

THE CLAREMONT CHORALE BYLAWS

Article I NAME AND DEFINITION

1. **Name:** The name of the organization is "THE CLAREMONT CHORALE".
2. **Definition:** The Claremont Chorale consists of an adult ensemble and optionally one or more ensembles for children and youth. The Chorale may also form vocal ensembles for special purposes.

Article II PURPOSE

The purpose of the organization is as follows:

1. To provide Chorales through which singers are able to enhance their musical training by performing a wide variety of choral music.
2. To perform choral music for the benefit of the community at large.
3. To provide a well organized and continuing group through which the heritage of choral music may be sustained.

Article III NON-PROFIT

The organization does not contemplate the distribution of any gain to any member, either currently or upon dissolution.

Article IV MEMBERSHIP

1. **Joining an ensemble.** Prospective members may be accepted for membership in one of the ensembles according to the following criteria.
 - **Space Availability.** Each ensemble is divided into voice sections. The Conductor strives to keep a working balance between the sections for a more uniform sound. Therefore, membership in each voice section is determined by space availability according to the balance of the whole.
 - **Audition.** If space is available in a section, prospective members must pass an audition given by the Conductor to demonstrate an acceptable vocal tone quality, the ability to sing with accurate pitch, and music sight-reading skills.
 - **Age Requirement.** Each ensemble may specify age requirements.
2. **Termination of Membership.** A singer's membership terminates on the occurrence of any of the following events:
 - Resignation

- Expulsion, upon a determination by the Board of Directors that the singer has failed to observe any reasonable rule of conduct established by the Chorale, or has engaged in conduct which materially and seriously prejudices the purposes and interest of the Chorale
 - Failure to pass any subsequent auditions
 - A leave of absence longer than one year
3. **Reinstatement.** Any member whose membership has terminated may request reinstatement from the Conductor. Reinstatement is dependent on the criteria for new membership
 4. **Voting Rights.** Each adult member in good standing of the Chorale has the power of one vote at any meetings duly called by the Board.

Article V OBLIGATIONS

1. **Rehearsals.** The ensembles rehearse on a regular basis to prepare concerts. Special rehearsals may be called at any time at the Conductor's discretion.
2. **Minimum Participation.** Members are expected to participate fully in the Chorale program. They are expected to attend all rehearsals unless excused by the Conductor, and to be punctual at all activities and scheduled meetings.
3. **Concert Attire.** Members provide, at their own expense, the concert attire determined by the Board of Directors. The Board must select attire which may be obtained at a reasonable cost and in a reasonable amount of time.
4. **Involvement.** All members are strongly encouraged to participate in the operations of the chorale, as a Board member, officer or committee member.

Article VI Contractors

The Board may hire individuals to serve the organization in specific roles as contractors. These roles may include, but are not limited to: Musical Director, Conductor, Accompanist and Administrative Assistant. The duties of, and compensation for, these individuals will be negotiated between the Board and the individual on a case-by-case basis.

Article VII BOARD OF DIRECTORS

The Board of Directors for the Claremont Chorale consists of minimum nine (9) duly elected directors.

The Board selects the officers of the organization (president, vice president, secretary, and treasurer) from among themselves.

Except as otherwise provided by these Bylaws, the powers of this Chorale and its property are controlled, and its affairs conducted by the Board of Directors (herein after referred to as the "Board").

1. **Responsibility**

- Members of the Board are expected to participate actively in scheduled Board meetings.

- Members of the Board are encouraged to participate in a committee.
- 2. **Term.** Directors are elected by the membership for a term of two years. A Director may serve no more than three consecutive terms.
- 3. **Removal and Resignation.** Any Director may resign at any time by giving written notice to the Board.
- 4. **Vacancies.** The Board may fill any vacancies that occur during the year.
- 5. **Voting Rights.** Each Director is entitled to one vote on all matters before the Board. There is no voting by proxy.
- 6. **Self Dealing.** No Director may vote on any issue that directly or indirectly benefits him or her.
- 7. **Regular Meetings.** Regular meetings of the Board are held as the Board determines necessary.
- 8. **Special Meeting.** Special meetings of the Board may be called by the President, the Secretary, or any two (2) or more Directors.
- 9. **Notice of Meetings.** Notice of the time and place of meetings must be communicated personally.
- 10. **Quorum.** A simple majority of the members of the Board constitutes a quorum at any meeting of the Board
- 11. **Action Without Meeting.** Any action required or permitted to be taken by the Board under the provisions of these Bylaws may be taken without a meeting, if all Directors individually or collectively consent in writing to such action. Such an action must be recorded as part of the record.
- 12. **Compensation of Directors.** Directors, members of committees and officers receive no compensation for their services. However, they are entitled to receive reimbursement of expenses as determined by the Board.

Article VIII MEETINGS

1. **General Meetings.** General meetings of the membership may be called as necessary by the Board. General meetings of the Membership must also be called by the Board if the Board is petitioned to do so by twenty-five (25) percent or more of the members in good standing of the Chorale. A petition must state the purpose of the requested meeting and shall contain a printed list of the petitioners along with each petitioner's signature.
2. **Annual Meeting.** There shall be an annual membership meeting (date, time and place to be determined by the Board) for the purpose of electing officers and additional Board members for the following year.
3. **Notice of Meetings.** Notice to the members of upcoming general meetings is the responsibility of the Board. Notice shall be given, either in writing or orally, to the members at a regular rehearsal no later than two regular rehearsals before the date of the membership meeting. If members are absent at both rehearsals, it is the responsibility of the Board to contact those.

**Article IX
ELECTION OF DIRECTORS**

1. **Date of Elections.** The election of the Directors of the Chorale takes place at the annual general membership meeting. The Board of Directors adopts the rules and regulations for the holding and conduct of elections.
2. **Nominating Committee.** The Board of Directors fixes the date of the meeting, and appoints a nominating committee, consisting of four (4) members.
3. **Duties of Nominating Committee.** The members of the nominating committee present to the Board a list of nominees for election as Directors.
4. **Notice of Elections.** The Board must give notice to every member of the Chorale of the time, place and manner of holding the election and a list of the chosen nominees at least two (2) weeks prior to the General Meeting.
5. **Cumulative and Proxy Voting.** No cumulative or proxy voting is permitted in any event.

**Article X
DUTIES OF OFFICERS**

1. **President**
 - Gives notice of all the meetings of the Board required by these Bylaws and sends out an agenda at least one week prior to each meeting where feasible.
 - Presides at all general membership and Board of Directors meetings.
 - Acts as the representative of the Chorale.
 - Signs all contracts which have first been approved by the Board.
 - Appoints all committees as provided in the Bylaws and any special committees as directed by the Board.
 - Exercises general supervision of the work and affairs of the Chorale, including administrative control and guidance over all standing committees.
 - Has such other powers and performs such other duties as may be prescribed by the Board from time to time.
2. **Vice President**
 - Performs all the duties of the President when the President is absent or unable to serve, and in so acting has all of the duties and powers of the President.
 - Is the chairman of the Governance Committee.
 - Has such other duties and powers as may be conferred by the Board.
3. **Secretary**
 - Keeps or causes to be kept the minutes of all meetings of the Board with the time and place, whether regular or special, the notice given, the names of those present and the proceedings.
 - Prepares the agenda for the next meeting on consultation with the President
 - Has such other powers and performs such other duties as may be prescribed by the Board from time to time.
4. **Treasurer**

- Is the chief financial officer of the Chorale.
- Keeps and maintains or causes to be kept and maintained adequate and correct accounts of the business transactions of the Chorale, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- Deposits all income to the credit of the Chorale as designated by the Board.
- Disperses the funds of the Chorale according to the order of the Board, including monthly compensation of contractors.
- Reports the financial condition of the Chorale at each monthly Board meeting.
- Prepares a budget for each year with the assistance of the Finance Committee.
- Has such other powers and performs such other duties as may be prescribed by the Board from time to time.

Article XI COMMITTEES

1. **Committees Generally.** Committees of the Board are either standing or special. Each committee exercises the power and carries out the functions designated by these Bylaws or delegated by the Board from time to time. Except as otherwise provided by the Board or these Bylaws, such committees are advisory only and subject to the control of the Board. Where possible, the committees are chaired by a member of the Board.
2. **Standing Committees.** These may include, but are not limited to, the following:
 - Public relations
 - Finance
 - Concert
 - Membership
 - Volunteer
3. **Special Committees.** These may include, but are not limited to, the following:
 - Traveling
 - Social
4. **Membership, Appointment.** Except as provided otherwise by these Bylaws, the members of each committee are appointed annually by the Board.
5. **Expenditures.** Any expenditure of Chorale funds by a committee requires prior approval of the Board.
6. **Governance Committee.**
 - Is a standing committee,
 - Consists of the Vice President and up to four other Board members.
 - Recommends updates to the Bylaws in accordance with the changing needs of the Chorales
 - Prepares contracts for Chorale employees
 - Prepares agreements with adjunct organizations.

**Article XII
ADJUNCT ORGANIZATIONS**

From time to time the Chorale may establish adjunct organizations, including advisory Boards and auxiliaries. Each such organization may establish its own Bylaws and rules and regulations, as well as amendments to these rules, which must be presented to the Board for approval. These Bylaws and such policies and rules as the Board may adopt from time to time prevail and govern over the Bylaws, policies, rules and other actions of such adjunct and subordinate groups.

**Article XIII
FUNDRAISING**

To support the purposes of the Chorales, they may solicit funds from members, interested persons and organizations, or engage in other fundraising activities.

**Article XIV
AUTHORITY**

Robert's Rules of Order, latest version, is the Parliamentary authority of the Chorale.

**Article XV
FISCAL YEAR**

The fiscal year of the Chorale is the twelve-month period starting July 1 of each year.

**Article XVI
AMENDMENTS**

These Bylaws may be changed or amended by a majority vote of the members at any regular or duly called meeting of the membership, where a quorum is present. Notice in writing of the proposed amendment, including a copy of it, and notice of the time and place of meeting at which it will be submitted to vote, must given to every full time member not less than two (2) weeks prior to voting.