

SAN CLEMENTE CHORAL SOCIETY

San Clemente, California

SECTION I **CONSTITUTIONAL BYLAWS**

ARTICLE I NAME

The name of this organization is **SAN CLEMENTE CHORAL SOCIETY**, here in after called **SCCS**.

ARTICLE II PURPOSE

The purpose of the SCCS is to provide an educational setting for the South Orange County community to study and enjoy choral music. SCCS will financially assist deserving community members and students who wish to participate and will promote and encourage the appreciation of choral music in the community through performances of a variety of musical literature.

The SCCS shall be conducted solely for benevolent, social, recreational and educational purposes. No part of the net earnings of the SCCS shall inure to the benefit of, or be distributed to its members, officers, trustees, or other private persons, except that the SCCS shall be authorized and empowered to pay reasonable compensation in furtherance of its purposes.

No substantial part of the activities of the SCCS shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The SCCS shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign of any candidate for public office.

Notwithstanding any other provisions of these articles, the SCCS shall not carry on any other activities not permitted to be carried on by:

(a) an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or

(b) an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)

The purposes of the SCCS shall be carried on solely to further purposes within the purview of Section 501(c)(3) of the Internal Revenue code of 1954, as amended and within the meaning and spirit of the General Laws of the State of California, as amended. The fiscal year shall run from January 1ST through December 31ST.

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ARTICLE III MEMBERSHIP

1. Membership shall be open to all persons, regardless of gender, race, creed, national origin, or sexual orientation, who comply with the membership provisions of this article.
2. Voting eligibility is extended to any person who has met the dues requirement or has been extended special voting privileges by the membership based on outstanding services to the SCCS.
3. The Executive Board of Directors shall recommend the amount of seasonal dues collected based on financial requirements of the SCCS.

ARTICLE IV CORPORATE MEETING

1. The election of Executive Board officers of the SCCS shall be held on a Wednesday in April at such time and place as established by the Board of Directors. Notice of this meeting shall be sent to the membership at least four (4) weeks in advance of the meeting. Terms of newly elected SCCS Executive Board officers will begin June 1ST.
2. Special meetings may be called by the Board of Directors on their own initiative or on petition of at least twenty (20) members. Notice of special meetings shall be sent to the membership at least two (2) weeks prior to the meeting.
3. Fifty-one (51%) percent of the dues-paying members shall constitute a quorum.
4. These Bylaws may be amended by a two-thirds (2/3) vote of members present and constituting a quorum at the April meeting or a special meeting. All proposed amendments must be forwarded to the Executive Board of Directors in writing at least four (4) weeks in advance of the meeting. The Executive Board of Directors shall notify the membership in writing at least two (2) weeks in advance of the meeting.

ARTICLE V BOARD OF DIRECTORS

1. The general management and policy making powers of the organization are vested in the Executive Board of Directors, which consists of...
Elected Members: PRESIDENT, PRESIDENT-ELECT, TREASURER, RECORDING SECRETARY, CORRESPONDING SECRETARY
Non-elected Members: IMMEDIATE PAST PRESIDENT AND ASSISTANT DIRECTOR.

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2. The Executive Board of Directors is elected from the membership in accordance with the provisions of Article IV.
3. Vacancies on the Executive Board of Directors shall be filled by appointment by a majority vote of the other Executive Board members, this appointment being immediately effective for the duration of the unexpired term.
4. The Executive Board of Directors shall meet monthly or more often as necessary. An agenda shall be prepared by the President and submitted to Executive Board members in advance of each meeting. The Recording Secretary shall take complete minutes and send them via email to Executive Board members for approval. Approved minutes shall be sent via email to all current members.

ARTICLE VI NOMINATION AND ELECTION OF OFFICERS

1. The Executive Board of Directors shall present a single slate of nominees to the membership four (4) weeks prior to the annual April election meeting. The nominees must have been apprised of the duties and responsibilities of office and must have agreed to carry them out diligently.
2. Additional nominations may be made by presentation of a letter of intent from the potential nominee to the Executive Board at least two (2) weeks in advance of the April Meeting.
3. Executive Board Officers will be elected for a term of two (2) years. The President-Elect will serve as President for the second year of his/her term and will remain on the Board one additional year as Immediate Past President. In the event the President-Elect cannot meet this expectation, his/her replacement must first have served one (1) year on the Board of Directors.
4. No officer, except the Treasurer, may serve in the same office for more than three (3) consecutive terms. There are no limits on the Treasurer's term of service. Officers who have been appointed to fill an unexpired term may still be eligible to serve three (3) consecutive elected two (2) year terms.
5. All elections shall be decided by a simple majority vote of members present at the April Election meeting, provided a quorum is present.

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ARTICLE VII REMOVAL FROM OFFICE

If the Board of Directors determines that one of its elected members, or a person appointed to a position in the SCCS, is failing to fulfill the requirements of the position, it may, upon the decision of the Board of Directors at a meeting, request the resignation of said person. Such an action should be followed by immediate notification in writing. Unless this person requests the opportunity to appear before the Board to offer an explanation, this resignation may be assumed to be effective upon notification.

ARTICLE VIII TERMINATION AND DISSOLUTION

The SCCS may be terminated or dissolved at any Annual or Special Meeting of the membership by a two-thirds (2/3) vote of the those members present and voting, provided that notice of such termination and dissolution be given to all members of the SCCS at least thirty (30) days prior to such meeting. Upon termination and dissolution, all funds shall first be applied to the payment of the SCCS 's debts and liabilities, and the balance, if any, to the California Council on the Arts and Humanities, or to a comparable non-profit group supporting the Arts, should the former have ceased to exist.

SECTION II
OPERATIONAL BYLAWS

ITEM I ACCOUNTABILITY

In order to protect the SCCS against the consequences of unauthorized actions by any person, the following rules apply:

1. The Board of Directors is accountable to the membership. It should maintain a free flow of information. All minutes of meetings may be available to any member, on request. Members may request a special meeting, according to the procedure in ARTICLE IV, to request an explanation of any action by the Executive Board.
2. The President and all other Board members are accountable to the entire Board. Any action by an individual, which would result in a commitment by the SCCS, must have Board approval.
3. The actions of all committees and other appointed persons are accountable to the Board. Any action that is not part of a previously approved plan must be submitted to the Board for approval before being put into effect.

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4. All persons in paid contractual positions are accountable to the entire Board. Liaison may be in the person of the President or such individual as the Board may designate. The identity of the designated individual must be made clear to the contracted person, so there is no confusion as to who is the official spokesperson for the SCCS.

ITEM II PLANNING AND BUDGETS

1. All committees and individuals must plan ahead to avoid the need for hasty decisions. In general, this means that a schedule for one (1) performance season in advance should be fairly complete at all times. This includes the selection of musical repertoire, a timetable of duties of each committee and individual, and a complete budget covering all phases of income and expenditures.
2. Timetables for Committee planning should be prepared by Committee Chairpersons and submitted to the Board for approval. Enough lead-time must be provided so that all corrections can be made before the timetable becomes effective.
3. At the start of each administrative year, the Board of Directors shall publish a budget covering all phases of income and expenditures. This budget shall have been previously approved by the Board using past and projected information supplied by those responsible for creating income and making expenditures.
4. Any proposed departure from the operating budget must be approved by the Board and published as an amendment to the budget before being incurred.

ITEM III BUSINESS RECORDS

All meetings of the Board of Directors and of each committee shall be preceded by an agenda distributed to all people involved. The minutes of each meeting shall be kept and circulated to the Board and other committees involved, if any. A copy of these and other documents must be kept in a properly organized file maintained by the Recording Secretary. At the start of each new administration, the file and all other pertinent information must be presented to the new officers, along with an explanation of methods and policies.

ITEM IV AUDITING

The books of the **SAN CLEMENTE CHORAL SOCIETY** shall be subjected to an annual audit by a qualified auditor selected by the Board.

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ITEM V COMMITTEE SELECTION

1. The selection of committee chairs other than those elected to Board positions shall be made by the Executive Board of Directors. If, at the time of a change of administration, the incoming officers are satisfied with performances, no changes need be made. The new Board should advise the persons involved of its desire to have them continue to serve. Any vacancies should be filled as soon as possible following the beginning of a new administrative year.
2. Selection of committee chairs must take into account their qualifications for the duties of the position. Each chair is encouraged to select committee members, taking into account their qualifications and seeking the recommendations of the Board, if necessary, for potential nominees.
3. The size of each committee is determined by the scope of its duties and responsibilities. The chairperson is expected to delegate responsibilities and not carry out the duties unassisted.

ITEM VI CONTRACTED PERSONNEL

Before the employment of contracted personnel, the Board must establish the qualifications expected, publish these in anticipation of interviewing applicants, establish rules covering interviews, and notify the applicants of the results of the interview. There should be no ambiguity as to the responsibility the person is expected to assume, the fiscal limitations of the position, and to whom the person is expected to report. No person in a contractual position may enter into agreements with outside individuals or groups or commit the SCCS to the expenditure of money, resources, or effort without the express consent of the Board of Directors.

**ITEM VII DUTIES AND RESPONSIBILITIES OF OFFICERS,
COMMITTEES, AND CONTRACTED PERSONNEL**

These shall be published with the Bylaws in the "ADDENDUM". The duties and responsibilities of the officers and committees may be revised as needed by the Board of Directors. Such revisions should be published in the form of a bulletin, together with an explanation of the change. Bylaws may only be amended according to the provisions of Article IV.

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ADDENDUM

DUTIES AND RESPONSIBILITIES OF OFFICERS, COMMITTEES, AND CONTRACTED PERSONNEL

ITEM I **BOARD OF DIRECTORS**

The duties of the Board of Directors shall consist of, but not be limited to, the following:

- A. Administer the SCCS's business, including all contractual arrangements.
- B. Act as the policy-making body within the guidelines of the Constitutional Bylaws.
- C. Approve and publish the annual budget before the start of each fiscal year.
- D. Approve action of all committees prior to their implementation.
- E. Keep membership informed at all times as to the state of affairs of the SCCS.
- F. Appoint the Committee Chairpersons of all standing committees and encourage them to staff their committees.
- G. Select the **Artistic Director** and other contractual personnel and make the necessary contractual arrangements.
- H. Be responsible for maintaining an effective Plan of Action for all SCCS activities, with a timetable of all coming events and committee actions, as far in advance as is practical.

ITEM II **DUTIES OF OFFICERS & NON-ELECTED BOARD MEMBERS**

A. President

- 1. Preside at all meetings of the SCCS and its Board of Directors.
- 2. Be an ex-officio member of all committees.
- 3. Exercise general supervision of all policies, agendas, and programs established by the Board of Directors.
- 4. Establish meeting dates and draw up and distribute proper agendas for all meetings of the Board and the general membership. The agendas should be distributed in advance of each meeting.
- 5. Be accountable to the Board for all actions and decisions.
- 6. Have check-writing privileges in the absence of the Treasurer.
- 7. Remain on the Board as Immediate Past President in the year following completion of the two (2) year term.

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B. President-Elect

1. Assume all duties of the President in the latter's absence.
2. Act in the capacity of Production/Facilities Chairperson of the SCCS.
3. Keep the SCCS web site current for the purpose of announcing concerts and other activities and posting photos. Assist Membership Chair with keeping website information current.
4. In the second year of the two year term, assume responsibilities as President.

C. Recording Secretary

1. Keep accurate records of all meetings of the SCCS and the Board of Directors and prepare and distribute minutes for Board approval via email in no more than one week.
2. Maintain a permanent file of all minutes and other SCCS documents.
3. Be responsible for maintaining an inventory of up-to-date copies of the Constitutional Bylaws and distributing them to interested members of the SCCS.
4. Once approved, see that minutes are sent via email to all members.

D. Corresponding Secretary

1. Send out notices of all meetings of the SCCS and its Board of Directors.
2. Write all communication on behalf of the SCCS as requested by the President.
3. Maintain a file of all incoming and outgoing correspondence.
4. Maintain an accurate and up-to-date list of all SCCS members, properly classified, such as current, inactive, past or prospective.
5. Send email reminders in advance of rehearsals to members.
6. Maintain an email database list of potential attendees to SCCS events.
7. Send timely mailings before SCCS events to potential attendees.

E. Treasurer

1. Receive and deposit all funds received by the SCCS into a financial account and keep an accurate record of the same.
2. Disburse funds of the SCCS and keep an accurate record of the same. All such disbursements must have written authorization by the appropriate individual and comply with the current budget.
3. Prepare annual financial reports and tax forms as required by state and federal laws. These reports shall be made available to the auditor when required.
4. Prepare an annual projected budget by August 1st based on income and distribution records of the previous year. Distribute to all Board members.

F. Immediate Past President

1. Remain on Board one additional year to support current President.
2. Train concert volunteers for the Opportunity Drawing, ticket sales and usher jobs.

G. Assistant Director

1. Serve as liaison between Artistic Director and Board.
2. Keep SCCS gallery website page current.
3. Oversee production and sales of concert CD's.

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ITEM III STANDING COMMITTEE CHAIRPERSONS

Chairpersons are part of the Expanded Board of Directors. Attendance at Executive Board meetings is optional except when requested by the Executive Board. Chairpersons are free to organize a small committee of other members to assist them in meeting their goals.

A. Public Relations Committee Chair

1. Design and create all promotional material pertaining to the SCCS. This includes, but is not limited to concert posters, bulk mailing flyers and postcards, and concert program booklets. Arrange for professional printing of all such material in a timely way.
2. Write and submit for publication all rehearsal season announcements plus all concert and performance-oriented press releases. When appropriate, submit accompanying photographs for newspaper publication.
3. Maintain mailing list databases of relevant newspapers, churches, schools and such as would benefit from SCCS mailings and flyers.
4. Work toward establishing partnerships between SCCS and community groups.

B. Membership Committee Chair

1. Prepare registration forms and handle member registration for every concert season.
2. With the support of the Corresponding Secretary, distribute rehearsal schedules to members at registration and via email.
3. With the support of the Corresponding Secretary, maintain the membership and general mailing list databases.
4. With the support of the Corresponding Secretary, produce mailing labels as requested by the President and other Board members.
5. With the support of the Corresponding Secretary, produce a "membership list" for each concert and distribute it to all on the list.
6. Maintain, update, and distribute membership information, both printed and on the SCCS's web site with the support of the President-Elect.
7. With the support of the Corresponding Secretary, produce attendance lists for rehearsals current with each concert season.

C. Music Library Chair

1. See to the purchase, distribution and collection (when appropriate) of all music and maintain a complete and up-to-date inventory of all music in the possession of SCCS.
2. Oversee the distribution of music to members and the collection of music fees.
3. Arrange for a rehearsal CD of music for the upcoming performance to be distributed to members.

D. Ticket Chair

1. Design and order tickets two months in advance of all concerts.
2. Manage the pre-concert ticket sales keeping accurate records. Turn in money to Treasurer along with member sales records.

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E. Opportunity Drawing Chair

1. Organize a small committee to plan and to collect donated items.
2. Manage all activities for creating, displaying and distributing baskets.
3. Set-up and take down tables used during concerts.
4. Maintain a list of donors, patrons and sponsors for inclusion in website and programs.
5. Send donation acknowledgement letters.

F. Hospitality Chair

1. Organize any social get-together events as suggested by Board.
2. Bring requests or suggestions to the Board with possibilities on how to make an event happen (i.e.. parties, cookies and coffee, discussion groups, etc.).
3. Organize and carry through the necessary arrangements concerning the when, where and details of the event.
4. Plan for the distribution of information about social events, the materials needed to make them happen and the assistance needed for set-up and clean-up.
5. Check with the Board to see if funds necessary for a social event are available.

G. Archive Chair

1. Keep records of all SCCS performances and events.
2. Capture any and all public notices, photos, posters, signs etc. that involve SCCS and its members.
3. Organize and share the history of the SCCS and its success with the members.

H. Production/Facilities Chair

1. Under these bylaws, this chairmanship is the responsibility of the President-Elect.
2. Work with the Artistic Director, Executive Board and other concerned personnel for the establishment of locations and dates for rehearsals and performances and any other issues related to venue.

ITEM IV DUTIES OF MUSIC PERSONNEL

A. Artistic Director of the SCCS

1. Follow the contract as reviewed and signed each year.
2. Attend, with reasonable advance notice, monthly Board meetings when requested by the Board.
3. Attend the annual April meeting of the SCCS and provide an Artistic Director's report. Be prepared to address appropriate questions from the membership.

B. Assistant Artistic Director

1. Assist the Artistic Director in all aspects of rehearsals and performances.
2. Assist Artistic Director in determining requirements for soloists, establishing selection procedure, and conducting auditions.
3. Assume duties of the Artistic Director in his/her absence.

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C. Accompanist

1. Follow the contract as reviewed and signed each year.

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We hereby acknowledge that the above stated SCCS bylaws have been approved
and accepted this _____ day of _____, 2011.

President

Treasurer

Secretary