

The Irving Chorale Bylaws

Article I Name and Purpose

- A. The name of this organization shall be the Irving Chorale (“the Chorale”).
- B. The purpose of the Chorale shall be to provide quality choral music, helping to make the City of Irving a cultural focal point of the Metroplex.
 - 1. The Chorale shall provide the citizens of Irving and the surrounding communities the opportunity to develop their vocal skills and expand their musical range.
 - 2. The Chorale shall contribute to the musical education of the citizens of Irving and the surrounding communities and provide opportunities for the enjoyment of choral music.

Article II Membership

- A. All members of the Chorale are volunteers. Each member is auditioned. The Artistic Director auditions prospective new members, conducts voice placement within each vocal section, and makes the final decision regarding acceptance of each new member into the Chorale.
- B. Each member shall pay dues. Dues, as established by the Board of Directors, shall be paid to the Treasurer by the third meeting attended and are non-refundable. Scholarships may be available on occasion on a case-by-case basis, as determined by the Board.
- C. Members shall be responsible for
 - 1. Obtaining and maintaining performance costumes
 - 2. Attending 80% of the rehearsals for each concert
 - 3. Remaining in good financial standing with the Chorale

Members not in compliance with the above responsibilities are considered not in good standing and may be asked not to participate in certain Chorale activities. Any exceptions to the above must be approved by the Artistic Director and the Board.

- D. Members are encouraged to participate in all of the activities of the Chorale.
- E. Members shall
 - 1. Sign for any and all music and folders issued by the Chorale for rehearsals and concerts

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2. Return any and all music to the Librarian at the end of each performance period
3. Reimburse the Chorale for any music not returned in a timely manner, as determined by the Librarian and Treasurer.

Article III Board of Directors

- A. The Board of Directors (“the Board”) shall consist of the elected and appointed officials of the Chorale, all of whom shall be voting members and must be members in good standing.
- B. The elected officers of the Chorale shall be President, President-Elect, Vice President-Marketing, Recording Secretary, Corresponding Secretary, Treasurer, Librarian, and Past President.
- C. Members at large, no more than 5, shall constitute appointed members of the Board.
- D. The Artistic Director shall be a non-voting, ex-officio member of the Board.
- E. The Board shall be responsible for the administrative functions of the Chorale. The duties of the Board include but are not limited to the following:
 1. Approving the annual budget
 2. Establishing dues for each season prior to the first rehearsal of the season
 3. Establishing ticket prices for all performances of the Chorale
 4. Selecting fundraising activities appropriate to the season’s needs
 5. Selecting and approving terms of employment contracts with the Artistic Director and the Accompanist
 6. Dismissing the Artistic Director or Accompanist if the terms of their contracts have been broken
 7. Meeting once each month during the regular season and at other times as called by the President
 8. Approving proposed changes in the Chorale Bylaws before bringing them to a general membership vote.

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- F. A quorum of two-thirds of the Board must be present at each Board meeting in order to conduct official business. All votes shall be decided in the presence of quorum.

Article IV Elections and Voting

A. Election of Officers

1. A Nominating Committee and Chairperson shall be appointed by the President-Elect by the first of April of each year as needed. The committee shall consist of the President-Elect and up to four Chorale members.
2. The **Nominating Committee** shall:
 - (a) Select candidates for each elective office;
 1. Exceptions: President and Past President, which are determined the previous year
 2. Candidates for each elective office must be selected from the current dues-paying membership of the Chorale.
 - (b) Interview candidates and make them aware of the duties of the offices for which they are being nominated
 - (c) Present a slate of prospective officers to the Chorale during a regular rehearsal in May; additional nominations may be accepted from the floor at this meeting
 - (d) Prepare, distribute, collect, and tally ballots from each dues-paying member present for each election.
3. Election of new officers shall be at a regular rehearsal in May
 - (a) Quorum is required in order for a vote to take place. At least one-half of the dues-paying membership on the rolls must be present for a valid election to be held
 - (b) A majority vote is required to be duly elected to the office to which the person is nominated
 - (c) No proxy votes shall be accepted.

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4. Newly elected officers shall assume office on July 1st of the season in which elections were held.

B. Vacancies

1. Vacancies on the Board, other than during elections, shall be filled by Presidential appointment
2. A majority vote of the Board is required to ratify the appointment.

C. General Membership Voting

1. All valid votes of the membership shall require quorum
2. A majority vote of the dues-paying membership present shall be required for approval
3. Bylaws changes require a two-thirds majority approval of **both** the Board and the membership in order to be ratified
4. Members shall be notified of all called votes in advance of the vote.

Article V Officers and Duties

A. The **President** shall:

1. Serve a two-year term
2. Commit to serve as Past President the 2 years succeeding the Presidency
3. Preside at meetings of the Board and meetings of the general membership
4. Organize special ad hoc committees, as needed, and appoint chairpersons for those committees
5. Be a non-voting member of every committee
6. Work closely with the President-Elect to ensure a smooth transition to the Presidency
7. Initiate changes to the Chorale Bylaws or Standing Rules, as necessary

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8. Approve all singing engagements prior to the commitment of the Chorale to any performance
 9. Chair the Season Development Committee
 10. Chair an emergency Executive Committee if needed, which will have at least 2 other Board members included, to make executive Board decisions under extraordinary circumstances.
 11. Appoint the non-elected members of the Board.
 12. Appoint committee chairpersons with Board approval.
- B. The **President-Elect** shall:**
1. Serve a two-year term
 2. Commit to serve as President the 2 years succeeding the term as President-Elect
 3. Commit to serve as Past President the 2 years succeeding Presidency
 4. Work closely with the President to insure a smooth transition to Presidency
 5. Preside at Board meetings in the absence of the President
 6. Serve as chairperson of the Fundraising Committee
 7. Serve on the Season Development and Budget Committees
 8. Appoint a Nominating Committee by the first of April of each year.
- C. The **Immediate Past President** shall:**
1. Serve a two-year term as member at large.
 2. Serve as an advisor to the President
- D. The **Vice President-Marketing** shall:**
1. Serve a two-year term
 2. Direct and coordinate all marketing activities of the Chorale

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3. Serve as chair of the Publicity Committee
4. Preside at Board meetings in the absence of the President and President-Elect.

E. The **Recording Secretary** shall:

1. Serve a two-year term
2. Maintain accurate records of all meetings of the Board and the general membership and keep these minutes in a permanent file
3. Prepare and distribute schedules of rehearsals and appoint section leaders each season.
4. Maintain accurate attendance records for each meeting of the Board, each rehearsal, and each performance
5. Maintain a list of current Chorale members and officers and make the list available to all members on the website.
6. Organize a telephone committee of the section leaders, who will be responsible for notifying the membership of any changes in the regular rehearsal or performance schedules
7. Provide new members with a packet of relevant information, including but not limited to costume information, a list of Chorale members, and a schedule of rehearsal and performance dates
8. Coordinate nametags for members
9. Be named as an optional signature on the Chorale's checking account(s) in the event the treasurer is unable to fulfill duties
10. Handle all Chorale membership correspondence including weekly email updates, except as directed by the President.

F. The **Corresponding Secretary** shall:

1. Serve a two-year term.
2. Be responsible for all written correspondence of the Chorale not covered by the recording Secretary, including sunshine messages
3. Be responsible for coordinating all mailings of the Chorale, including bulk mail

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4. Coordinate with the Vice President of Marketing regarding advertising follow-up letters
5. Serve as Chorale historian for the term to which they are elected.

G. The **Treasurer** shall:

1. Serve a three-year term
2. Be named on the Chorale checking account and be authorized to deposit money in and write checks on that account
3. Sign all checks for the Chorale
4. Maintain an accurate record of all financial transactions and balance the account(s) each month once bank statements have been received
5. Obtain yearly tax return and financial review from a Certified Public Accountant
6. Prepare 1099-MISC for Artistic Director, Accompanist, and all other contract labor earning more than \$600/year
7. Open additional accounts when authorized by the Board
8. Collect all incoming funds and deposit these funds into the Chorale account(s) within ten days unless otherwise directed by the Board
9. Make financial records available to the Board
10. Chair the Budget Committee
11. Maintain a record of all dues-paying members and provide updated copies to the Recording Secretary and Librarian
12. Conduct business in such a manner that tax-exempt status under the United States Internal Revenue Code may be maintained
13. Prepare and provide to the Board a written annual financial statement within one month after the close of each performing year
14. Pay all bills incurred by the Chorale upon receipt of invoice. All expenditures over \$100 must have Board approval. All submitted invoices must have the signature of a Board member before being paid

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15. Serve as a member of the Fundraising & Development Committee
16. Select a treasurer-elect during the 3rd year of the term to begin training to assume the office the following season.

H. The **Librarian** shall:

1. Serve a two-year term
2. Maintain and store all music, folders, and other properties of the Chorale
3. Distribute and collect all music and folders from Chorale members
4. Keep accurate record of all Chorale members in possession of returnable music and other materials through a check out system.
5. Order music at the direction of the Artistic Director, following the presentation of said music to the Season Development Committee

I. The **Members-at-Large** shall:

1. Serve a one-year term when appointed by the President
2. Serve the Chorale at the discretion of the Board.

Article VI Board Appointed Positions

A. The **Stage Manager** shall

1. Serve a one-year term when appointed by the President
2. Serve on the Season Development Committee
3. Coordinate all aspects of stage production, including arranging for risers

B. The **Grant Writer** shall:

1. Serve a one-year term when appointed by the President.
2. Serve as a member of the Fundraising and Development Committee.

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3. Work closely with Board members key to each grant request, especially the President, Fundraising and Development Committee chairperson, Treasurer, and Artistic Director
- C. The **Coordinator of Ushers** shall enlist and coordinate ushers for concerts.

Article VII Dissolution of the Chorale

In the event of the dissolution of the Irving Chorale the remaining assets, after satisfaction of all obligations of the group, shall be distributed for purposes within the scope of the IRS tax code 501(C) (3). Any assets remaining shall be donated to an organization agreed to by the remaining members of the Board. Rules contained in Roberts rules of Order shall govern the Chorale in all cases where they are applicable and not inconsistent with the Bylaws and Standing Rules.

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STANDING RULES

Except as designated by the bylaws, committee chairpersons will be selected by the President and approved by the Board. Committee chairpersons will be responsible for selecting committee members with the President and Board serving as advisors in this process. All responsibilities of the Committees and Employees shall be covered in a separate document entitled Standing Rules of the Irving Chorale. The “Standing Rules” may be modified added to or deleted by a majority vote of the Board.

Article I Committees and Employees:

A. The **Season Development Committee shall:**

1. Be comprised of the chairperson (President), the Artistic Director and members of the Chorale chosen by the chairperson
2. Define the season schedule, in conjunction with the Artistic Director, with the music to be presented at least one season in advance
3. Coordinate the season schedules with the Budget Committee for budgetary planning
4. Book all necessary venues for Chorale events
5. Work with Publicity Committee on ticket sales and media advertising
6. Assist the Stage Manager in any way possible
7. Plan and coordinate concert receptions, as necessary
8. Determine the dress code for each concert and notify members

B. The **Budget Committee shall:**

1. Be comprised of the chairperson (the Treasurer), and members of the Chorale chosen by the chairperson
2. Work with the Artistic Director and Season Development Committee to determine the succeeding season’s program for budgeting

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3. Prepare a preliminary budget proposal for use by the Grant Writer in developing grant applications for IAB , by March 15 of the preceding fiscal year, or for other funding agencies, no later than 2 weeks before the grant application is due
4. Prepare the succeeding fiscal year final budget no later than July of the preceding season.
5. Present the succeeding fiscal year final budget proposal before the Board for ratification not later than August of the preceding season

C. The Publicity Committee shall:

1. Be comprised of the chairperson (Vice President-Marketing) and members of the Chorale as chosen by the chairperson
2. Coordinate advertising and marketing efforts for the Chorale
3. Work closely with the Season Development Committee on a ticket sales campaign for each Chorale event
4. Improve and maintain the Chorale websites
5. Present all proposed plans to the Board for approval.
6. Develop all publicity materials as required with advice of Artistic Director and Season Development Committee.
7. Design and distribute concert surveys
8. Coordinate with the Graphic artist for development of designs for printed material.

D. The Fundraising and Development Committee shall:

1. Be comprised of the chairperson, (President-Elect), Grant Writer and members of the Chorale as chosen by the chairperson
2. Design, coordinate, and execute all fundraising efforts for the Chorale
3. Present all proposed fundraising plans to the Board for approval
4. Devise and develop means of raising capital contributions from donors, including corporations, foundations, small businesses, and individuals.

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Article II Contract Employees

A. Contracts

1. A minimum of two signatures shall be mandatory to obligate the Chorale to any contract.
 - (a) One signature must be that of the President
 - (b) The Treasurer shall co-sign any contract obligating the Chorale financially
 - (c) The Artistic Director shall co-sign any contract obligating the Chorale in any performance-oriented and non-financial matter
 - (d) All contracts must be approved by the Board before being signed.
2. Contracts shall be signed by August 15 for the positions of Artistic Director and Accompanist-for **each** performing season.

B. The **Artistic Director** shall:

1. Be paid according to the contract approved by the Board
2. Be responsible for the selection of music for Chorale rehearsals and performances
3. Work with the Librarian to provide music for each Chorale member
4. Prepare a rehearsal schedule for each performing season and arrange for copies of this schedule to be available to Chorale members at the beginning of each season
5. Direct all rehearsals and performances of the Chorale or provide a qualified substitute, if necessary
6. Approve Section Leaders for each voice section
7. Be an ex-officio, non-voting member of the Board
8. Be a member of the Budget & Season Development Committees
9. Provide Budget Committee with the estimated costs of the subsequent season in a timely manner.

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10. Perform other duties as mutually agreed upon by the Board and Artistic Director each calendar year.

C. The **Accompanist** shall:

1. Be paid according to the contract approved by the Board
2. Attend all rehearsals and performances of the Chorale during the contracted performance season
3. Perform additional duties as requested by the Artistic Director
4. Provide a qualified substitute, if unavailable.