

Women's Choral Society

BYLAWS

(Revised 2017)

ARTICLE I: NAME

The name of this organization is Women's Choral Society. It is a domestic nonprofit corporation in the State of Oregon, as established October 24, 2003. The principle mailing address is that of the treasurer or membership chair.

ARTICLE II: PURPOSES

The Women's Choral Society fosters the following purposes:

1. To provide women of the community an opportunity to perform concerts in a vocal group of high musical standard.
2. To provide performances in the community.
3. To award financial aid through scholarships to worthy students studying music at the University of Oregon.

This corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to or inures to the benefit of its officers, directors, members or any other persons. The corporation exercises only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code and the regulations there under as the same exist or as they may be hereafter amended.

ARTICLE III: MEMBERSHIP

- Section 1.** Membership in the Women's Choral Society is open to any woman in the community who can read music or has had experience in choral singing or enjoys singing and is committed to learning the music. All members must abide by the rules and policies of the corporation.
- Section 2.** Dues per member are established by the board of directors and are paid each term at the time of registration, unless other arrangements are made. No dues are refunded after the first two rehearsals, except as approved by the president. Any member delinquent in the payment of dues is not entitled to take music home, vote, or otherwise participate in the activities of the corporation, unless dues have been waived for that person. One complimentary concert ticket is given to a member who has paid her dues but is unable to sing in that term's concert.
- Section 3.** Members are responsible to the Women's Choral Society for regular attendance. If a member misses four or more rehearsals, she must discuss with the choral conductor before performing in the concert.
- Section 4.** A member in good standing is current with dues, an active participant and has returned all music from previous terms.

ARTICLE IV: OFFICERS

Section 1. The officers of the corporation are a president, vice president, secretary, and treasurer.

Section 2. Each officer will be a member in good standing.

Section 3. The duties of the officers are as follows:

President: presides over all meetings of the society and calls meetings as required. She appoints, with the approval of the board of directors, the chairs of standing committees, and serves ex-officio on all committees. The president appoints a board member to review financial records quarterly and annually.

Vice President: assists the president as called upon, presides in her absence, and oversees the section leaders. She organizes and executes social activities, such as the fall tea and the spring banquet.

Secretary: records the minutes of all business meetings of the corporation and the board of directors. She e-mails the minutes to the board and ensures they are posted to the on-line communications system in a timely manner. She conducts all correspondence of the corporation and performs any other duties as designated by the president.

Treasurer: keeps a record of all monies received and disburses monies as directed by the board of directors. The treasurer, president and vice president are signers on the corporation's bank accounts. The treasurer prepares a budget for approval by the board of directors. She prepares and files any required reports and presents the financial ledger for an annual review by the president or a reviewer appointed by the president. She oversees membership and ticket committees.

Section 4. A vacancy in the office of the president is filled by the president-elect or vice president. A vacancy in any other office is filled by vote of the membership. (See Article IX, Section 4.)

ARTICLE V: BOARD OF DIRECTORS

Section 1. The governing body of the corporation is the board of directors, which consists of the elected officers, the immediate past president, and the elected positions of president-elect, small ensemble president, marketing director, development director and two directors-at-large.

Section 2. Each director will be a member in good standing.

Section 3. The majority of the members of the board of directors constitutes a quorum for the transaction of business.

Section 4. The duties of directors other than the elected officers are as follows:

Immediate Past President: attends board meetings and mentors the incoming president. She remains on the board of directors as a voting member for at least one year and may remain until a new past president assumes this position.

President-Elect: attends all board meetings and shadows the current president in

preparation for assuming the role of president. She may assist the president with additional tasks that are mutually agreed upon.

Marketing Director: manages recruitment, concert publicity and other activities of the society through all media. She oversees advertising, posters and programs, as well as the corporation's website www.womenschoralsociety.org and Facebook page www.facebook.com/womenschoralsociety. She consults with the president regarding all marketing activities.

Development Director: oversees the annual donor campaign and manages donor research, corporate sponsors, and research and writing grants.

Small Ensemble President: represents the members of the small ensemble to the board and is a voting member of the board.

Directors-at-Large: attend all meetings of the board and act as liaisons for the general membership. They will manage requests for scholarships and be available to assist the president as needed.

Section 5. The board is charged with the executive functions of the corporation and at all times directs its power to the accomplishment of the purposes of the corporation as set forth in the bylaws. The membership of the corporation has the right to modify or rescind any action or decision of the board of directors and may also instruct the board as to future action. The board is bound by any such action of the membership. The right of the membership to direct, modify or rescind an act of the board does not include power to invalidate contracts or payments previously made under the direction of the board.

ARTICLE VI: CHORAL CONDUCTOR, SMALL ENSEMBLE DIRECTOR, AND ACCOMPANIST

Section 1. The board of directors contracts the choral conductor, small ensemble director and accompanist.

Section 2. Compensation of the choral conductor, small ensemble director and accompanist are set by contractual negotiation with the board of directors.

ARTICLE VII: COMMITTEES

Section 1. The president appoints chairs to the following standing committees: compact disc, history, membership, music library, music selection, nominating, program and ticket.

Section 2. The president may appoint special committees as may be deemed necessary or expedient.

Section 3. Section leaders take attendance, notify members of any pertinent information, organize sectional rehearsals, assist the librarian whenever necessary, and serve as members of the nominating committee.

Section 4. The duties of the standing committee chairs include attending meetings of the board of directors when asked by the president:

Compact Disc Committee: supervises the reproduction, sale, and distribution of all CD's. These are available to members only.

History Committee: maintains a record of all concert recordings, newspaper items, programs, pictures, and so on; incorporates them in the scrapbook provided and on electronic files as appropriate.

Membership Committee: registers new and returning members; creates and maintains a membership roster each term and posts it in the on-line communications system; assists with electronic communication within the general membership.

Music Library Committee: manages all music and concert folders belonging to the corporation; maintains a complete database of music owned by the corporation; stamps and numbers new music selections; photocopies music with permission of copyright holder; maintains records of copyright permission; manages the distribution and collection of the music to members; and maintains physical music files.

Music Selection Committee: coordinates music selection and purchase in conjunction with the choral conductor.

Nominating Committee: consists of an appointed chair and the four Section Leaders. Refer to Article IX, Section 1.

Program Committee: prepares and prints programs for concerts.

Ticket Committee: manages the account with the electronic ticketing vendor; monitors on-line and other presales; recruits and trains box office and presale workers; and coordinates with treasurer for prompt deposit of funds from direct ticket sales.

- Section 5.** At no time may any one person serve as chair of more than one committee or hold more than one office, or any combination thereof unless stipulated as part of her duties in these bylaws, or unless the board of directors so directs.
- Section 6.** The members of the board of directors and the standing committee chairs comprise the Advisory Committee, which may meet from time to time when called by the president.

ARTICLE VIII: MEETINGS

- Section 1.** The Corporation's fiscal year will begin on August 1st.
- Section 2.** Meetings of the membership for rehearsal and the conduct of business will be held weekly throughout fall and spring terms, the place and time to be decided by the board of directors.
- Section 3.** The order of business at any regular meeting is within the discretion of the president.
- Section 4.** Any member may present a motion for consideration of the membership at any regular meeting.
- Section 5.** Motions are decided by majority vote of the members present and voting at any regular meeting, provided a quorum of the members is present.
- Section 6.** One-third of the members of the corporation constitutes a quorum.

- Section 7.** The board of directors meets at least three times each year, and any other time deemed by the president.
- Section 8.** Any regular or special meeting of the board of directors may be conducted through use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in such a meeting is deemed present for the purposes of a quorum.

ARTICLE IX: NOMINATIONS AND ELECTIONS

- Section 1.** The nominating committee presents a suggested slate for elected positions to the membership at the first rehearsal in April. The positions to be filled are president, president-elect, vice-president, secretary, treasurer, marketing director, development director and two directors-at-large.
- Section 2.** Election of officers and directors by the membership at large will be held at the second reading of the suggested slate for such positions, and the newly elected officers and directors take office on August 1.
- Section 3.** An elective member of the board of directors is elected for a term of one year. She may serve additional terms when deemed necessary.
- Section 4.** Election of the small ensemble president will be held at the annual meeting of the small ensemble.

ARTICLE X: MUSIC

- Section 1.** All music is the property of the Women's Choral Society.
- Section 2.** Each member is responsible for music assigned to her and will return same when called for or when she ceases to be a member.

ARTICLE XI: SMALL ENSEMBLE

- Section 1.** A small ensemble of approximately 14 voices will be formed when the members of the Women's Choral Society demonstrate an interest. The corporation funds the ensemble as part of its annual budget. It functions independently of the corporation, under the leadership of a director chosen by the Women's Choral Society board of directors. Any funds generated from donations from groups/facilities for which it performs and from underwriting or sponsorships will be deposited by the treasurer as part of corporation income from the small ensemble. The president of the small ensemble serves as a voting member of the board of directors. A vacancy in the office of small ensemble president is filled by a vote of the members of the small ensemble.
- Section 2.** The purpose of the small ensemble is to share the joy of music and to be good ambassadors for the entire Women's Choral Society. Its goal is to perform throughout the community in small venues that cannot accommodate the full Women's Choral Society membership. The group especially reaches out to long-term care facilities whose residents may be unable to attend a regular Women's Choral Society concert. The ensemble may also perform at concerts of the full vocal group.
- Section 3.** Membership: Members of the small ensemble must be active members of the Women's

Choral Society throughout their time in the ensemble. The small ensemble director selects them after holding auditions to determine balance and blend of voices. A continuing member of the ensemble auditions again after two years of membership.

Section 4. Requirements of membership: Each participant maintains regular attendance at rehearsals and performances, exhibits prompt learning and eventual memorization of the music, and functions as part of a team.

Section 5. Dissolution of the small ensemble will occur when the Women's Choral Society and board of directors vote to dissolve the small ensemble. If monetary considerations have changed, interest has declined, or if leadership is not available, it may be dissolved by a vote of the board of directors. It may be reinstated at a later time through a board of directors vote.

ARTICLE XII: AMENDMENTS

Section 1. These bylaws are reviewed periodically, or as need arises, by a committee of three members appointed by the president. It will consist of one member from the board of directors and two from the membership at large. The committee makes recommendations to the board of directors regarding amendments to the bylaws.

Section 2. The board may present proposed amendments in writing at a regular meeting of the corporation. At a subsequent corporation meeting, the bylaws may be amended by two-thirds vote of the members present.

Section 3. Bylaw changes become effective immediately upon adoption by the membership.

Revised By Laws adopted by Women's Choral Society board of directors November 23, 2009.

Revised By Laws adopted by Women's Choral Society membership November 30, 2012

Revised By Laws adopted by Women's Choral Society membership September 23, 2013

Revised Bylaws adopted by Women's Choral Society membership May 11, 2015

Revised Bylaws adopted by Women's Choral Society membership February 20, 2017