



**BYLAWS OF THE MASTERWORKS CHORALE OF
CARROLL COUNTY, MD, INC.**

*[Adopted September 30, 2003] (Revised August
2015; Adopted November 2015)*

**ARTICLE I
Name and Creation**

Section 1. The name of the corporation will be The Masterworks Chorale of Carroll County, Maryland, Inc., hereinafter referred to as the Chorale.

Section 2. The Chorale will be a non-profit corporation under Title 3, Sub-title 104 and Title 5, Subtitle 201-208, and 701-702 of the "CORPORATIONS AND ASSOCIATIONS ARTICLE" of the *Annotated Code of Maryland*.

Section 3. The Chorale has been designated a 501(c)(3) tax-exempt organization under the provisions of the *Internal Revenue Code of 1954*.

**ARTICLE II
Purposes**

The Chorale is formed to:

- a. Rehearse and perform works of choral art.
- b. Perform secular and sacred choral music reflecting a variety of ethnicities, cultures and musical styles from early music to modern day, but with emphasis on major masterworks in the western choral tradition.
- c. Provide singers and audiences with varied choral experiences, and in doing so enrich the cultural life of the community.
- d. Provide member singers with opportunities to grow as musicians and performers through working under professional music direction.

**ARTICLE III
Membership**

Section 1. Membership in the Chorale is enacted by payment of dues for a concert season (Spring and/or fall). Only individuals who have paid fall dues will be eligible to vote for Chorale officers and on other matters designated by the Board at the Annual Meeting held in December.

Section 2. At the Board's discretion, it may waive all or part of the membership dues for any member.

Section 3. Dues are not refundable.

Section 4. Fall membership shall begin with the Chorale's first rehearsal for the fall season and end at the conclusion of the annual meeting. Spring membership shall begin with the first rehearsal of the spring season and will end with the last concert of the spring season.

Section 5. Membership in the Chorale is open to everyone regardless of their race, age, religion, sexual orientation, gender, gender expression, national origin, military status, or disability.

Section 6. The Chorale, as established, is intended to be an organization for singers over the age of 18 years. However, membership may be open to serious younger singers at the discretion of the Chorale's Music Director and on a case by case basis.

**ARTICLE IV
Board of Directors**

Section 1. The business of the Chorale shall be conducted by a Board of Directors.

- a. The Board consists of the following officers: President, Vice-President, Secretary, the Music Director (*ex officio* with vote), and additional members as determined by the Board.
- b. Half of the elected Board stands for election at the general membership meeting each year. In even years, the following officers will be elected: Publicity, Logistics, Outreach and Communications. In odd years, the Vice President, Secretary, Fundraising Director will be elected.
- c. The serving Vice President assumes a two-year term as President on January 1 immediately following the election of a new Vice President.

Section 2. The term of office for all members of the Board shall commence on January 1 immediately following their election.

Section 3. All members of the Board, except the President, Treasurer and the Music Director, shall be elected by the Chorale general membership for two-year terms.

Section 4. The Treasurer shall be appointed annually by the Board and will serve at the Board's pleasure.

Section 5. The Music Director shall be appointed annually by the Board, according to terms of appointment in Article VII, Section 2 and will serve at the Board's pleasure in accordance with Article VII, Section 2 of these Bylaws.

Section 6. A slate of nominees for the elected members of the Board shall be prepared (as outlined in Article XV, Section 2 of these bylaws) to the general membership of the Chorale prior to the final concert of the fall season. The general membership will vote on these nominations at the Annual meeting.

Section 7. The Board shall fill any vacancies that may occur between regularly scheduled elections; appointees will serve until the next regularly-scheduled election.

Section 8. The duties of the Board shall be to:

- a. Appoint the Music Director, negotiate a written contract with the Music Director, and conduct an annual review of his/her performance.
- b. Appoint the Treasurer and provide for an audit of the organization's finance at the discretion of the Board.
- c. Approve the Music Director's selection of music for performances by the Chorale, as provided in Article VII, Section 1.
- d. Adopt an annual budget, as provided in Article XIV of these bylaws.
- e. Appoint committees and individual assignments as needed.
- f. Act as the Nominating Committee.
- g. Handle all other business affairs of the Chorale.

Section 9. Regular meetings of the Board shall be held monthly on a date and time agreed upon by the majority of the Board at the first meeting of the year and announced to the Chorale membership. Special meetings of the Board may be called by the President at his/her discretion as needed. The President must call a special Board meeting upon a written request by at least three-members of the Board stating the purpose of the special meeting.

Section 10. All members of the Board shall attend the regularly-scheduled meetings of the Board of Directors.

Section 11. A Board member may be dismissed by two-thirds vote of the Board for the following reasons:

- Failing to attend three consecutive meetings without good and sufficient cause.
- Failure to satisfactorily execute his/her designated responsibilities.
- If a Board member should fail to attend three (3) successive meetings without good and sufficient cause, and/or fails to adequately perform and complete his/her required duties, said person's office may be declared vacant by a two-thirds vote of the Board and a replacement appointed by the Board to serve until the next regularly-scheduled election of officers.

Section 12. A majority of the members of the Board of Directors shall constitute a quorum necessary to conduct the business of the organization.

ARTICLE V Officers

Section 1. The President is chief executive officer of the Chorale, coordinating and overseeing all of its organizational functions. The President:

- a. Shall call and preside at all meetings of the Board of Directors and of the Chorale membership.
- b. Shall appoint all special committee chairs, as provided in Article IV, Section 8f, of these bylaws.
- c. Shall serve on all Board committees.

Section 2. The Vice President shall occupy the position and perform the duties of the President if, for any reason, the President is absent or unable to attend to the duties of the office. The Vice President:

- a. Shall, at the end of the President's two-year term, become President for a two-year term.
- b. The Vice President shall assume the office of the President in the event of a vacancy in the office, until the next regularly-scheduled election.
- c. Shall assist the President in administering the affairs of the Chorale as needed and requested.
- d. Shall perform any specific function that may be assigned by the President or the Board.
- e. Shall chair the Bylaws Committee, which shall function when revisions are necessary.

Section 3. The Secretary:

- a. Shall be responsible for keeping all records and proceedings of the Chorale.
- b. Shall perform other such duties as may from time to time be assigned by the Board.

Section 4. The Treasurer:

- a. Is responsible for receipt and disbursement of all monies of the Chorale and the management of accounts receivable and overall security of funds.
- b. Shall keep an accurate record of all monies received and disbursed by the Chorale.
- c. Shall report the status of all financial accounts as required at meetings of the Board.
- d. Shall be responsible for filing all financial reports required by the federal and state governments.
- e. Shall be responsible for preparing an annual budget for approval by the Board and the general membership.

ARTICLE VI

Other Board Members

Section 1. Basic Board functions in addition to those of the Officers and the Music Director shall be carried by Board members, who may include, but not be limited to, the following.

- a. **Fundraising Director**, who shall be responsible for coordinating all efforts to raise financial support to meet anticipated annual budget needs as determined by the Board.
- b. **Communications Director**, who shall be responsible for group mailings to singers, prospective singers, and prospective financial supporters.
- c. **Outreach Director**, who shall be responsible for public relations and community interaction and services.
- d. **Web Master**, who shall design and maintain an up-to-date website to advertise the Chorale to the public and to inform and assist members of the Chorale.
- e. **Nominations/Logistics Director**, who shall coordinate nominations, announce the nominees at the Annual Membership meeting and oversee logistical arrangements for Board meetings, Chorale rehearsals and concerts and any special Chorale activities as directed by the Board.

ARTICLE VII

Music Director

Section 1. The Music Director:

- a. Shall have primary responsibility for the musical quality of the Chorale.
- b. Shall be responsible for developing the proposed schedule of performances, as outlined in Article IX of these bylaws.
- c. Shall direct Chorale rehearsals and performances.
- d. Shall recommend music for performances to the Board of Directors as outlined in Article XI.
- e. Shall preside at auditions and select soloists for performances as needed as provided in Article XII of these bylaws.
- f. Shall select the Chorale's regular rehearsal accompanist as well as other instrumentalists who accompany the Chorale in concert, according to policy approved by the Board and in harmony with the Chorale's annual budget provision for this purpose.

Section 2. The Music Director shall be appointed by the Board and may serve an indefinite number of terms. The conditions of the Music Director's appointment shall be specified in a contract written and approved by the Board and signed by the President and Music Director. Reappointment or termination of the Music Director shall be made by a two-thirds vote of the Board by the end of the spring season.

Section 3. Upon vacancy, the position of Music Director shall be filled upon recommendation of a committee appointed by the President. The appointment of a new Music Director requires the approval of a majority of the members of the Board.

Section 4. The Music Director may develop cooperative music relationships and partnerships with musicians and music-related organizations inside and outside Carroll County including joint concerts, benefit performances for nonprofits serving the community and other special events, with the Board's approval and at its discretion.

**ARTICLE VIII
Accompanist**

Section 1. The Accompanist:

- a. Shall be responsible for providing piano and/or organ accompaniment at all regular rehearsals of the Chorale.
- b. When called for, shall provide piano and/or organ accompaniment at performances.

Section 2. The Accompanist will be selected by the Music Director with the approval of a majority of the members of the Board.

Section 3. The Accompanist will be paid at a rate recommended by the Music Director and approved by the Board.

**ARTICLE IX
Performances**

The Music Director is responsible for scheduling performances, subject to the approval of the Board. Performances shall be the responsibility of the Music Director, subject to approval of the Board. The number of performances shall not be less than two per year—a minimum of one between September and December and another between February and June.

**ARTICLE X
Rehearsals**

All rehearsal schedules shall be developed by the Music Director, subject to Board approval.

**ARTICLE XI
Selection of Music**

The Music Director shall recommend music for performances by the Chorale for each fall and spring season. The selection must be approved by the Board. The Music Director and the Board shall give due consideration to program suggestions by members of the Chorale. Whenever possible the selection process for the coming year shall be completed before preparation of the annual budget and the Annual Membership Meeting in December.

**ARTICLE XII
Soloists**

Section 1. It shall be the policy of the Chorale to extend preference for solos to members of the Chorale. If necessary, soloists may be invited from out-

side the Chorale. No payment will be made to soloists except by prior Board approval.

Section 2. Soloists shall be selected by the Music Director. Auditions shall be scheduled as needed. Additional rehearsals for soloists may be scheduled at the discretion of the Music Director.

**ARTICLE XIII
Sources of Financial Support**

Section 1. Membership dues and community support will be the primary sources of funds to underwrite the annual budget. Grants from appropriate local, state and/or federal sources will also be solicited by the Board.

Section 2. Community support will come primarily from voluntary contributions and program ads from individuals, businesses and organizations.

Section 3. Major responsibility for the annual financial campaign will be carried by the Fundraising Director with assistance from the Board or other Chorale members, as needed.

Section 4. The Board will set ticket prices for the Chorale's regular spring and fall seasons.

**ARTICLE XIV
Annual Budget and Fiscal Year**

At the December meeting the Board of Directors will adopt an annual budget which will reflect the projected expenses for the following fiscal year. This budget will be presented to the Chorale membership at its Annual Meeting. The fiscal year of the Chorale will begin January 1 and end December 31.

**ARTICLE XV
Annual Meeting and Elections**

Section 1. An Annual Meeting of the Chorale membership shall be held at the end of the fall concert season, to conduct the following business:

- a. Election of members of the Board of Directors to fill positions on the Board which have become vacant.
- b. Presentation and approval of the budget for the coming fiscal year.

Section 2. A slate of nominees will be presented at the annual meeting for the membership's vote. Nominations from the floor will also be accepted and voted upon.

ARTICLE XVI
Rules of Order

Roberts Rules of Order, newly revised, will govern the Chorale in all cases to which they apply and are not inconsistent with these bylaws.

ARTICLE XVII
Amendments

Section 1. Proposed amendments or revision of the bylaws of the Chorale, after approval of a majority of the Board, must be approved in their entirety by the general membership. Such amendments will generally be approved at the Annual Meeting, but in the event of changes that need immediate action as determined by the Board, may be presented at any rehearsal or a special meeting of the membership called for that purpose.

Section 2. Amendments or revision shall require the approval of two-thirds of the Chorale members present and voting. No such amendments or revision will be voted upon, however, until a copy of such amendments or revision has been made available online or in hard copy to each member at least five days prior to the rehearsal or meeting at which a vote is to be taken.

ARTICLE XVIII
Dissolution

Upon dissolution of the Chorale, the Board shall, after paying or making provision for the payment of all liabilities of the Chorale, and fulfilling any other legal obligations, pay over all remaining assets to a non-profit organization with purposes similar to those of the Chorale, that agency to be named by the Board operating at the time of dissolution.