

**CONSTITUTION AND BYLAWS
OF AIKEN CHORAL SOCIETY**

REVISED AND ADOPTED

JULY 1991

AUGUST 1994

AUGUST 1996

MAY 2002

OCTOBER 2014

**Article I
NAME**

The name of the organization shall be the Aiken Choral Society, Inc. and it shall exist as an eleemosynary corporation.

**Article II
PURPOSES**

The Society's primary purpose is the presentation of sacred and secular vocal works from all periods, including choral, ensemble, and solo singing with appropriate instrumental accompaniment, for the appreciation, inspiration and education of the musicians and their audiences, thereby enhancing the quality of life of the Aiken area. The Society seeks to make it possible for interested and talented singers and instrumentalists to improve their abilities and deepen their musical appreciation through rehearsal and public performance under qualified direction. The Society is committed to work with other arts organizations to further these goals.

**Article III
MEMBERSHIP**

Section 1. Membership Types

Membership in the Society shall be one of two types:

(1) Active Performing Membership in the Society shall be open to all residents of Aiken, South Carolina, and the surrounding areas, subject to regulations in this article.

Active performing members shall be comprised of all singers who performed in a concert during the current and/or immediately past fiscal year (July 1 – June 30) and who have paid their semiannual dues and music use fees.

(2) Active Non-performing Membership shall be elected from those persons who contribute financially or through volunteer services to the activities of the Corporation and/or who have been elected from non-performers to serve as members of the Board of Directors.

All active non-performing members must demonstrate commitment to the purposes of the Aiken Choral Society, Inc.

Non-performing board members are elected by the active members. Selection of additional non-performing members shall be by the active membership at the Annual Meeting or by the duly elected Board of Directors.

Section 2. Qualifications for Active Performing Membership

The total performing membership and the relative sizes of each choral section shall be recommended by the Music Director.

In order to become and remain an active performing member, an applicant must

- (1) successfully pass an audition before the Auditions Committee unless waived by the Auditions Committee upon the recommendation of the Music Director and
- (2) pay a semi-annual dues and music fee, the amount of which will be determined by the Board of Directors. These fees must be paid by October 1 and February 15 for the concert seasons in which the active performing member performs.

Section 3. Absences of Active Performing Members

The following stipulations govern absences:

- (1) Attendance at dress rehearsal is mandatory.
- (2) Each active performing member is permitted three (3) absences from scheduled concert rehearsals per concert.
- (3) Each active performing member shall notify in advance his/her section leader or the Music Director when unable to attend a scheduled rehearsal or concert.

Extraordinary circumstances may permit waiving any of the above requirements by the Music Director. If the above requirements are not waived, the member will no longer be considered as an active performing member for the concert.

Section 4. Voting Privileges of Active Performing Members

Each active member shall hold one (1) vote at the annual meeting and at special business meetings.

Section 5. Removal from Active Performing Membership

Active performing members will be removed from the active membership roster by the Executive Committee of the Board of Directors for any of the following reasons:

- (1) non-waiver of any of the stipulations related to absences listed in Section 3 of this article
- (2) failure to pay semi-annual dues and music use fees by the dates stated in Section 2 of this article [unless fees were waived by the Executive Committee]
- (3) inappropriate behavior at rehearsals or at concerts as stated in the policy manual
- (4) voluntary withdrawal from the Society

Section 6. Reinstatement to Active Performing Membership

Members who have been inactive from active performing membership may request reinstatement from the Executive Committee in writing. Auditions may also be required for reinstatement.

Article IV MEETINGS OF MEMBERS

Section 1. The Annual Meeting

The annual meeting of voting members of the Society shall be held at a place designated by the current Board of Directors. This meeting shall be held in the late summer or early fall and no later than December 31 each year.

The business to be conducted at this meeting includes:

- (1) Election of the Board of Directors, with terms of service on the Board for three (3) years;
- (2) Revision and/or amendments to these bylaws (Article XII).

Section 2. Notice

Written notice of the Annual Meeting shall be posted not less than two (2) nor more than four (4) weeks prior to the date of the meeting.

Section 3. Quorum

The presence of a quorum shall be established prior to business being conducted. A quorum for conducting the annual meeting shall consist of twenty percent (20%) of the voting membership of the Society. Voting privileges for members in Accordance with Article III, will be verified and a ballot given to each eligible voting member before the meeting begins.

If no quorum of the voting membership exists at the annual meeting, the election of new members to the Board of Directors will be scheduled at a Special Business Meeting called by the current president.

Section 4. Nominations

Nominations for membership on the Board of Directors shall be submitted by the Nominating Committee to the Board of Directors for approval prior to the annual meeting. Nominations by voting members may also be accepted from the floor. The number of nominations shall be equal to or more than the number of vacancies. No nominations shall be made without first obtaining consent from the nominee to serve on the Board of Directors for three (3) years, if elected.

The Nominating Committee Chair will prepare ballots with the names of consenting nominees that have been approved by the currently serving Board of Directors. The ballot shall also contain spaces for adding names of those who may be nominated from the floor.

Section 5. Election

Election shall take place by secret ballot, with each voting member eligible to cast one vote for each board vacancy to be filled. Each ballot may register only one vote for any candidate. Nominees who receive votes on one half (1/2) or more of the ballots cast will be declared elected. If the first ballot does not elect a board that meets the bylaws requirements—a minimum of twelve (12) members with a minimum of one-third (1/3) being active performing members—then a runoff ballot will be taken at the same meeting.

Section 6. Special Business Meetings

Special Business Meetings of the voting membership may be called by the President of the Board of Directors with one week advance notice.

At Special Business Meetings a quorum for conducting the business of the Society shall consist of twenty percent (20%) of the voting members.

Section 7. Motions

Motions made at the Annual Meeting and at Special Business Meetings will require only a simple majority of the quorum (1/2 plus 1) for adoption, unless otherwise specified in the bylaws. In case of tie votes, the President shall cast the deciding vote.

(See Policy #1 for more on Meeting of Members.)

Article V REHEARSALS

Section 1. Regular Rehearsals

Rehearsals shall normally be held weekly while preparing for concerts. The time and place of rehearsals shall be decided by the Board of Directors in consultation with the Music Director.

Section 2. Special Rehearsals

Special rehearsals may be called by the Music Director as necessary.

Article VI BOARD OF DIRECTORS

Section 1. Authority

The Board of Directors shall regulate and supervise the management of the Corporation. It shall attend to all internal affairs of the Corporation, shall make necessary arrangements for carrying out the purposes of the Corporation and, in addition to the express duties detailed in the bylaws, it may exercise all of the powers of the Corporation, and do all such lawful acts and things as are not prohibited by statute, by the Charter, or by these bylaws.

Section 2. Makeup

The Board of Directors shall consist of a minimum of twelve (12) persons and shall be nominated and elected as provided in Article IV. A minimum of one-third (1/3) of the board members must be active performing members of the Aiken Choral Society, Inc.

Section 3. Term

The term of membership on the Board of Directors shall be three years. A Board member may serve no more than two (2) three-year terms in succession. After a lapse of one year off the Board, a person will again be eligible to serve on the Board.

Section 4. Vacancy

Any vacancy in any office of the Board of Directors which occurs between regular elections,

however occasioned, shall be filled by the election of a successor by the remaining members of the Board of Directors as a committee of the whole.

Nominations for such vacancies shall be made at the Board meeting prior to the appearance before the Board of such nominee(s). If a nominee is approved by the majority vote of the quorum of the Board, the nominee shall be appointed to fulfill the vacancy, and he/she shall be so notified in writing. Nominees not appointed shall be notified in writing.

Successors thus appointed shall complete the entire term of his/her predecessor, and then, if nominated, shall stand for election for a regular three-year term on the Board.

Section 5. Duties

The specific duties of the Board of Directors shall include, but not be limited to:

- (1) selection of the Music Director(s)
- (2) selection of officers of the Corporation and Board of Directors
- (3) adoption of an annual budget and arrangements for funding
- (4) nomination and election of new board members (including the selection of successors to unfulfilled terms)
- (5) revision and/or amendment and approval of these bylaws
- (6) reviewing and approving acts of officers or standing committees as it sees fit.

Section 6. Number of Meetings

Meetings of the Board of Directors shall be held at the discretion of the President, but not fewer than eight times per year, with written or telephone notification of all Board Members no less than one week before the scheduled date of the meeting.

Section 7. Special Meetings

At the written request of three (3) members of the Board of Directors, a special meeting of the Board of Directors may be called.

Section 8. Quorum

A quorum for duly constituted meetings of the Board of Directors shall be one-third (1/3) of the membership of the Board of Directors or five (5) members, whichever is the greater number.

Section 9. Conflict of Interest

Individual members of the Board of Directors shall refrain from voting in the event of conflict of interest. The Board of Directors shall determine the presence or absence of a conflict of interest in debatable situations.

Section 10. Music Director

The Music Director will serve as a non-voting member of the Board of Directors and shall be notified of all Board meetings at the same time that notification is given to other members of the Board of Directors.

Section 11. Executive Committee

The Executive Committee, comprising the elected officers of the Corporation, is authorized to

meet and act upon urgent matters as necessary, subject to ratification of actions at the ensuing meeting of the Board of Directors. Minutes of all Executive Committee meetings shall be maintained with minutes of the Board of Directors.
(See Policy #1 for more on the Board of Directors.)

Article VII OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Election of Officers

All officers of the Board of Directors shall be elected at the first meeting of the newly elected Board. Such meeting will be held within one month after the Annual Membership Meeting of the Aiken Choral Society, Inc. The term of office for each officer shall be until the first Board meeting following the next Annual Membership Meeting. A Board member may serve no more than two (2) terms in succession in a particular office. After a lapse of one year out of that office, a Board member will again be eligible to serve in that office.

Section 2. First Order of Business

The first Board meeting shall be initially conducted by the outgoing Board President, who shall have no vote unless he/she is an elected member of the incoming Board of Directors. The first order of business will be the election of the incoming Board President, who will then conduct the remainder of the meeting.

Section 3. Number of Officers

Elected officers shall include, but not be limited to, President, Vice-president, recording Secretary, Corresponding Secretary, and Treasurer. Each officer shall assume full responsibility as he/she is elected, excepting the Treasurer who will examine the books and associated records, after audit or other appropriate review, and then accept the responsibility within the next month.

Section 4. Duties of President

The duties of the President shall be to conduct all meetings of the Corporation and of the Board of Directors. After being elected, he/she shall appoint, from the Board membership, the chairs of such standing committees and ad hoc committees as may prove necessary to achieve the purposes of the Aiken Choral Society, Inc. Such chairs shall be appointed and announced at the second meeting of the Board of Directors. The President shall have authority to execute contracts for the Corporation, subject to the limitations of these bylaws. The President shall be responsible for providing a written agenda for each Board meeting.

Section 5. Duties of the Vice-president

The duties of the Vice-president shall be to conduct meetings in the absence of the President and to fill the unexpired term of the President in the event of the retirement or inability of the President to remain in office. He/she shall research all legal matters affecting the Corporation. He/she shall also carry out all duties assigned by the President. He/she will provide a copy of "Robert's Rules of Order, Revised" for all business meetings of the Corporation.

Section 6. Duties of Recording Secretary

The duties of the Recording Secretary shall be to keep minutes of all meetings of the Corporation and of the Board of Directors and to notify all members of scheduled or called meetings. The Recording Secretary shall make or cause to be made, typed and reproduced copies of all meeting minutes for circulation to the members of the Board of Directors within one month following the meeting. The Recording Secretary shall also maintain the permanent file of minutes and perform such other duties as delegated by the President and/or the Board of Directors.

Section 7. Duties of Corresponding Secretary

The duties of the Corresponding Secretary shall be to maintain files of all necessary written correspondence for the Corporation, including business, fundraising and copyright correspondence. The Corresponding Secretary shall also perform other duties as delegated by the President and/or the Board of Directors, including but not limited to maintaining and disseminating accurate lists of members' names, addresses and telephone numbers in conjunction with the Treasurer and the Membership and Newsletter Committee Chair.

Section 8. Duties of Treasurer

The Treasurer shall be responsible for accounting for all funds of the Corporation and for the payment of all outstanding debts from funds of the Corporation. All checks for withdrawal from the accounts of the Corporation, except for amounts previously approved by the Board of Directors, must be signed by the Treasurer and the President (or the Vice-president in the absence of the President). The Treasurer shall prepare a monthly written report for presentation at each meeting of the Board of Directors and shall prepare an annual report for presentation at the Annual Membership Meeting. An audit of all accounts receivable and payable shall be made before the Annual Membership Meeting by qualified members appointed by the President. The Treasurer shall be responsible for researching all fiscal matters affecting the Corporation. The Treasurer shall also maintain membership status records for the Corporation in conjunction with the Corresponding Secretary and Membership and Newsletter Committee.

Article VIII STANDING COMMITTEES

Section 1. Committee Chairs

The chairs of the standing committees and the ad hoc committees are directly responsible to the President and shall make reports at the request of the President.

Section 2. Number of Standing Committees

The standing committees of the Aiken Choral Society, Inc. shall include, but not be limited to the following:

- (1) Membership and Newsletter
- (2) Finance
- (3) Program and Events
- (4) Publicity
- (5) Nominating

Section 3. Makeup of Standing Committees

Each standing committee shall consist of a Board Member as Chair and two or more other persons, one of which should be a non-Board member.

Section 4. Duties of Standing Committees

The duties of each standing committee are outlined in the Policy Manual.

Article IX MUSIC DIRECTOR

Section 1. Selection

The position of the Music Director shall be filled by majority vote of the Board of Directors. A written contract and honorarium will be reviewed and adopted by the Board of Directors by July 1 of each year. The Music Director shall be an advisory non-voting member of the Board of Directors, and shall be notified of all Board meetings at the same time as other Board members. He/she shall be given the opportunity to make presentations at such meetings and shall receive all minutes of the meetings of the Executive Committee and the Board of Directors.

Section 2. Duties

The duties of the Music Director shall include but not be limited to conducting rehearsals and performances. The Music Director will select music for performance with consultation with appropriate committees. The Music Director will work with these committees to determine audition arrangements.

Section 3. Program Selections

At the final meeting of the Board of Directors prior to the Annual Membership Meeting, the Music Director and appropriate committees will present to the Board proposed programs for the upcoming winter and spring concerts and for other proposed public performances for the next fiscal year.

Section 4. Membership Status

The Music Director shall not be eligible for Active Membership in the Corporation, and shall have no vote at membership meetings or at meetings of the Board of Directors.

Article X CONTRACTS FOR PERFORMANCE

Section 1. Governing Regulations

All contracts of the Corporation binding the Aiken Choral Society, Inc. to public performances and concerts will be entered into by the President, and must be approved in advance by the Board of Directors. Performances may be given for special civic functions and with commercial sponsorship. However, contracts for performances connected with political purposes are expressly forbidden. Moreover, contracts for performances that bring financial reward to the sponsor are also expressly forbidden, unless the sponsor is a recognized charitable institution or organization.

Section 2. Honorariums

Honorariums may be awarded to the Music Director, rehearsal and concert accompanists, soloists and ensemble singers (including members of the Aiken Choral Society, Inc.) with prior approval by the Board of Directors.

Section 3. Employees

Nothing in this article shall be interpreted to prevent the Board of Directors from hiring employees or independent contractors to conduct the necessary business of the Corporation, including fundraising.

Section 4. Other Compensation

No member of the Corporation shall receive any compensation, monetary or properties, except as specifically stated in these bylaws.

Article XI PARLIAMENTARY AUTHORITY

“Robert’s Rules of Order, Revised” will be used as authority for parliamentary procedure in all business meetings of the Corporation.

Article XII AMENDMENTS

These bylaws may be revised or amended, and additional bylaws adopted, by affirmative vote of the Board of Directors and the members of the Corporation. The procedures for any such changes are as follows:

- (1) The proposed revisions, amendments, or additional bylaws shall be posted at least one (1) week, but not more than four (4) weeks prior to the vote by the Board of Directors.
- (2) After approval by two-thirds (2/3) vote of the total Board of Directors, the proposed changes shall be submitted to the members of the Corporation.
- (3) An affirmative vote of two-thirds (2/3) vote of the quorum of voting members of the Aiken Choral Society, Inc. will be necessary for adoption.
- (4) A quorum for this purpose shall consist of at least one-half (1/2) plus one of the active membership of the Aiken Choral Society, Inc. as shown on the records of the Membership Chair and the Treasurer.

Article XIII DISSOLUTION

Section 1. Regulations Governing Dissolution and Debt Payment

The Corporation may be dissolved by a vote of two-thirds (2/3) of the Active Performing Membership. In such an event, payment of all debts shall be made, to the extent that funds are available in the Treasury.

Section 2. Distribution of Funds After Debts

Any remaining funds after debts are paid, and all physical property of the Corporation, will be

given to a tax-exempt musical or literary organization at the discretion of the Board of Directors.