

Readers: Please note that to facilitate your seeing changes that have been made in this document, changes have “red-line” markings of changes since the last revision. Words that have been deleted are shown with a strikethrough and replacements are in red and underlined like this message. Parts that have been changed also have a vertical black line to the right.

NORTH SHORE CHORAL SOCIETY

By-Laws

Revised 2006

ARTICLE I: PURPOSE

The North Shore Choral Society explores, studies, and performs a wide range of choral music for the enrichment of its singers and audiences by:

- Establishing a chorus of members of the community who love to sing, and who satisfy audition and attendance requirements;
- Giving non-professional singers an opportunity to develop their vocal skills and musical knowledge under the direction of a professional conductor, accompanied by professional orchestral musicians, and supported by professional vocal soloists;
- Exposing listeners and performers to a wide variety of choral music, sacred, secular, classical, and contemporary;
- Presenting authentic, high-quality performances of the great choral compositions

ARTICLE II: BOARD OF DIRECTORS

Section 1: The Society shall be managed by a Board of Directors consisting of Elected Officers, three elected Directors-at-Large, the Music Director, and the General Manager. The Elected Officers shall be:

- President
- Vice-President, Operations
- Vice-President, Concerts
- Vice-President, Public Relations
- Vice-President, Fund Raising
- Secretary
- Treasurer

The term of office of all Elected Officers and Directors-at-Large shall be one year. Directors-at-Large may not serve more than three consecutive terms in that position. The Elected Officers may serve as many terms as they have been elected.

Section 2 The quorum required for transacting official Society business at any Board meeting shall be seven Board members, including at least four Elected Officers. All decisions of the Board shall be by a majority vote of those members present.

Section 3 The Music Director and the General Manager shall be engaged at the discretion of the Board of Directors. As members of the Board, they are able to vote on any matters excepting their own appointment, dismissal, or compensation.

Section 4 When any elected Board position becomes vacant for any reason, the remaining Directors shall appoint a replacement to serve until the next annual election of the Board. ~~(See, however, Article III, Section 2.)~~

Section 5 Regular meetings of the Board shall be scheduled by the President from September to June, unless a meeting or meetings are suspended by the Board. Special meetings of the Board may be called by the President acting alone, or by four other Directors acting together.

Section 6 Any Director, excepting the Music Director or the General Manager, may be removed from office by a two-thirds vote of the members of the Society present at any regular meeting of the Society, notice for such cause, including failure to attend Board meetings, having been given at least seven days previously prior to that regular meeting.

~~**Section 7** Any Director who is absent from three consecutive meetings of the Board may for this cause be removed from office and from the Board by vote of the other Directors.~~

~~**Section 78**~~ The fiscal year of the Society shall be July 1 through June 30.

~~**Section 98**~~ Before the end of each calendar year, the Board shall adopt a *tentative* budget for the next fiscal year of the Society, including expenditures for the salaries and fees of the Music Director, the General Manager, rehearsal accompanists, and concert instrumentalists and vocal soloists. The Board may subsequently revise that tentative budget but must adopt a final budget before the start of the next fiscal year. At least twice each year, the Board shall present a written financial report to the members of the Society.

~~**Section 109**~~ The Board shall keep the members of the Society informed of all matters concerning the welfare of the Society. At least twice each year, the Board shall present a written financial report to the members of the Society.

ARTICLE III: RESPONSIBILITIES OF BOARD MEMBERS

Section 1 The PRESIDENT

- Shall preside at all meetings of the members, and of the Board of Directors;
- Shall be a member *ex officio* of all committees of the Society;
- Shall annually appoint an auditor, other than the Treasurer, to review the financial accounts of the Society and to make a written report of the findings to the Board;
- Shall appoint the committee chairpersons specified in these by-laws;
- May establish temporary committees and appoint their chairpersons.

All appointments by the President are subject to approval by the Board. Neither the auditor nor other presidential appointees shall by virtue of these appointments become members of the Board.

Section 2 The VICE-PRESIDENT, OPERATIONS

- Shall have supervisory responsibility for membership, social events, the music library, and house management at rehearsal locations other than concert locations;
- Shall perform all the duties and have the powers of the office of President in case of the absence or disability of the President.

If the Vice-President, Operations is also to be absent or unable to perform the duties, the President shall select a President *pro tem* from among the other Board members. If the President is unable to do so, then the Board shall elect a President *pro tem* from among its members.

~~If the Vice-President, Operations is absent or unable to assume the duties of President, then the President or, in his absence, the Board shall elect one of its members as President *pro tem*.~~

Section 3 The VICE-PRESIDENT, CONCERTS

- Shall have supervisory responsibility for concert and dress rehearsal management, the printing and distributing of tickets for concerts, and house management at concert locations.

Section 4 The VICE-PRESIDENT, PUBLIC RELATIONS

- Shall have supervisory responsibility for publicity, outreach and affirmative action; the design and printing of brochures, programs, posters, and leaflets; the mailing and distribution of brochures and concert notices; the Society's website; and maintenance of the archives.

Section 5 The VICE PRESIDENT, FUNDRAISING

- Shall have supervisory responsibility for grant applications, patron appeals, program ads, and other fund-raising events and projects except the sale of concert tickets.

Section 6 The SECRETARY

- Shall keep a record of the proceedings of the Board of Directors, issue minutes of these proceedings to the Board, make corrections and revisions to the minutes as necessary and resubmit them to the Board for approval, and place a final copy in the archives.

Section 7 The TREASURER

- Shall be responsible for receiving and disbursing the funds of the Society;
- Shall keep the financial accounts in books belonging to the Society and open at all times to inspection by the Board;
- Shall promptly deposit all funds received to bank accounts authorized by the Board;
- Shall make all payments by check upon receiving approved invoices or other approved disbursement documents;

- Shall submit periodic financial reports to the Board and prepare the Board's financial reports to the Society's membership;
- Shall prepare the annual budget for the approval of the Board;
- Shall be responsible for the timely filing of all tax and financial reports required by law.

The Treasurer's, President's, or General Manager's signature shall be required on all checks drawn by the Society. No bills shall be paid except by check.

Section 8 The DIRECTORS-AT-LARGE

- Shall serve as additional liaisons to the members of the Society, and shall assist other elected officers and committee chairpersons as needed and as called upon to do so.

Section 9 The MUSIC DIRECTOR

- Shall judge the musical qualifications of applicants for membership and accept or reject their applications;
- Shall select musical works for public performance by the Society, subject to approval by the Board;
- Shall be empowered to exclude from participation in a concert any member who, in the Music Director's judgment, is unprepared to sing the music to be performed.
- Shall engage and dismiss the rehearsal accompanist(s), concert accompanist(s), vocal soloists, and instrumentalists, fees for such engagements to be within the budget as approved by the Board.

The engagement and dismissal of the Society's accompanist shall be subject to the approval of the Board.

Section 10 The GENERAL MANAGER

- Shall assist the Music Director as requested;
- Shall serve as a liaison to other Directors and committee chairs;
- Shall manage and coordinate communications with members and potential members of the Society;
- Shall write grant applications, in cooperation with the Vice-President, Fund Raising and other responsible parties as necessary;
- Shall receive and handle information from outside the Society;
- Shall serve as a repository of supplies and miscellany.

ARTICLE IV: COMMITTEE CHAIRS

Section 1 Responsible to the Vice-President, Operations, shall be the following:

- Membership ~~Chair~~
- Computer Services Chair;
- Music Librarian;
- Membership Communications Editor;
- Social Chair;
- Section Coordinators of the chorus.

Section 2 Responsible to the Vice-President, Concerts, shall be the following:

- Concert Manager;
- House Manager;
- Box Office Manager;
- Tickets Manager.

Section 3 Responsible to the Vice-President, Public Relations, shall be the following:

- Publicity Chair;
- Program Chair;
- Art Chair;
- Desktop Publisher
- Mailing Chair;
- Community Liaison;
- Webmaster;
- Archivist.

Section 4 Responsible to the Vice-President, Fund Raising, shall be the following:

- Patron Chair;
- Program Ads Chair;
- Benefit Chair (at times when the Board indicates the need for such a position);
- Store-Benefits Days Chair;
- Other Special Project Chairs as the Board may designate.

Section 5 The various Chairs shall perform their duties with their respective committee members according to the job descriptions provided by the Board.

ARTICLE V: MEMBERSHIP

Section 1 The membership of the Society shall consist of singers who have been auditioned and accepted by the Music Director; and others who are not singers, elected by the Board of Directors, who participate in or aid the work of the Society.

Section 2 The Music Director may re-audition any singing member at any time. Any member who fails a re-audition may be dropped from membership or from musical participation in the activities of the Society by vote of the Board.

Section 3 Any singing member who misses three or more rehearsals, or the dress rehearsal, may be excluded from singing in that concert and asked to join the audience. Enforcement of this policy shall be the prerogative of the General Manager assisted by the Section Coordinators.

Section 4 Annual dues of the Society shall be payable by the fourth rehearsal of the current concert season. The General Manager shall give written notice to any member whose dues are then in arrears. A member who does not respond to that notice within three weeks by making payment or providing an explanation satisfactory to the Board shall be dropped from membership in the Society by vote of the Board.

ARTICLE VI: BUSINESS MEETING AND ELECTION

Section 1 At its February meeting each year, the Board of Directors shall appoint a Nominating Committee consisting of five members of the Society who are not currently Directors. This Committee shall elect one of its members as Chair and shall thereafter nominate candidates for election as Officers and Directors-at-Large for the next year.

Neither the Chair nor the other members of this Committee shall by virtue of these offices become members of the Board.

Section 2 The annual business meeting of the members of the Society shall be held at a rehearsal from three to five weeks before the last concert of the spring; this meeting may be postponed. At this annual meeting the members in attendance shall elect a President, Vice-Presidents for Operations, Concerts, Public Relations, and Fund Raising, a Secretary, a Treasurer, and three Directors-at-Large, to hold office for the ensuing year and until their successors are elected and take office.

The Nominating Committee shall present its candidates, but any other member in good standing is eligible to be nominated and elected. The Directors so elected shall take office at the June meeting of the Board following the election.

Section 3 Without prior notice, the regular rehearsals of the Society shall be considered meetings for the transaction of business. A simple majority of the members shall constitute a quorum, and all decisions of the membership shall be by majority vote of members present.

Section 4 Any elected Director may be removed from office by the membership for cause, as described in Article II, Section ~~7~~6 of these By-Laws.

ARTICLE VII: REHEARSALS

The regular rehearsals of the Society shall be held weekly during the concert season, on a day to be determined by the Board of Directors. Extra or special rehearsals for the entire chorus or any sub-group may be held at any time at the discretion of the Music Director.

ARTICLE VIII: AMENDMENTS

Written notice of any proposed alterations of or amendments to the By-Laws of the Society shall be given to the members at a regular meeting of the Society at least two weeks before any action thereon shall be taken. Complete copies of all proposed alterations or amendments must be made available to the members. Adoption of any such alterations or amendments shall require a three-fourths affirmative vote of the members present, and shall become effective immediately after this vote.