



Towne Singers, Inc

BYLAWS

Adopted by Vote of Choir on October 27, 2008

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 an opportunity for members of the community to come together to enjoy the processes of singing/performing for the public, while furthering their musical knowledge and ability.

The mission of Towne Singers is to spread the joy of getting together and singing choral music.

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 are formally accepted into the choir by a simple majority vote of the choir members present at the rehearsal when the vote occurs.
- c) While it is expected that most members are singing members, non-singing membership is accommodated. Non-singing members are not required to attend rehearsals.
- d) Membership may be limited by policy.
- e) The schedule for admitting 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) A fee for providing sheet music and “part-CDs” shall be established by the Board.

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, 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 assures organizational adherence to the applicable provisions of statutory law, the Articles of Incorporation, and Towne Singers By-laws. The Board also establishes policies and procedures needed to effect the operation of the organization.
2. **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.
 3. **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 calendar year 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. *Note: In order to rephase the terms of office, the 2008 election will be held in November. For this election only, the terms of office will be 18 months (Jan 1, 2009 through June 30, 2010).*
- 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, or until replaced.
- b) An incumbent may seek re-election.

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 the 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 the annual membership meeting and all special meetings.
- d) Approve/disapprove written requests for non-budgeted expenditures up to policy limits, in conjunction with Chair, 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 manual (in accordance with Board decisions and other needs)
- i) Appoint special committees as necessary to develop policy or procedure changes

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, fundraising, etc.
- h) Prepare tax returns and associated submittals
- i) Prepare ASCAP reports
- j) Participate in contract negotiations for Music Staff personnel
- k) Conduct annual performance reviews for staff, and recommend staff compensation changes to the Board
- l) Provide an annual audit report to the Board and the members, or a special audit of financial records upon the request of any member (may appoint an independent auditor for this purpose)

- m) Approve/disapprove written requests for non-budgeted expenditures within policy limits, with concurrence of the President.
- n) Solicit and appoint committee members as necessary to accomplish the above

3. CHAIR, ADMINISTRATION

- a) Act as the official Secretary of the organization
- b) Obtain legal opinions as necessary
- c) Arrange for insurance as necessary (liability, etc.)
- d) Maintain attendance records.
- e) 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)
- f) Organize and coordinate concert ticket sales. Oversee concert logistics (parking, ushers, etc).
- g) Provide and maintain an accurate and complete Towne Singers history (may appoint a Historian to support this function). Collect all articles, photographs, programs, tapes, etc., pertaining to the Towne Singers. Provide a history of the Towne Singers' activities upon request.
- h) 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)
- i) Designate a group of choir members that are responsible for rehearsal setup and cleanup.
- j) Solicit and appoint committee members as necessary to accomplish the above

4. CHAIR, ARTISTIC/PRODUCTION

- a) In collaboration with the Conductor, develop and maintain a "rolling" 2-year concert plan that includes concert themes, production concepts, and financial estimates. Present the plan to the Board for review and ratification
- b) Collaborate with the Conductor as to the music selection for each concert
- c) Define the detailed artistic elements of the concert, including set design, narratives, choreography, choir dress, use of props, etc.
- d) Arrange for storage of Towne Singers concert equipment, supplies, props, etc. Annually prepare/update the inventory of items in storage. Remove and dispose of items that are no longer needed.
- e) Solicit and appoint committee members as necessary to accomplish the concert preparations, including lighting, set construction, cue-to-cue documents, narrative preparation, ordering props, storage of concert equipment, etc.

5. CHAIR, DEVELOPMENT

- a) Design, initiate, and manage fundraising activities on behalf of the organization
- b) Prepare multi-year fundraising plans and present 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 and appoint committee members as necessary to accomplish the above

6. CHAIR, COMMUNICATIONS

- a) Produce and maintain the Towne Singers website per Board guidelines
- 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, etc)
- d) Produce and maintain the official calendar of activities
- e) Provide for electronic distribution of important messages to all members
- f) Solicit and appoint committee members as necessary to accomplish the above

7. CHAIR, MARKETING & PROMOTIONS

- a) Design all marketing and promotions materials for TS, including newspaper articles, flyers, press releases, posters, etc.
- b) Develop and maintain a Towne Singers marketing portfolio
- c) Review marketing and promotions materials with the President prior to release.
- d) Arrange all promotional activities
- e) Acquire professional support as required and budgeted
- f) Oversee advertising sales for all concert programs
- g) Coordinate Program development for each performance
- h) 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
- 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

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) 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 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, recording, etc)
- 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) Makes and records all authorized disbursements.
- b) Receives, deposits, and records all monies received by the Towne Singers.
- c) Maintains 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.

6. SOCIAL EVENTS COORDINATOR

- a) Organize all social events (parties, concert receptions, etc.)
- b) Coordinate the scheduling and assignments for rehearsal refreshments

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 MUSICAL 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, 4th 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 be also approved by a majority of the members present.

Bylaws Change Log

Date of Revision	Description of Changes
11-05-2007	<ul style="list-style-type: none"> • Deleted Board member for Policies and Procedures. • Added Board member for Communications. • Deleted the following major appointed positions: <ul style="list-style-type: none"> ○ Parliamentarian ○ Auditor ○ Recording Secretary ○ Historian • Added the following major appointed positions: <ul style="list-style-type: none"> ○ New Membership Coordinator ○ Music Librarian ○ Production Coordinator • General clarifications and improved wording
10-27-2008	<ul style="list-style-type: none"> • Modified nominating and election procedure. Eliminated nominations on same day as election. • Set choir membership duration requirements for Administration, Artistic, President • Changed terms of office to Jul 1 through Jun 30 for elected positions (was Jan 1 through Dec 31) • Deleted social events organizing role from the Administrative Committee • Added Social Events Coordinator as a major appointed position • Provided for 'email voting' for urgent Board matters • Miscellaneous clarifications and improved wording