

BY-LAWS  
Island Community Chorus, Inc.

MISSION STATEMENT: The mission of the Island Community Chorus (the Chorus) is to encourage singing and enjoyment of choral music through the presentation of public concerts to the Island community.

SECTION 1. GENERAL PROVISIONS

- 1.1 The name of the corporation shall be Island Community Chorus, Inc.
- 1.2 The principal office of the corporation shall initially be located at the place set forth in the Articles of Organization but may be changed by the Board of Directors to another location within the Commonwealth of Massachusetts.
- 1.3 The fiscal year of the corporation shall end on December 31 of each year.
- 1.4 The term "Chorus Year" shall mean the period from an Annual Meeting to the next succeeding Annual Meeting.
- 1.5 The term "Choral Season" shall mean the period from the first rehearsal in September to the last performance in July of the following year.

SECTION 2. MEMBERSHIP

- 2.1 Membership is open to any person interested in the purposes of the Chorus, regardless of residence.
- 2.2 Membership dues shall be established annually by the Board.
- 2.3 High school level students are welcome to be members without being expected to pay dues.
- 2.4 The Chorus membership shall be those who have sung in at least one of the last three concerts or are newly joined members.

SECTION 3. BOARD OF DIRECTORS

- 3.1 The governing body of the Chorus shall be a Board of Directors elected by the current membership.
- 3.2 The Board shall consist of twelve (12) Directors, divided into three classes of four each.
- 3.3 The term of each Director shall be three (3) Chorus years.
- 3.4 The Board shall meet a minimum of four (4) times a year.
- 3.5 Elections to the Board shall be held at the Annual Meeting of the Chorus. One-third of the Board membership will be elected each year for terms of three years.
- 3.6 Should a vacancy occur on the Board, a replacement Director may be chosen by a vote of two-thirds of the remaining Directors. Such replacement Director shall serve out the full remaining term of the vacated position.
- 3.7 A Director may be elected to two consecutive terms for a total of six years, but must then sit out for one year before serving again. Members elected by the Board to fill a vacant Director position will not be penalized for time served, should they seek election.
- 3.8 The Music Director will serve on the Board as an ex-officio member.
- 3.9 A Director may be removed from the board, if recommended by the Officers of the organization, and approved at a Board of Directors meeting by a simple majority of those directors present.

SECTION 4. OFFICERS OF THE BOARD OF DIRECTORS

- 4.1 Officers of the Board shall be President, Vice-President, Secretary and Treasurer. Each position shall be filled by a different Director.

4.2 Officers of the Board shall be elected by a simple majority vote of all Directors present at the first Board meeting following the Annual Meeting. Such first Board meeting shall take place within ten days following the Annual Meeting.

4.3 The conduct of official Board business shall require a simple majority of all Directors. Any matter may be decided by a majority of those voting.

4.4 The President may assume the position of an officer who has resigned until a special meeting of the Board can be convened to elect one of the remaining Directors to the vacant position.

4.5 In the absence of both the President and the Vice-President, the remaining Directors shall choose which of them shall carry out the President's duties.

4.6 The President shall:

A. Conduct all Meetings of the Board and the Chorus and manage the day-to-day operations of the Chorus.

B. negotiate all contracts and be a signatory.

C. appoint a Director to serve on each Standing Committee.

D. appoint Special Committees as and when needed.

E. serve ex-officio as a member of all Committees, but not on the Nominating Committee.

F. communicate any pertinent information to the Chorus.

4.7 The Vice-President shall:

A. assume the President's duties in the absence of the President.

B. at the President's discretion, share in the coordinating of other Standing Committees.

4.8 The Secretary shall:

A. keep minutes of all Board and Finance Committee meetings, and of the Annual Meeting and any Special Meetings of the members.

B. handle any necessary special correspondence of the Chorus as assigned by the Board of Directors.

C. give notice of Board Meetings by mail, email or telephone at least five days prior to a scheduled meeting, and as early as feasible prior to a special meeting.

D. coordinate notification of the Chorus membership of the date and time of the Annual Meeting, not less than thirty (30) days prior to the meeting date.

E. prepare ballots if required for the Annual Meeting and certify election results to the Board and to the membership. If the Secretary is up for reelection, the certification shall be handled by the Director overseeing the Nominating Committee.

F. following the election, the secretary shall file with the Secretary of State, an Annual Report, including the names, addresses and terms of office for all Directors on the Board.

4.9 The Treasurer shall:

A. maintain the financial records of the Chorus and pay all bills and invoices that are within budget, or have been approved by the Board of Directors.

B. present a financial status report at each regular Board Meeting.

C. oversee the preparation of any Federal or State forms requiring financial information from the Chorus, and be responsible for the timely filing of such forms.

D. be a signatory on documents which involve a financial obligation of the Chorus.

E. present a financial status report to the members at the Annual Meeting, and provide copies as requested by members.

## SECTION 5. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

5.1 In addition to responsibilities listed elsewhere in these By-Laws, the Board shall be responsible for:

5.1.1 setting the policies and operating procedures of the Chorus, including making, amending or rescinding rules for the membership and the Standing Committees.

5.1.2 selecting the Music Director.

5.1.3 establishing dues, fees and ticket prices.

5.1.4 establishing such standing and special committees in addition to those enumerated in Section 7 herein as may be necessary to carry out the work of the Chorus and to seek any necessary outside, voluntary help to serve on such Committees.

5.1.5 taking any other action deemed reasonable for the business and welfare of the Chorus.

5.2 The Board shall be represented on each standing committee. Any one Director may serve on more than one standing committee.

## SECTION 6. THE MUSIC DIRECTOR

6.1 The Music Director shall:

A. have full responsibility for all programming, conducting, setting honoraria, choosing the accompanist, and for contracting and negotiating fees for all contract musicians.

B. inform the Board early in each concert season outlining ideas for the upcoming season.

C. provide guidance to the Treasurer with respect to expenses involved, including any contemplated commitments for music, accompanist, other musicians or rehearsal or concert space.

D. oversee the activities of the music librarian.

## SECTION 7. STANDING AND SPECIAL COMMITTEES

7.1 Standing committees and special committees are to be overseen by one of the Directors. Should there not be a Director who has the skills or time, the Board may nominate and vote to have the committee chaired by a member of the chorus, not serving on the Board.

7.2 The Finance Committee shall be made up of one Director, plus the Officers of the Board, plus any other volunteer Directors or members. The Director of the Finance Committee is responsible for submitting the budget to the Finance Committee for their approval.

7.3 The Nominating Committee shall be made up of one Director who is not seeking reelection, and one member from each of the four sections recruited by the Director.

7.4 Membership Committee shall be made up of one Director and at least one Section Leader from each of the four music sections of the Chorus.

7.5 Music Library Committee shall be made up of one Director, a music librarian and other members as needed.

7.6 Facilities Committee shall be made up of one Director and other members as needed.

7.7 Fund-Raising Committee shall be made up of one Director and other members as needed.

7.8 Program Book Committee shall be made up of one Director and other members as needed.

7.9 Publicity Committee shall be made up of one Director and other members as needed.

7.10 Peter R. Boak Music Award Selection Committee shall be made up on one Director and other selected community members appointed by the Director.

7.11 Bylaws Committee shall be made up of one Director and other Directors or members as needed.

7.12 Data Base Committee shall be made up of one Director and other Directors or members as needed.

## SECTION 8. ELECTIONS

8.1 The Annual Meeting and the election of Directors shall be held during the fourth rehearsal of the choral season, or as directed by the Board.

8.2 Elections and special votes at the Annual Meeting shall be made by a majority vote of those members present at the Annual Meeting.

8.3 A slate of nominees for the position of a Director, prepared by the Nominating Committee, shall be sent with the notice of the Annual Meeting. Members who wish to make additional nominations may do so by email or in writing addressed to Island Community Chorus, Inc., P. O. Box 4157, Vineyard

Haven, MA 02568, attention the Secretary, to be received by the Secretary not less than seven (7) days prior to the meeting date.

8.4 In the event there are not enough candidates to fill all of the Director positions available, the open positions will be decided by the Board of Directors at a Board Meeting.

#### SECTION 9. AMENDMENTS

9.1 Any proposed amendment(s) to these By-Laws shall first go before the Board of Directors. If approved by a two-thirds vote of the Directors present, the proposed amendment(s) shall be presented at the next Annual or Special Meeting of the Chorus.

9.2 Such proposed amendment(s) can be voted on by those members present at that meeting.

9.3 For approval, the proposed amendment(s) must receive a majority vote of those members present.

#### SECTION 10. DISSOLUTION

10.1 Dissolution of the Island Community Chorus must comply with the General Laws of the Commonwealth of Massachusetts and any applicable federal law regarding a 501 (c ) (3) organization. Insofar as possible, assets should be distributed to an organization whose purposes are aligned with ours.

*Initially approved by the interim Board of Directors and the Chorus on May 4, 1998, amended by vote of the Chorus on the October 4, 1999, amended by vote of the Chorus on October 3, 2005, and amended by vote of the Chorus on October 5, 2009.*

Attest:

/s/ Herb Ward

/s/ Anna Marie D'Addarie

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Herb Ward, President

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Anna Marie D'Addarie, Secretary

/s/ Peggy Schwier

/s/ Ellie Beth

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Peggy Schwier, Vice-President

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Ellie Beth, Treasurer