

WORTHINGTON CHORUS BYLAWS
(Revised February 14, 2016)

ARTICLE I – NAME

The name shall be “Worthington Chorus.”

ARTICLE II – OBJECTIVES

The objectives shall be to:

- A. Provide an educational experience for Central Ohio residents which will increase the awareness and appreciation of choral works through public and private performances.
- B. Satisfy individual members’ enjoyment of singing by providing an opportunity to improve singing and performing skills.
- C. Provide individual growth through participation in all aspects of choral music production.

ARTICLE III – MEMBERSHIP

Section 1. Membership shall be open to all singers who successfully audition for the Music Director, the Artistic Director and President. The audition will also be used for voice placement purposes. The audition will be conducted by the Music Director.

Section 2. The last date for adding members for each major production will be established and announced to the Membership prior to the third rehearsal.

Section 3. Based on its stated purpose as a performing organization, the levels of membership shall be:

- A. Active Member – Any individual who is preparing for and performing in the major performance for the current season and has paid all appropriate dues and associated fees. An Active Member has full voting privileges, may be elected to the Board and may chair or serve on any committee.
- B. Non-singing Member – Any individual who was an Active Member in the immediately preceding season, but chooses not to perform in the current season and has paid all appropriate dues and fees. A Non-singing Member retains voting privileges, may hold an elected office and may chair or serve on any committee.
- C. Associate Member – Any individual who has not participated as an Active or Non-singing Member, but wishes to retain an affiliation (remain on the mailing list) and has paid all appropriate fees. An Associate Member has no voting privileges, cannot represent the Chorus in a performing capacity, but may serve on an appointed committee.
- D. Singer Laureate – An individual who has been an Active Member for no less than 20 of the preceding 30 seasons and has made significant contributions to the Chorus during those seasons may be designated as Singer Laureate by the Board. The Singer Laureate pays no dues and retains all the rights and privileges of an Active Member for as long as they choose, paying only appropriate fees (such as music and costuming) for any performance in which they choose to participate.

Section 4. The Worthington Chorus is committed to equality of choral opportunity. The Worthington Chorus does not discriminate in offering access to its membership, activities and programs on the basis of race, color, gender, age, national origin, religion, creed, disability, veteran’s status, sexual orientation, gender identity or gender expression.

ARTICLE IV - RESPONSIBILITIES OF MEMBERSHIP

Section 1. Attendance: Each Active Member is required to learn the music per the Music Director’s instructions for performances. Active Members are expected to attend all practice and performance sessions. Membership may be changed to Non-singing status after four consecutive absences or for absences greater than twenty-five (25) percent of the scheduled rehearsals for a performance. Member may return to Active status after demonstration of performance readiness for the Artistic Director and the Music Director. . Tardiness of 15 minutes or more into the start of rehearsal or leaving 15 minutes or more before the end of rehearsal will count as a full absence.

Repeat absences, late arrivals or leaving early over the course of two or more seasons may result in additional intervention by the Board, leading up to potential dismissal from the Chorus regardless of member or laureate status.

Section 2. Dues and Fees: All Active Members shall be responsible for annual membership dues which are set by the Board of Directors. Active Members may pay dues on an annual basis or per season. Members are responsible for paying all dues and fees associated with performing, such as costume and music fees, by the appropriate due dates. All membership dues are non-refundable. Any Member with any outstanding debt for music, costumes, membership, tickets or parties will not be permitted to perform with the Chorus.

Section 3. Costumes: Each Active Member shall conform to all costume and make-up requirements as approved by the Costume Coordinator and/or Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of:

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| A. President | F. Costume Coordinator |
| B. Past President | G. Membership Coordinator |
| C. Artistic Director | H. Publicity Coordinator |
| D. Business Manager | I. Secretary |
| E. Treasurer | |

Section 2. All officers shall be elected by the membership at a meeting in April, May or June of each year as announced by the Nominating Committee Chairperson. Elections will be coordinated by the Past President. Votes will be counted by two section leaders independently. Election numbers will be made available if requested. Board members shall assume office after the combined outgoing and incoming Board meeting, no later than July 31.

Section 3. Resignation from the Board must be made in writing. Should a Board vacancy occur, the Board shall appoint a replacement from the Active Membership to fill the unexpired term.

Section 4. Term limits for service on the Board shall be no more than three (3) consecutive years in the same office. Deviations to the term limits may be made by the Board only in the event of an inability to find a suitable candidate from the Active Membership.

ARTICLE VI - RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1. It is the responsibility of the Board to manage and administer the operations of the Worthington Chorus. Each Board member shall submit a budget for his/her office. The Board shall approve an annual budget, based on the fiscal year of August 1 to July 31.

Section 2. It is the responsibility of the Board to uphold the objectives as stated in Article II.

Section 3. The Board shall recruit and contract the services of a Music Director and Accompanist and their assistants. The term of the contract shall be decided by the Board. An open recruitment for Music Director and Accompanist shall be held at a minimum of every 4 years.

Section 4. The Board shall have jurisdiction over the dismissal of any elected or appointed officer, Music Director or Accompanist for just cause.

Section 5. The Board shall function as the Trustees of the Corporation. In this capacity and in the event of dissolution, the Board shall distribute all assets in a manner stated in the Articles of Incorporation as filed with the Secretary of the State of Ohio, F0353-1493, November 16, 1983.

Section 6. The Board shall conduct a performance review of the Music Director, Accompanist and any assistants at the conclusion of each season or as directed by the Board.

Section 7. The Board shall convene a general meeting of the Membership on an annual basis or more often at the Board's discretion.

Section 8. The Board shall hold regular meetings to discuss methods of pursuing positive community interest and expanding the exposure of the Chorus.

Section 9. The Board shall establish the long range direction and goals for the Chorus.

ARTICLE VII - BOARD MEETINGS

Section 1. The Board shall meet at least six (6) times annually and at least once each calendar quarter.

Section 2. A quorum shall consist of five (5) of the nine (9) elected officers. Each elected officer, with the exception of the President shall have one vote. The President shall vote only in case of a tie.

Section 3. Meetings of the Board shall be open to all members and shall be announced as to time and place. An Executive Meeting (closed meeting) can be called by the President only when subjects of a sensitive nature need to be discussed and/or acted upon by the Board.

Section 4. At no time will a Board vote be taken without opportunity for discussion. A Board vote may be taken electronically.

Section 5. Board members will contact the President prior to a meeting to place an item on the agenda.

ARTICLE VIII - RESPONSIBILITIES OF THE ELECTED OFFICERS OF THE BOARD

Section 1. President

- A. Shall call, prepare agenda and preside at meetings of the Board and Membership.
- B. Shall be an ex-officio member of every committee.
- C. Shall perform or request an audit of the Treasurer's books at the close of each fiscal year.
- D. Shall accept all other duties usually associated with the president.
- E. Shall have served on the Board in some capacity for at least one year.
- F. Shall oversee the scholarship fund and recommend to the Board how it should be utilized.

Section 2. Past President

- A. Shall assume the duties of the President as needed.
- B. Shall establish the date of the annual election of officers at least one month prior to the Spring performance of each year.
- C. Shall chair the Nominating Committee and announce the slate of candidates chosen by the Nominating Committee to the Membership at least one (1) month before the annual election. Further nominations will be taken from the floor at this time only. Shall coordinate the election.
- D. Shall serve in an advisory capacity on all other committees.

Section 3. Artistic Director

- A. Nominee will have served in a Board position for at least one year before running for Artistic Director as well as shadowed an Artistic Director for a year.
- B. Shall choose a theme for the Fall and Spring seasons with Board approval.
- C. Shall establish and utilize Music/Production and Audition Committees in planning all major performances.
- D. Shall select and order appropriate quantities of music as approved by the Board.
- E. Shall work closely with the Music Director and Costume Coordinator in developing all major performances.

Section 4. Business Manager

- A. Shall establish and chair the Ticket Committee.
- B. Shall negotiate bookings and contracts with the assistance of the Music Director, President and Development and Marketing Committee.
- C. Shall oversee the budgets of all elected officers and committees.
- D. Shall work with the President, Artistic Director and Music Director to arrange locations for rehearsals, set construction and storage.
- E. Shall be responsible for the collection of any monies, including dues, music fees, advertising and performance revenue.

- F. Shall approve all expenses based on the Board approved budget and submit to the Treasurer for payment.
- G. Shall accept all other duties usually associated with the Business Manager.
- H. Shall, with the help of an appointed committee, make application for any grants.
- I. ASCAP – filing for ASCAP will fall under the Business Manager or a Board appointed member. Password and ID will be provided by the predecessor to the job.
 - ASCAP responsibilities include, but are not limited to:
 - 1. Keeping data on number of seating capacity as well as number of seats filled at every performance of the Worthington Chorus or any sub-group of the Chorus.
 - 2. Keeping data of the revenue from every performance, whether in ticket sales or payment.
 - 3. Keeping excellent records of songs performed along with music and lyrics for submission.
 - 4. Reports will be made quarterly: Jan 15 (Oct-Dec), Apr 15 (Jan-Mar), July 15 (Apr-June), Oct 15 (Jul-Sept)
- J. 990 – filing for 990 will fall under the Business Manager or a Board appointed member. Password and ID will be provided by the predecessor to the job.
 - 990 responsibilities include, but are not limited to:
 - 1. Filing the 990 electronically.
 - 2. Notifying all Board members that the filing has happened.
 - 3. Keeping a paper copy of 990 filed form.

Section 5. Treasurer

- A. Shall deposit all monies and pay all expenses with the approval of the Business Manager.
- B. Shall maintain all funds in an FDIC regulated bank, except where approved by the Board.
- C. Shall oversee and maintain any and all long term investments of excess funds, as approved by the Board.
- D. Shall maintain accurate financial records and provide reports to the Board when requested.
- E. Shall prepare a complete financial record at the conclusion of the fiscal year.
- F. Shall have financial records available for audit.
- G. Shall insure compliance with any and all regulations associated with the Corporation and its articles.
- H. The Treasurer and a Board-appointed alternate shall be signers on all accounts.
- I. Shall accept all other duties usually associated with the Treasurer.

Section 6. Costume Coordinator

- A. Shall establish and utilize a committee to develop ideas for costuming, with minimal expense to the Membership.
- B. Shall present two (2) alternative costumes for Active Member consensus if a new costume exceeds a total of \$50.00.
- C. Shall present costume ideas, either drawings or actual costumes, and financial considerations for Board approval.
- D. Shall have final approval of all aspects of costuming.
- E. Shall distribute costumes to the Active Membership and shall see that all costume fees are collected and turned over to the Business Manager.
- F. Shall accept all other duties usually associated with the Costume Coordinator.

Section 7. Membership Coordinator

- A. Shall coordinate with the Section Leaders to maintain attendance records and a master list of Active Members, Non-singing Members, Associate Members and Singer Laureate Members.
- B. Shall prepare and distribute copies of an Active Membership list for each season three (3) weeks after the close of membership.
- C. Shall establish and activate a calling committee.
- D. Shall coordinate all socials and cast parties.
- E. Shall coordinate all gift presentations.
- F. Shall accept all other duties usually associated with the Membership Coordinator.
- G. Shall be responsible for the collating and distribution of music to the Membership.
- H. Shall coordinate the storage of Chorus music.

Section 8. Publicity Coordinator

- A. Shall contact all forms of media to publicize Chorus activities and performances.
- B. Shall cooperate with the Artistic Director and the Business Manager in the designing and distribution of publicity materials.
- C. Shall cooperate with the Development and Marketing Committee and the Business Manager in maintaining contacts with outside organizations for publicity purposes.
- D. Shall maintain historical publicity records of the Chorus, including, but not limited to any newspaper and magazine articles (submissions) and press releases.
- E. Shall accept all other duties usually associated with the Publicity Coordinator.
- F. Shall maintain website and social media internet sites.
- G. Shall design and prepare programs for all performances and submit a proof of each program to the Business Manager and Artistic Director for corrections, final edits and approval no later than two (2) weeks prior to a performance.
- H. Shall coordinate the sale of all advertisements in the program, including patron and sponsor ads.
- I. Shall set deadlines for advertising copy, written articles and final proofs.
- J. Shall assure that all printed information is accurate.

Section 9. Secretary

- A. Shall keep minutes of all meetings of the Board and Membership.
- B. Shall make minutes of the Board, excluding Executive Sessions, available to the Membership.
- C. Shall maintain records of all Bylaw changes and amendments and provide copies of the Bylaws to the Membership.
- D. Shall have charge of all correspondence, including newsletters to the Membership.
- E. Shall accept all other duties usually associated with the Secretary.

Section 10. Board members filling in for committees

- A. If a committee cannot be formed from the Membership Committee, responsibilities will be filled by Board members.

ARTICLE IX – RESPONSIBILITIES OF THE MUSIC DIRECTOR, ACCOMPANIST AND THEIR ASSISTANTS.

Section 1. Music Director

- A. Shall have appropriate experience and training and a desire to direct.
- B. Shall be a member of the Audition and Music/Production Committees.
- C. Shall be an unofficial member of the Board and encouraged to attend Board meetings.
- D. Shall prepare the Chorus, direct performances and select and coordinate supplemental musicians.
- E. Shall consult with the Artistic Director to schedule extra rehearsals (sectionals, solo, ensemble or Chorus) with Board approval.
- F. Shall work closely with the Accompanist, any assistants and the Artistic Director in preparation for rehearsals and performances.
- G. Shall be responsible for finding a qualified replacement, with Board notification and approval, if he/she is unable to attend a rehearsal or a performance.
- H. Shall accept all other duties usually associated with the Music Director.

Section 2. Accompanist

- A. Shall accompany the Chorus at all rehearsals and performances.
- B. Shall be a member of the Music/Production Committee.
- C. Shall work closely with the Music Director, Artistic Director and any assistants.
- D. Shall be responsible for finding a qualified replacement, with Board notification and approval, if he/she is unable to attend a rehearsal or performance.
- E. Shall accept all other duties usually associated with the Accompanist.

Section 3. Assistants

- A. Shall accept the duties of the Music Director or Accompanist, as needed or requested, on a temporary basis with Board approval.

ARTICLE X – RESPONSIBILITIES OF STANDING COMMITTEES

Section 1. Nominating Committee

- A. Shall be chaired by the Past President
- B. Shall consist of the Section Leaders, Membership Coordinator and Business Manager.
- C. Shall present a single slate of candidates for the Board of Directors.

Section 2. Section Leaders

- A. Shall be appointed by the Board from the Active Membership and coordinated by the Membership Coordinator.
- B. Shall assist in communications with the Membership.
- C. Shall assist the Membership Coordinator in maintaining attendance records and calling members missing three (3) consecutive rehearsals.
- D. Shall assist with the distribution of rehearsal tapes, audio and video tapes of productions, costume materials, tickets and/or monies, etc. on an as-needed basis.
- E. Shall serve on the Nominating Committee.
- F. Shall be encouraged to attend Board meetings and represent their sections by communicating concerns, ideas, problems and solutions regarding the Chorus.
- G. Shall accept all other duties usually associated with Section Leaders.

Section 3. Development and Marketing Committee

- A. Shall be chaired by the Public Relations Coordinator.
- B. Shall include the President, all Past Presidents (with Member status), the Business Manager and any interested Members of the Chorus.
- C. Shall hold regular meetings to discuss methods of pursuing positive community interest and expanding the exposure of the Chorus.
- D. Shall establish the long range direction and goals for the Chorus and make recommendations to the Board based on their evaluations.
- E. Shall maintain the scholarship fund and recommend to the Board how it should be utilized.
- F. Shall make applications for any grants, as directed and approved by the Board.
- G. Shall work with the Business Manager, the Music Director and other Board members in locating performance opportunities.
- H. Shall oversee the maintaining of the Chorus website.
- I. Shall accept any other duties usually associated with this committee.

Section 4. Music/Production Committee

- A. Shall be chaired by the Artistic Director and include the Music Director, the Accompanist , the Costume Coordinator and others appointed by the Artistic Director.
- B. Shall select appropriate music, determine solo and ensemble pieces, and coordinate auditions.
- C. Shall assist in the design and construction of sets for the productions.

Section 5. Audition Committee

- A. Shall be chaired by the Artistic Director and include the Music Director and officers of the Board.
- B. Shall announce solo and group auditions, including all relevant musical requirements, to the Membership at least two (2) weeks in advance.
- C. Shall select soloists and ensembles for all performances.
- D. Shall notify all who audition of their performance status.
- E. In the absence of time, the Board may direct the Artistic Director and Musical Director, with the recommendations of the Committee, to make final selections of soloists and ensembles.

Section 6. Ticket Committee

- A. Shall be chaired by the Business Manager and include members appointed from the Active Membership by the Business Manager.
- B. Shall be responsible for the preparation and distribution of the show tickets to the Membership and for door sales.
- C. Shall select and coordinate ushers and ticket booth personnel.
- D. Shall collect all monies in a timely manner.
- E. Shall maintain accurate records for the distribution of tickets and the collection of monies.
- F. Shall work with the Development and Marketing Committee on appropriate marketing techniques.

Section 7. Properties Coordinator

- A. Shall be appointed by the Board from any Membership level and coordinated by the Business Manager.
- B. Shall be responsible for locating storage facilities for Chorus property and for arranging transportation of properties.
- C. Shall maintain records of all Chorus property and its locations, and conduct periodic inventories.
- D. Shall evaluate and recommend to the Board possible acquisition of additional permanent property.
- E. Shall accept all other duties associated with the Properties Coordinator.

Section 8. Community Representatives

- A. Shall be appointed by the Board from any Membership level and be coordinated by the President.
- B. Shall represent the Chorus on community Boards and Councils as deemed appropriate by the Board.

Section 9. Historian

- A. Shall be appointed by the Board from any Membership level, provided they have been a member for at least five (5) years, and shall be coordinated by the Past President.
- B. Shall maintain historical records of all types as directed by the Board
- C. Shall cooperate with all outgoing Board members in the orderly transfer of all records, determining which should pass into the historical archives.

ARTICLE XI – PERFORMANCE SEASON AND REHEARSALS

Section 1. Fall Season

- A. The Fall Season will be from August through December.
- B. Rehearsals for the Fall Season shall begin the first Sunday after Labor Day.
- C. No deviations to this schedule will take place without Board approval.
- D. All deviations to this schedule will be communicated to the Membership in a timely manner by mail, email or a calling committee.

Section 2. Spring Season

- A. The Spring Season will be from January through July.
- B. Rehearsals for the Spring Season shall begin the first Sunday after New Years Day.
- C. No deviations to this schedule will take place without Board approval.
- D. All deviations to this schedule will be communicated to the Membership in a timely manner by mail, email or a calling committee.

Section 3. Sectional and Extra Rehearsals

- A. Wednesday rehearsals and Sectional rehearsals may be added and announced to the Membership with the consensus of the Music Director and the Artistic Director, with Board approval.
- B. Solo and Ensemble rehearsal may be added and announced with the consensus of the Music Director and the Artistic Director, with Board approval.

ARTICLE XII – AMENDMENTS

- A. Any proposed amendments or revisions must be submitted in writing to the Secretary for communication to the Board and ultimately the Membership.
- B. Any proposed amendment or revision to the Bylaws shall be voted on by the Membership at a meeting announced by the President no less than seven (7) days after initial communication to the Membership.
- C. A two-thirds vote of the attending Active and Non-singing Membership is required for adoption.

ARTICLE XIII – THE WORTHINGTON CHORALE

Section 1. The Worthington Chorale

The Worthington Chorale will be made up of current members of the Worthington Chorus that have passed an audition and been approved by Chorale/current Board members. The goal of the Chorale is to market the Chorus as a whole in an environment where an entire Chorus cannot be present.

Section 2. Mission Statement

The mission of the Worthington Chorale (a sub-group of the Worthington Chorus) is to provide an educational, musical experience for central Ohio residents through private performances and to increase the awareness of the Worthington Chorus (our parent group). The members of the Chorale will improve singing and performing skills, provide improvement in performing in a smaller ensemble by studying more advanced levels of music, and provide quality family entertainment to the central Ohio community.

Section 3. Auditions-

Auditions will be held during the beginning of fall season and is open to all active Chorus members. The current Chorale members that are also Board members will have the final decision on who will be chosen based on vocal ability, availability and the needs of the Chorale.

Section 4. Chorale Dues –

There will be a fee of \$10 a year to cover music and costume needs.

Section 5. Music-

Music will be taken from current shows to add to the already established catalogue. Suggestions from current Chorale members will also be reviewed and added as appropriate.

Section 6. Performances-

The Chorale will put all profits received from performances into the Worthington Chorus funds. Any funds to be used by the Chorale must have approval of the Chorus board.

ARTICLE XIV – DISSOLUTION

Upon dissolution of the Worthington Chorus, assets shall be distributed for one or more exempt purposes within the meaning of the 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government or a state or local government for a public purpose.