc. is a nonprofit organization formed to provide opportunities for musical and cultural participation and enjoyment by singers, other musicians and the wider community.

### **Article II: Membership**

#### **SECTION 1 (Chorale Membership)**

Membership in the chorale is open to all singers in the area who are at least 18 years old or high school seniors, and to teenage children of participating adult singers. Each new singer will participate in a voice check with the conductor prior to enrollment. The minimum musical expectations are that each singer can match pitch and accurately sing a simple melody. Over time it is possible that musical standards will be raised; however, once accepted into the chorale, chorale members will not be required to have a voice check more frequently than every two years. For reasons of sectional balance, some new singers may be assigned to a waiting list.

#### **SECTION 2 (Dues)**

Membership dues are set by the board, with provision for waivers in cases of financial need.

#### **SECTION 3 (Attendance)**

Regular attendance at rehearsals is expected. Singers should be registered by the second rehearsal. Singers who miss more than two rehearsals after registration must have permission from the conductor to sing in a performance.

#### **SECTION 4 (Attire)**

Members are responsible for acquiring and wearing uniform performance attire as specified by the board. In cases of financial need, assistance can be arranged through application to the board.

### **Article III: Board of Directors**

#### **SECTION 1 (Board Membership)**

The chorale is governed by a board of directors consisting of five to eight members from the chorale. An additional board position is designated for a non-chorale member of the community.

## **SECTION 2 (Ex Officio Board Member)**

The conductor is an ex officio voting member of the board.

## **SECTION 3 (Terms)**

Board members serve two-year terms, with new terms beginning in July. No board member may serve more than three consecutive terms on the board, except that a board member may complete the unexpired term of a vacated position in addition to three consecutive regularly elected terms.

To establish the rotation, the first board members elected by chorale members will be divided into two groups, with terms extending until June 30, 2015 and June 30, 2016. Because they are shorter than two years, these terms will not count toward the limit of three consecutive terms on the board.

## **SECTION 4 (Election of Board Members)**

One half of the board positions are elected each year through a chorale election at the first rehearsal in April.

## **SECTION 5 (Vacancies)**

A board member may resign by submitting a letter to the board president. If the resignation causes the board to have fewer than five members, the board will fill the vacated position. If the board still has five or more members after the resignation, the board will decide whether to fill the vacancy or allow the position to remain vacant. A person filling a vacated position may serve additional two-year terms as described in Section 3 above.

## **SECTION 6 (Board Responsibilities)**

The board sets direction for the chorale. The board is responsible for all activities, property, and funds of the chorale, and it has the right, power, and authority to perform all deeds necessary to accomplish the goals of the chorale. The board establishes and communicates policies and procedures as needed to fulfill the goals of the chorale. Each board member serves on at least one committee or appointed position.

## **SECTION 7 (Conflict of Interest)**

The primary duty of board members should be to conduct business for the benefit of the chorale. When the Board is making financial and/or policy decisions, it is the responsibility of the board members to disclose any conflict of interest.

# **Article IV: Officers**

## **SECTION 1 (Positions)**

Officers of the board of directors are president, president-elect, secretary, and treasurer.

## **SECTION 2 (Election of Officers)**

The candidates for office are solicited by a nominating committee chaired by the president-elect. Officers are elected by the board from the board members in May of each year.

## **SECTION 3 (Terms of Office)**

The officers assume office in July for a one-year term, and they may be elected for one additional term. No member may hold more than one office at a time, and no member is eligible to serve more than two consecutive terms in the same office, except the treasurer and the secretary, whose term may be extended on a year-to-year basis, by a two-thirds majority vote of the board.

## **SECTION 4 (Vacancies)**

An officer may resign by submitting a written resignation to the board president. Vacancy of an office is filled for the unexpired term by election from the board.

## **SECTION 5 (Duties of Officers)**

### **(a) President**

The president calls and presides over regular board meetings and may call special meetings as necessary. The president appoints committees as needed (see Committees) and communicates essential information to board and chorale members. The president works with the finance and fundraising committee in preparing the annual budget. The president also signs, executes, and approves all contracts and other materials authorized by the board. The president may designate another executive board member to sign or approve contracts authorized by the board. The president may appoint a member of the board to serve as parliamentarian at board meetings.

### **(b) President-elect**

The president-elect presides over meetings in the absence of the president and assists the president as needed. The president-elect chairs the finance and fundraising committee and the nominating committee for board officers.

### **(c) Secretary**

The secretary takes minutes of all meetings and distributes the minutes to board members prior to the next meeting. The secretary maintains all mailing lists (e.g. chorale and board members, donations, publicity). The secretary also updates and maintains the term status of each board member and officer.

### **(d) Treasurer**

The treasurer maintains accurate financial records, receives all income of the chorale, makes bank deposits, maintains investments, and pays bills in a timely manner. At least

quarterly, as of the end of March, June, September and December, the treasurer presents to the board a report comparing actual receipts and expenditures to budget categories. The treasurer serves on the finance committee and assists in preparing the annual budget. The treasurer is responsible for all tax reporting (ex. 990 and 1099-MISC), maintaining the organization's tax-exempt status, and preparing the Annual Report for the Kentucky Secretary of State in order to maintain incorporation status.

#### **SECTION 6 (Officers' Records)**

The officers maintain and pass along to their successors all records pertaining to their offices for the past five years.

### **Article V: Meetings**

#### **SECTION 1 (Schedule, etc.)**

The board meets at least quarterly. Board meetings are open to all chorale members. The president may call special meetings as necessary through notification of all board and chorale members.

#### **SECTION 2 (Quorum)**

A quorum is defined as at least 51 percent of the current members of the board. A quorum must be in attendance before business can be transacted or motions made or passed. Decisions of the board are made by simple majority of a quorum assembled at the call of the president.

#### **SECTION 3 (Parliamentary Procedure)**

Rules contained in the current edition of Robert's Rules of Order govern Berea Community Chorale, Inc. subject to such special rules as have been or may be adopted.

### **Article VI: Committees and Appointed Positions**

All board members should serve on at least one committee or in an appointed position.

#### **SECTION 1 (Executive Committee)**

The executive committee, consisting of the officers, has the authority to make timely emergency decisions as needed between regular meetings.

#### **SECTION 2 (Standing Committees)**

Standing committees are composed of board and chorale members. The president will appoint as necessary, with board approval, the following committees:

##### **(a) Finance and Fundraising**

The president-elect serves as chair of the finance and fundraising committee. The treasurer also serves on this committee. The finance and fundraising committee develops the budget

and determines priorities for fundraising. The budget for the next fiscal year is submitted to the board for approval by May at the latest. The committee selects a chairperson for each fundraising sub-committee and proposes a timeline for activities. The finance and fundraising committee conducts an audit of the treasurer's books at least annually. In addition, an audit occurs if a treasurer leaves office.

**(b) Concert Support**

The concert support committee organizes publicity for concerts. The committee also organizes and recruits choir members and others as needed to handle all logistics, for example stage set-up, programs, tickets, ushering, recording, and reception.

**(c) Nominating (Board Members)**

At a board meeting at least a week prior to the first rehearsal in April, the nominating committee presents to the board a slate of candidates for board members. At the first rehearsal in April, the nominating committee presents the slate to the chorale; the president calls for nominations from the floor; and the committee conducts the election by secret ballot and presents the results of the election to the chorale.

**SECTION 3 (Appointed Positions)**

The president appoints as necessary, with board approval, the positions listed below. Appointed positions may be selected from chorale or board members. These individuals may solicit other chorale members to assist in the duties of the position with approval of the board.

**(a) Music Librarian**

The music librarian distributes and collects all music used by the chorale. The music librarian also keeps the music organized in its storage location.

**(b) Historian**

The historian receives and organizes all records, such as chorale minutes, program announcements, and news articles, and maintains them in an organized fashion.

**(c) Attendance Monitor**

The attendance monitor oversees chorale attendance.

**(d) Web Manager**

The web manager maintains and updates the chorale website as directed by the president.

**SECTION 4 (Special Committees and Appointments)**

The president may appoint additional committees and individuals as needed.

**Article VII: Financial Policies**

### **SECTION 1 (Fiscal Year)**

The fiscal year for Berea Classic Chorale, Inc. is July 1 – June 30.

### **SECTION 2 (Budget)**

The budget follows standard format. The treasurer's quarterly financial report to the board is by budget category. The treasurer presents to the board a report comparing expenditures to the budget categories quarterly as of the end of March, June, September and December.

### **SECTION 3 (Exceeding Budget)**

Board approval is required if expenditures for the fiscal year will exceed 10 percent of the total budget. Any non-budgeted expense over \$500 requires board approval prior to the expenditure.

## **Article VIII: Non-discriminatory Policy**

The Berea Classic Chorale, Inc., its board and committees will not discriminate regarding membership or involvement because of race, color, religion, sex, age, handicap, or sexual orientation.

## **Article IX: Amendments**

Amendments to the bylaws may be proposed in writing to the board of directors at any meeting. Amendments must first be approved by a majority vote of the board of directors prior to being presented to the chorale membership for a vote. Amendments become effective following a majority vote of the chorale membership.