

# BYLAWS OF THE CHORAL ARTS SOCIETY OF FREDERICK COUNTY, INC.

## **Article 1: Name**

The name of this organization is the CHORAL ARTS SOCIETY OF FREDERICK COUNTY, INC., hereinafter referred to as CASF. Its principle office is in the city of Frederick in the state of Maryland.

## **Article 2: Purposes**

The purposes of CASF are:

- A. To provide an opportunity for members of the community to study vocal techniques and to perform fine choral music.
- B. To foster an appreciation of the musical arts by promoting choral group singing and by offering musical productions to the community.

## **Article 3: Membership**

CASF is comprised of community members and student participants.

### **Section 1: Community Membership**

Membership in this organization is open to all individuals age 16 and older who are interested in choral music and willing to accept the responsibilities of membership as listed in Section 4.

### **Section 2: Student Participants**

Student participants who do not pay the full membership dues must pay a music fee which is determined by the Board prior to each semester. Student participants can vote but cannot serve on the Board. They do have the ability to serve and help on any ad hoc committee. They must accept the other responsibilities of membership as listed in Section 4.

### **Section 3: Applications**

New members will be accepted in September and January and at other times at the discretion of the Choral Director.

## **Section 4: Responsibilities of Members**

Members shall:

- A. Notify their section leader if they will be absent.
- B. Pay membership dues and/or music fees promptly when due, unless specific arrangements have been made for extended payments.
- C. Purchase and keep their own music.
- D. Share duties incidental to the concert productions as listed in Article 7: Standing Committees.
- E. Vote on matters requiring the approval of the membership at large.
- F. Prepare as appropriate for concerts, including learning the required music, maintaining an acceptable choral folder, and dressing as required in the handbook or as directed for a specific performance.
- G. Cooperate with other choral members to enhance the rehearsal and performance experience.

## **Section 5: Dispute Resolution**

In the event of a dispute or difference of opinion between any members of the chorus, it is preferable for the offence to be addressed honestly in a private forum. In the event that a member of the Board needs to be included in resolution, the following procedure will be followed:

- A. The individuals involved will be informed of the issue privately, and a request will be made for their cooperation in resolving the matter
- B. If cooperation is not obtained after two requests, the matter may be discussed at a Board Meeting in which an official letter containing a resolution may be drafted and delivered to the individuals involved. Follow-up contact may be required to ensure that the meaning of resolution is clear to all parties.
- C. If the issue persists, the individual(s) may be requested to leave the group for the remainder of the semester.

## **Article 4: Board Members**

### **Section 1: Composition**

The Board consists of the President, Vice President, Secretary, Treasurer, and leaders for each section. The immediate past President shall be available to the Board in an advisory capacity for a term of one year.

## **Section 2: Function of the Board**

The overall duties of the CASF Board are to maintain the business of the organization including but not limited to:

- A. Determining dates and times of rehearsals and concerts
- B. Decisions on concert stage decoration
- C. The planning and oversight of all fundraising activities, including fundraising drives and solicitation of program ads and donations

Specific duties of each board member are outlined in Section 6.

## **Section 3: Election**

Board Members shall be elected annually by majority vote at the end-of-season community membership meeting, which must be held before June 15.

Any member considering a position must be a member in good standing as outlined in Article 3 Section 4 for a minimum of two years for any Executive Committee position (outlined in Article 5) or one year for any other board position. The interested member must submit a letter of intent to a member of the board no fewer than six weeks prior to the election. This letter of intent is an online application which can be found in the Members section of the website ([casof.org](http://casof.org)).

Any member interested in a Section Leader position must have the approval of the Choral Director and be vetted no fewer than two weeks prior to the election.

At least four weeks prior to the election date, the President shall appoint a Nominating Committee, which shall submit a slate of potential Board Members to the membership two weeks before the annual membership meeting. All candidates may be asked to introduce themselves to the membership for consideration.

## **Section 4: Term of Office**

The term of office shall be one year. Board Members shall hold office from July 1 through June 30. Any current Board member who does not wish to run for another term must submit their intent in writing to the whole Board by January 31 of the current term.

## **Section 5: Vacancies**

A vacancy on the Board may be filled by a majority vote of the Executive Committee. The Board Member so named shall be presented to the members for ratification and if ratified shall hold office until the next scheduled election.

## **Section 6: Duties of Officers and Section Leaders**

### **President**

The President shall:

- A. Preside at all meetings as outlined in these By-Laws, and notify the Vice President of any intended absence.
- B. Represent the organization in all business matters, in particular by contracting for hall rentals, recordings, soloists, and musicians.
- C. Schedule monthly board meetings
- D. Work with the Choral Director.
- E. Annually audit the books and report to the Executive Committee before the first Board meeting in September. The audit committee consists of the incoming President, one Executive Committee member other than the Treasurer, and one community member.
- F. Appoint a Nominating Committee consisting of three members.
- G. Oversee committees and ad hoc committees to ensure the tasks are addressed and completed.
- H. Other duties as assigned/required.

### **Vice President**

The Vice President shall:

- A. Represent the organization and preside at meetings in the absence of the president.
- B. Work closely with the director to ensure the details of concert production are addressed and completed.
- C. Assist members in obtaining proper concert attire, perform the concert attire check, arrange for a concert attire emergency kit, and maintain a CASF wardrobe.
- D. Arrange social activities, particularly those following performances, refreshments at rehearsal breaks, performance intermissions, and "afterglow" parties.
- E. Arrange for ticket sales and distribution, ticket takers, and ushers. Arrange for a head count of audiences.
- F. Arrange technical support required for performances, including but not limited to: lighting, temperature, risers, music stands, chairs, conductor podiums, acoustic shell, piano tuning, sound system support, audio & video recordings, sets, and stage decorations.
- G. Other duties as assigned.

## **Secretary**

The Secretary shall:

- A. Keep a record of the proceedings of all Board and community membership meetings.
- B. Maintain lists of current and past members, update contact information, contact prospective and past members and encourage them to become active members, introduce new members to the director and chorus.
- C. Issue notices of meetings, locations, and agenda after consultation with the President.
- D. Conduct all the correspondence of the organization, including acknowledgment of donations and program advertisers.
- E. Keep standing committee records as needed.
- F. Correspond with the membership as required.
- G. Other duties as assigned.

## **Treasurer**

The Treasurer shall:

- A. Collect fees and dues from community members and student participants.
- B. Be the custodian of all funds.
- C. Maintain a copy of the membership roster.
- D. Render an account of all receipts and expenditures each month or as requested.
- E. Pay the bills of the organization.
- F. Prepare the annual budget.
- G. Research, prepare, and submit grant applications.
- H. Other duties as assigned.

## **Section Leaders**

Section Leaders shall:

- A. Serve as voting members of the board.
- B. Maintain a roster of members in their section.
- C. Keep records of members' attendance at rehearsals and performances.
- D. Notify the director after the third absence of a member.
- E. Organize section rehearsals as needed or when requested by the Choral Director or Assistant Director.
- F. Represent their section on the Board.

- G. Maintain order in their section.
- H. Assist with standing committees.
- I. Other duties as assigned.

Removal of Section leader:

In the event a section leader is not performing the duties described, members of that section or other Board members may bring the matter to the Executive Board for consideration and resolution as described in Dispute Resolution (Article 3, Section 5).

## **Article 5: Executive Committee**

### **Section 1: Composition**

The Executive Committee consists of the President, Vice President, Secretary, and Treasurer. The immediate past President shall be available to the Serving President in an advisory capacity for a term of one year.

### **Section 2: Powers and Duties**

The Executive Committee shall exercise all powers allowed by law and necessary for the conduct of the business of the organization, coordinating such matters with the Choral Director as provided herein. The duties of the Executive Committee include but are not limited to:

- A. Establishing dues and operating budgets
- B. Recruiting candidates for Choral Director
- C. Approving appointments to staff
- D. Entering into contracts for artistic or technical services
- E. Mediating dispute resolutions
- F. All fiduciary commitment decisions for the organization.

### **Section 3: Removal**

Any member of the Executive Committee may be recalled by a petition signed by one-half (1/2) of the community membership.

## **Article 6: Artistic Staff**

### **Section 1: Choral Director**

#### **Selection**

The Executive Committee shall:

- A. Advertise for a director for a period of not less than two weeks.
- B. Vet each applicant.
- C. Select a candidate by a three-fourths (3/4) majority of the Executive Committee.
- D. Review the Choral Director at the end of each fiscal year.

#### **Duties and Responsibilities**

The Choral Director shall:

- A. Be responsible for all rehearsals and concerts
- B. Communicate in a timely manner with the Executive Committee on all matters concerning projected expenses, music selection, and concert programs
- C. Plan concerts and other performances at least 6 months in advance to assist with budgeting and planning.

### **Section 2: Assistant Director(s)**

#### **Selection**

The Assistant Director(s) may be chosen by the Choral Director, with the approval of the Executive Committee and will be reviewed at the end of each fiscal year.

#### **Duties and Responsibilities**

The Assistant Director(s) shall:

- A. Assume the duties of the Choral Director in his/her absence
- B. Consult with section leaders to arrange sectional rehearsals
- C. Undertake special musical projects such as small group ensembles, subject to the approval of the Choral Director.

### **Section 3: Accompanist(s)**

#### **Selection**

Accompanist(s) may be chosen by the Choral Director, with the approval of the Executive Committee and will be reviewed at the end of each fiscal year.

#### **Duties and Responsibilities**

The accompanist(s) shall provide instrumental support for rehearsals and concerts, as directed by the Choral Director.

### **Section 4: Removal**

The Choral Director, Assistant Director(s), or Accompanist(s) may be recalled by a three-fourths (3/4) vote of the Executive Committee where just cause can be made and is documented by attempts to resolve undesirable behavior.

## **Article 7: Standing Committees**

### **Section 1: Formation**

Standing committees shall be formed from the community membership by the Executive Committee. Committees may be expanded or combined as circumstances require. Standing Committee Chairpersons shall be appointed by majority vote of the Executive Committee.

### **Section 2: Duties**

All standing committee chairs are welcome and encouraged to attend Board meetings.

#### **Nominating (Ad hoc each year)**

The Nominating Committee shall:

- A. Collate a list of candidates for office and submit a slate of nominees to the membership two weeks before the annual membership meeting. The nominating committee consists of three community members.

#### **Program Design**

The Program Design Committee shall:

- A. Take responsibility for the design, layout, and printing of programs, posters, and tickets for each performance
- B. Arrange for distribution of posters



## **Publicity/Marketing/Social Media**

The Publicity/Marketing/Social Media Committee shall:

- A. Plan and oversee public relations activities
- B. Prepare notices and articles about the activities of the Society for the media
- C. Prepare advertisements for new members and of concerts and other choral events
- D. Maintain and update CASF website and social media sites

## **Article 8: Meetings**

### **Section 1: Membership Meetings**

#### **Regular Meetings**

Brief regular meetings of the membership may be held at rehearsal times for purposes of transacting business and receiving reports. The presiding officer shall ensure that such meetings do not impinge on available rehearsal time.

#### **Special Meetings**

Special meetings of the membership may be called by the President or a majority of the Executive Committee at their discretion. The President or presiding officer shall work with the Secretary to notify the active membership of these meetings.

### **Section 2: Board Meetings**

The Board shall hold monthly meetings. Additional meetings may be called by the President as needed. All standing committee chairs or community members are welcome to attend Board meetings.

### **Section 3: Quorum**

A simple majority shall constitute a quorum of those present for both community membership and Executive Committee meetings.

## **Article 9: Fiscal Year**

The fiscal year for CASF shall be from July 1 through June 30 of the following calendar year.

## **Article 10: Amendments**

These Bylaws may be amended by a two-thirds (2/3) vote of the Board members present after a copy of the proposed change has been given to community members for comment to their section leader at least two weeks before the vote.

## **Article 11: Dissolution**

### **Section 1: Merge or Dissolution**

CASF may be dissolved or merged with another organization only by an affirmative vote of two-thirds (2/3) of all members, at a community membership meeting, or by written approval of two-thirds (2/3) of all members.

### **Section 2: Disposition of Assets**

Upon dissolution, all debts owed by the society shall be paid first. Any remaining assets shall be donated to a musical organization qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code.

### **Section 3: Dissolution of partnership with Frederick Community College (FCC)**

If the event arises that either FCC or CASF must sever the partnership currently in effect, FCC gets preference in maintaining choral students within the membership of the chorus. CASF must find a new location for rehearsals within the County of Frederick.

## **Article 12: Standing Rules**

All questions of parliamentary procedures not covered by these Bylaws shall be decided according to the latest edition of Robert's Rules of Order.

The foregoing is certified as the Bylaws of the CHORAL ARTS SOCIETY OF FREDERICK, INC., adopted by the community membership in March 2020.