

# **TOWNE SINGERS, INC.**

## **BYLAWS**

### **Article I. NAME**

The name of this organization shall be Towne Singers, Inc. As stated fully in the articles of incorporation, Towne Singers, Inc. will be administered as a nonprofit organization under the laws of the State of California. For publicity and performance purposes, the organization will also be known as “Towne Singers”, or “the Towne Singers.”

### **Article II. PURPOSE and MISSION**

The purpose of Towne Singers is to provide the opportunity for members of the community to join together, share the joy of singing great choral music, and have fun in the process!

The mission of Towne Singers is to enhance the musical abilities of the choir and its members, and to use those abilities to produce concerts of great enjoyment to our audience.

### **Article III. MEMBERSHIP**

#### **1. Eligibility**

- a. Membership is open to all with a desire to sing and the willingness to commit to the group’s rehearsal and volunteer activity requirements.
- b. An applicant may be admitted to the Towne Singers after a pitch-matching and voice placement evaluation by the Conductor or designee. The evaluation may be waived at the discretion of the Conductor. New members must sign the standard membership agreement that is established by the Board.
- c. Membership for non-singers is accommodated. Non-singing members are not required to attend rehearsals.
- d. Constraints on membership size may be established by policy.
- e. The schedule for admission of new members may be set by policy.
- f. An auditioned Chamber Choir may be formed from the general membership, for the purposes of outreach, small-venue performances, and for pieces best suited to small groups. Chamber Choir membership will be opened for all positions no less often than annually.

#### **2. Duties**

- a. Attendance at weekly rehearsals and scheduled “sectionals” is essential; the number of allowable missed rehearsals is governed by the attendance policy.
- b. Members must notify their Section Leader, a member of the Board, or the Conductor if they cannot comply with the attendance policy.
- c. A member who will be absent for a protracted period must notify the organization in writing or via email.
- d. All members are expected to participate in fundraising activities initiated by the Board.
- e. All members are expected to buy or sell tickets for each concert according to policy set by the Board.
- f. All members will be encouraged to participate in committee activities to fully support the Towne Singers operations.

### 3. Dues and Fees

- a. Dues shall be established by the Board for each major concert season (i.e. Fall and Spring) of the year.
- b. The Board shall establish a separate fee that covers the costs of sheet music, any “part-CDs” that are provided, and any other skills development material.

## Article IV. ORGANIZATION

The organization of the Towne Singers is as follows (see Exhibit A):

### 1. Board of Directors

- a. **Composition:** The Board of Directors consists of the elected officers, the Immediate Past President (for one year following presidency), and the Founder. Board members must be active members of the Towne Singers. The Conductor serves as a non-voting member of the Board.
  - b. **Purpose:** The Board of Directors is the governing body of the organization.
  - c. **Duties of the Board:** The Board of Directors ensures organizational adherence to the applicable provisions of statutory law, the Articles of Incorporation, and the Towne Singers By-laws. The Board also establishes policies and procedures needed to effect the operation of the organization, including attendance policy, membership limitations, budget rules, and ticket prices.
1. **Elected Section Representatives:** The number of Section Representatives per Section is set by Board policy. Section representatives may vote on proposals put before the Board.
  2. **Major Appointed Staff Positions:** Certain staff positions (identified in Article VII) are appointed by and report to the Board; these positions are non-voting.

## Article V. ELECTIONS AND APPOINTMENTS

### 1. Elected Officers

The elected officers of the Towne Singers are:

- ***President/Chair of Board***
- ***Chair, Finance/Personnel Committee (Board Treasurer)***
- ***Chair, Artistic/Production Committee***
- ***Chair, Development Committee***
- ***Chair, Marketing and Promotions Committee***
- ***Chair, Administration Committee (Board Secretary)***
- ***Chair, Communications Committee***
- ***Voice Section Representatives***

### 2. Election Process

- a. A Nominating Committee, appointed by the President, shall provide a slate of nominees for the elected offices at least one week prior to Election Day. The nominating committee must confirm that each member on the slate is willing to serve, fully understands to scope of the duties, is able to devote the required time, and has the appropriate skills/experience.

- b. Any candidate for the Artistic or Administrative chairs shall have been a choir member for at least one full calendar year immediately prior to the election. Any candidate for President shall have been a member for at least two calendar years.
- c. The slate may include 1 or 2 names per position, and shall be presented one week before Election Day. Choir members should provide recommendations to the Nominating Committee at least ten days prior to the slate presentation date.
- d. The election of new officers is held in May of each year, for terms beginning on the following July 1.
- e. The nominee for each office receiving the majority of the votes cast by those present shall be elected to that office. For Section Representative positions, votes are counted only from members of the respective sections.
- f. An emergency election will be held if an office becomes vacant; if the vacancy occurs within 2 months of an upcoming general election, the emergency election may be waived and the President may appoint an interim replacement.

### **3. Term of Office**

- a. The term of office for the elected officers shall be one (1) year.
- b. An incumbent may be nominated for re-election. There are no term limits.

### **4. Appointments**

- a. Major staff positions (as identified in Article VII) are appointed by the Board within two (2) weeks of the General Election, or whenever a position becomes vacant.
- b. All other non-elected positions on Board committees are appointed by the committee chairperson within two (2) weeks after the annual General Election, or whenever a position becomes vacant.
- c. The term of appointments shall be one (1) year, or until replaced.

## **Article VI. DUTIES OF THE OFFICERS**

### **1. PRESIDENT**

- a. Act as official spokesperson for the Towne Singers.
- b. Prepare meeting agendas and preside over Board meetings.
- c. Preside over all special meetings.
- d. Approve/disapprove written requests for non-budgeted expenditures up to limits set by Board policy, in conjunction with the Chair of Finance & Personnel.
- e. Act as the contracting agent for the Towne Singers for all items beyond monetary thresholds set by Board Policy
- f. Oversee organizational strategy
- g. Participate in any committee meeting as necessary to facilitate progress
- h. Update the Towne Singers policies and procedures document (in accordance with Board decisions and other needs)
- i. Appoint special committees as necessary to develop policy or procedure changes
- j. *Be the official contact address for all governmental agencies.*
- k. *Obtain legal opinions as necessary*

## **2. CHAIR, FINANCE & PERSONNEL**

- a. Prepare and present annual budgets to the Board and the membership, and revised budgets when necessary
- b. Oversee budget expenditures and revenue generated, and provide monthly report regarding progress vs. planned budget
- c. Maintain detailed line-item accounting records for the organization
- d. Prepare multi-year financial plans in collaboration with all other committees
- e. Act as the official Financial Officer of the organization
- f. Oversee the Treasurer functions, including deposit and recording of all receivables, and payment for all expenditures (see Treasurer role in Article VII).
- g. Make financial recommendations to the Board regarding dues, ticket prices, and fundraising.
- h. Prepare tax returns and associated submittals.
- i. Prepare ASCAP reports
- j. Conduct annual performance reviews for the Music Staff at the end of the relevant contract period. Recommend compensation changes to the Board, and participate in staff contract negotiations
- k. Provide an annual audit report to the Board and the members. Provide a special audit of financial records upon the request of any member (may appoint an independent auditor for this purpose)
- l. Approve/disapprove written requests for non-budgeted expenditures within policy limits, with concurrence of the President.
- m. *Solicit and appoint committee members as necessary to accomplish the above*
- n. *Arrange for insurance as necessary (liability, etc.)*

## **3. CHAIR, ADMINISTRATION**

- a. Act as the official Secretary of the organization
- b. Maintain attendance records.
- c. Keep minutes of Board meetings (may appoint Board meeting secretary). Ensure that all Board meetings are conducted in accordance with the Standard Code of Parliamentary Procedure (may appoint a Parliamentarian). Ensure that minutes are provided to the Communications Chair for posting on the Towne Singers web site.
- d. Serve as the librarian for all Towne Singers planning documents (e.g. Multi-year Financial Plan, Multi-year Artistic/Production Plan, Multi-year Marketing Plan, Multi-year Fundraising Plan)
- e. Designate a group of choir members that are responsible for rehearsal setup and cleanup.
- f. Solicit and appoint committee members as necessary to accomplish the above

## **4. CHAIR, ARTISTIC/PRODUCTION**

- a. Collaborate with the Conductor as to the music selection for each concert
- b. Define the detailed artistic elements of each concert, including theme details, set design, lighting, projections, special effects, narratives, choreography, choir dress, and use of props.
- c. Organize the auditions for solo and small group pieces to be selected for inclusion in each concert.
- d. Solicit and appoint committee members as necessary to accomplish the concert preparations, including lighting, set construction, cue-to-cue documents, narrative

- preparation, ordering props, and storage of concert equipment. The Production Coordinator shall be a member of this committee.
- e. Organize meetings of a long-term planning committee (that includes the Conductor, the current and immediate past President, the current and past Artistic Chairs, and the Production Coordinator). The committee shall develop and maintain a “rolling” 2-year concert plan that includes concert themes, production concepts, and financial estimates. Present this plan to the Board for review and ratification at the beginning of each Fall rehearsal season.
  - f. *Organize and coordinate concert ticket sales. Arrange for concert support logistics (parking, ushers, etc).*
  - g. *Solicit and appoint committee members as necessary to accomplish the above*

## **5. CHAIR, DEVELOPMENT**

- a. Design, initiate, and manage fundraising activities on behalf of the organization
- b. Prepare a multi-year fundraising plan and present it to Board for review and ratification
- c. Prepare and submit grant applications in collaboration with the President and other committee chairs
- d. Create and maintain relationships with a Towne Singers Support Group
- e. Solicit sponsors for specific concerts
- f. Oversee advertising sales for printed concert programs

## **6. CHAIR, COMMUNICATIONS**

- a. Produce and maintain the Towne Singers website per Board guidelines. Collaborate with the Chair of Marketing and Promotions as to content of public pages.
- b. Produce and maintain the organization roster and member photograph book
- c. Generate email lists for use by various Towne Singers sub-organizations (e.g. sections, Board)
- d. Produce and maintain the official calendar of activities
- e. Provide for electronic distribution of important messages to all members
- f. Produce the concert programs, flyers, and posters.
- g. Collaborate with the Artistic Chair and Publicity Chair as to design of flyers and posters.
- h. Solicit and appoint committee members as necessary to accomplish the above

## **7. CHAIR, MARKETING & PROMOTIONS**

- a. Arrange for all Towne Singers marketing and promotions materials, including newspaper articles, press releases, flyers, posters, etc. Collaborate with the Artistic and Communications Chairs as to the design of flyers and posters.
- b. Develop and maintain a Towne Singers marketing portfolio
- c. Review marketing and promotions materials with the President prior to release.
- d. Arrange for activities/events intended to promote concert awareness
- e. Acquire professional support for above as required and budgeted
- f. Solicit and appoint committee members as necessary to accomplish the above

## **8. VOICE SECTION REPRESENTATIVES**

- a. Contact members of their respective section with information from the Conductor and the Board. Ensure that all section members are fully aware of latest schedules and news.
- b. Act as liaison between section members and the Board to convey information or requests to the Board
- c. Attend Board meetings to convey information, participate in policy discussions, and vote on issues put before the Board
- d. Monitor performance of members of their section and notify the Board or Conductor of any concerns
- e. Organize “special” sectionals to work with section members on areas that need improvement

## **Article VII. DUTIES OF MAJOR APPOINTED POSITIONS**

### **1. NEW MEMBERSHIP COORDINATOR**

- a. Be the ‘point-of-contact’ for potential new members
- b. Gather new member information for the roster
- c. Coordinate greetings, introductions, and orientation of new members
- d. Ensure that all new members sign the membership agreement
- e. Maintain a waiting list (if necessary)

### **2. MUSIC LIBRARIAN**

- a. Work with the Music Director to identify music items and quantity that must be ordered
- b. Place the music orders. Track status of shipments
- c. Distribute and track distribution to choir members
- d. Return any unused music to supplier

### **3. PRODUCTION COORDINATOR**

- a. Generate and maintain the master list of all preparation activities for each concert (including logistics, refreshments, rentals, sound, and recording)
- b. Ensure that all activities have been assigned, and in accordance with timeline
- c. Report to the Board as to any potential problem areas (financial or schedule)
- d. Is a member of the Artistic/Production Committee

### **4. TREASURER**

- a. Make and record all authorized disbursements.
- b. Receive, deposit, and record all monies received by the Towne Singers.
- c. Maintain appropriate ledgers as requested by the Chair of the Finance Committee
- d. Is a member of the Finance Committee

### **5. NOMINATING COMMITTEE**

- a. The nominating committee shall consist of at least three, but not more than 5, members appointed by the President.

- b. Creates a slate of Officers and Section Leaders from qualified members, based on inputs from members. Choir members should provide recommendations to the Nominating Committee at least ten days before the slate presentation date.
- c. Ensures that each member on the slate is willing to serve, is able to devote the required time, and has the appropriate skills/experience.
- d. Prepares ballots, conducts the election, and tallies/announces the results.

## **6. SOCIAL EVENTS & MEMBER SUPPORT COORDINATOR**

- a. Organize all social events (parties and concert receptions)
- b. Coordinate the scheduling and assignments for rehearsal refreshments
- c. Arrange for cards, flowers, etc. to be sent to members dealing with difficult personal situations

## **7. PROPERTY MASTER**

- a. Arrange for the storage of Towne Singers concert equipment, supplies, and props.
- b. Maintain an inventory of items in storage
- c. Organize efforts to identify, remove, and dispose of items that are no longer needed
- d. Arrange for transportation of any items needed at the concert venue

## **8. HISTORIAN**

- a. Provide and maintain an accurate and complete Towne Singers history.
- b. Maintain a collection of all programs, articles, and flyers.
- c. Maintain an electronic file of photographs that depict key Towne Singers activities
- d. Produce an annual electronic yearbook, that contains key information about Towne Singers activities during the year, including elections, membership, some key photographs, concert listings, and any pertinent anecdotes
- e. Make the electronic yearbook available to members in pdf format.

## **Article VIII. MUSIC STAFF**

### **1. CONDUCTOR**

- a. The Conductor is contracted by the Board, and is paid a mutually agreeable salary to fulfill the duties of his/her contract.
- b. Conducts rehearsals and concerts.
- c. Recommends music repertoire in consultation with the artistic committee for approval of the Board.
- d. Proposes concert dates and prepares concert programs in collaboration with Chair, Administration for approval of the Board.
- e. Provides technical and musical direction to the musical staff.
- f. Annually reports on the performance of the paid staff to the Administration committee.
- g. Acts as technical liaison between the Towne Singers Board and prospective sponsors for non-scheduled community concerts.
- h. Works with the Section Leaders to facilitate resolution of any section musical issues.
- i. Leads the musical education of the Towne Singers members.

## **2. ACCOMPANIST AND OTHER MUSIC STAFF**

- a. All are contracted by the Board and paid a mutually agreeable compensation to fulfill the duties of their contracts.

## **Article IX. BOARD MEETINGS**

1. The Board meets once a month at a designated time and place.
2. The President presides over the meetings. In the absence of the President, the Finance Chair, Administration Chair, or the Artistic Chair presides (in that order).
3. A quorum for the Board meeting is five (5) voting members of the Board. Regardless of the number of positions a member is elected to fulfill, he or she has only one (1) vote.
4. Choir members may attend the Board meetings. Section Leaders in attendance may vote on propositions put before the Board.
5. A passing vote shall be a majority of the voting members present at the meeting.
6. The parliamentary authority for The Towne Singers shall be "The Standard Code of Parliamentary Procedure, 4<sup>th</sup> edition", by Alice Sturgis.
7. If an urgent matter requires a Board vote prior to the next scheduled Board meeting, the President may "poll the Board" via email. The results of such a vote shall be documented by the Administrative Chair for inclusion in the minutes of the next meeting.

## **Article X. APPROVAL OF BYLAWS CHANGES**

1. Any changes to the bylaws shall be voted on by the members of the Towne Singers. Approval requires a two-thirds (2/3) vote of the members present.
2. Changes to the bylaws may be prepared by any member of the Towne Singers and submitted to any member of the Board.
3. Changes to the bylaws will be reviewed by the Board, and submitted to the general membership with its recommendation within one month of receipt.
4. Changes to the bylaws will be submitted to the members for review at least two rehearsals prior to the vote.
5. Changes to the bylaws become effective immediately upon the approval by the Towne Singers members.

## **Article XI. POLICIES AND PROCEDURES**

1. The Board of Directors may establish policies and procedures for the conduct of the organization, and become effective following a vote of approval by the Board.
2. Policies and procedures affecting the members' financial and/or time commitments must also be approved by a majority of the choir membership present when a vote is called.

# Bylaws Change Log

| Date of Revision | Description of Changes   |
|------------------|--|
| 11-05-2007       | <ul style="list-style-type: none"> <li>• Deleted Board member for Policies and Procedures.</li> <li>• Added Board member for Communications.</li> <li>• Deleted the following major appointed positions:               <ul style="list-style-type: none"> <li>○ Parliamentarian</li> <li>○ Auditor</li> <li>○ Recording Secretary</li> <li>○ Historian</li> </ul> </li> <li>• Added the following major appointed positions:               <ul style="list-style-type: none"> <li>○ New Membership Coordinator</li> <li>○ Music Librarian</li> <li>○ Production Coordinator</li> </ul> </li> <li>• General clarifications and improved wording</li> </ul>                |
| 10-27-2008       | <ul style="list-style-type: none"> <li>• Modified nominating and election procedure. Eliminated nominations on same day as election.</li> <li>• Set choir membership duration requirements for Administration, Artistic, President</li> <li>• Changed terms of office to Jul 1 through Jun 30 for elected positions (was Jan 1 through Dec 31)</li> <li>• Deleted social events organizing role from the Administrative Committee</li> <li>• Added Social Events Coordinator as a major appointed position</li> <li>• Provided for 'email voting' for urgent Board matters</li> <li>• Miscellaneous clarifications and improved wording</li> </ul>                       |
| 6-7-2010         | <ul style="list-style-type: none"> <li>• Updated purpose and mission statements</li> <li>• Added requirement for membership agreement. Deleted vote of choir to accept new members</li> <li>• Established a long-term planning committee</li> <li>• Removed property accountability from Artistic Committee. Established a new board-appointed "Property Master" position</li> <li>• Removed history accountability from Administrative Committee. Established a new Board-appointed "Historian" position.</li> <li>• Added responsibility of section representatives to organize ad hoc sectionals</li> <li>• Expanded the role of Social Events coordinator</li> </ul> |

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| 9-7-2011 | <ul style="list-style-type: none"> <li>• Reassign duties from Administrative Chairman to President, Financial Chairman, and Artistic Committee Chair as follows:</li> <li>• President- Obtain legal opinions. Also added be the legal address for all governmental agencies.</li> <li>• Financial Chair- will assume all financial responsibilities previously</li> </ul> |
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|  | <p>assigned to Administrative Chair.</p> <ul style="list-style-type: none"><li>• Artistic Committee Chair - will assume all responsibilities associated with concerts previously assigned to the administrative chair.</li></ul> |
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# Exhibit A

## Towne Singers Organization Chart

