

## **SUNNYVALE SINGERS**

### **BYLAWS**

#### **ARTICLE I - NAME**

The name of this organization is The Sunnyvale Singers.

#### **ARTICLE II - PURPOSE AND OBJECTIVES**

##### **SECTION 1.**

The Sunnyvale Singers is a performance-oriented community singing group with the goal of providing the members and the audiences a musically rewarding and enjoyable experience.

##### **SECTION 2.**

The group also strives to provide each member of the group with the opportunity to explore and expand his/her own individual talents, musicianship, and associated performance skills.

#### **ARTICLE III - MEMBERS**

##### **SECTION 1.**

All persons who love to sing are eligible to become members of the Sunnyvale Singers. While auditions are not required, the Director may ask members who do not demonstrate vocal experience on a par with the rest of the choir to "sit out" at concert time.

##### **SECTION 2.**

To become a member a singer must:

- a. join by October for the first semester, or February for the second semester each year. After the second month of each concert season prospective members may "audit" the rehearsals, but should not expect to perform in concerts.
- b. attend most rehearsals. The Director may ask members who have not attended a sufficient number of rehearsals to "sit out" at concert time.
- c. make a monetary contribution at the beginning of each semester. The basic membership donation level is set by the Board. Additional, higher levels of donation are also set by the Board and are accompanied by additional recognition as determined by the Board. Donations may be waived in cases of financial hardship.
- d. fill out and sign a membership application/information sheet which may or may not include permission to use member's photograph, an insurance waiver or disclaimer, if required by the current liability insurer of the Choir.
- e. make a music deposit for the use of music.
- f. acquire appropriate dress for participation in performances.

##### **SECTION 3.**

A member may be dismissed from the Choir by a majority vote of the Full Board for behavior unbecoming of a member of the Choir. Extenuating circumstances may be appealed to the Executive Board by the individual.

#### SECTION 4.

All members have privileges of the floor at all meetings of the Choir, as time permits, and all regular Board meetings, except closed meetings of the Full Board or Executive Board.

#### SECTION 5.

No member shall be discriminated against because of race, religion, creed, color, gender, age (persons 40 years of age or older), disability, national origin, or any other basis to the extent prohibited by federal, state, or local law.

### ARTICLE IV - THE EXECUTIVE BOARD AND FULL BOARD

#### SECTION 1.

- a. The Executive Board shall consist of the President, Vice President, Secretary, Treasurer, and the Director.
- b. The four elected officers (President, Vice President, Secretary, and Treasurer) serve for a term of two years.
- c. Officers shall assume their duties on July 1.
- d. The new board shall convene a meeting of the old and new boards between July 1 and the beginning of the new term.

#### SECTION 2.

The Full Board shall consist of the Executive Board, Section Leaders, Immediate Past President, Librarian, and Member at Large.

#### SECTION 3.

- a. All affairs of the Choir, except where provided otherwise in these By-Laws, shall be conducted by the Full Board, whose authority shall be final. Each member of the Full Board shall have one vote. While all members of the Choir have privileges of the floor in most matters, only members of the Full Board are eligible to vote at Board meetings.
- b. Personnel matters shall be discussed in closed meetings of the Executive Board. Such discussions shall not be included in the regular Executive Board meeting minutes.

#### SECTION 4.

If the presidency becomes vacant during a term, the Vice President shall assume the office of President, and the Full Board shall appoint a member to fill the position of Vice President for the remainder of the term. If a vacancy occurs in another office during a term, the Full Board shall appoint a member to fill the position for the remainder of the term.

### ARTICLE V - OFFICERS

#### SECTION 1.

The **Director** shall be an officer ex officio, a member of the Executive Board with full voting privileges, and shall be the official representative of the group in all artistic affairs. His/her duties shall include, but shall not be limited to, the following:

- a. selection and placement of members.
- b. programming of concerts, and selection and ordering of music within the budget limitations set by the Board.

- c. selection of soloists or instrumentalists, either professional or from the Choir. If professional soloists or instrumentalists are selected, their fees are subject to approval by the Full Board upon recommendation by the Director.
- d. selection of other accompanists or orchestral groups to assist in preparation for, and performance of concerts. Any fees are subject to approval by the Full Board upon recommendation by the Director. The Accompanist shall report to the Director.
- e. conducting and scheduling of all rehearsals and all performances, unless otherwise delegated by him/her.

#### SECTION 2.

- a. The **President** shall be the chief executive officer of the Choir. He/she shall preside over all meetings of the Board and of the Choir.
- b. He/she shall compile and present all business at hand, and may call upon cognizant Board members or Choir members to assist him/her in specific items.
- c. The President is one of the two official signatories on checks. The other signatory being the Treasurer.

#### SECTION 3.

- a. The **Vice President** shall assume the responsibilities and carry out the duties of the President in the President's absence.
- b. The Vice President is responsible for managing all committees. He/she will report on the activities of all committees at each meeting of the Board.
- c. He/she will also assist the President in any duties and responsibilities as the President or Board may reasonably request.

#### SECTION 4.

- a. The **Secretary** shall record the proceedings of the meetings of the Choir and of the Board and shall submit the record to the Board for approval in a timely manner.
- b. He/she shall have charge of the correspondence of group and shall maintain a file of the group's records and correspondence.

#### SECTION 5.

The **Treasurer** shall be the custodian of all funds of the Choir. He/she shall:

- a. collect all donations and monies from other sources.
- b. be one of the two official signatories on checks. The other signatory being the President.
- c. pay all bills.
- d. be responsible for paying insurance premiums and filing all tax returns and other forms required by government agencies including employee reporting forms.
- e. maintain a group checking account and/or ATM card account.
- f. give a complete report of finances at each regular Board meeting and prepare such other periodic written reports as may be required.
- g. maintain a complete set of financial records.
- h. annually prepare a draft budget.

- i. perform any other duties incidental to his/her office as may be directed by the Board.

#### SECTION 6.

There are four **Section Leaders**, one for each section: Soprano, Alto, Tenor, Bass. Each Section Leader shall be responsible for taking attendance in their respective section, communicating excessive absences to the director, distributing information to members in their respective section as regards attendance and special instructions, and organizing sectional rehearsals as needed.

### **ARTICLE VI - NOMINATION, ELECTION, AND APPOINTMENT OF OFFICERS**

#### SECTION 1.

The term of office for the members of the Executive Board, excluding the Director, is two years, commencing July 1. Executive Board members may succeed themselves in the same office indefinitely.

#### SECTION 2.

The Nominating Committee is appointed by the Full Board two months prior to the election, to prepare a list of one or more candidates for each of the four elected Executive Board positions.

#### SECTION 3.

- a. The Nominating Committee shall announce their list of nominees for President, Vice President, Secretary, and Treasurer by April 1 at a regular meeting of the Choir.
- b. The President shall open the meeting for nominations from the floor.
- c. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to office. Persons present at the meeting shall accept or decline such nominations; persons who are absent will be considered to have declined the nomination unless the Choir can be assured that they have accepted the nomination.
- d. The date and time of the election shall be announced at this same meeting.

#### SECTION 4.

- a. The election is held during the last 2 weeks of April at a Special Meeting held during a regular rehearsal of the Choir.
- b. The election is held no earlier than one week after the presentation of nominees from the Nominating Committee,
- c. At the Election meeting, the President shall call for nominations from the floor. Persons present at the meeting shall accept or decline such nominations; persons who are absent will be considered to have declined the nomination unless the Choir can be assured that the nominee has accepted the nomination.
- d. Election shall be by secret ballot or by acclamation, as the Choir may appropriately decide. Ballots shall be collected and counted by tellers appointed by the President, and the results immediately announced. The results of an election by acclamation shall be immediately announced by the President unless two or more Choir members in good standing object, in which case an election by secret ballot shall ensue as described above. The outgoing President (if indeed he/she is outgoing) shall introduce the new President. The new President shall then assume the role of presiding over the remainder of the meeting and shall introduce the other elected officers.

- e. Section Leaders are elected by their respective sections for one year terms, commencing July 1.

## **ARTICLE VII - APPOINTED POSITIONS**

### SECTION 1.

The Executive Board shall appoint members to hold the following positions: Member-At-Large, Librarian, Outreach/Booking Manager, Marketing Committee Chair, Music Advisory Committee Chair, Staging Committee Chair, Fundraising Committee Chair, Social Committee Chair, and Nominations Committee Chair. The Executive Board may establish other offices as needed to fulfill specific duties, and may appoint members to these offices. Appointments shall be announced at the next regular meeting of the Choir.

### SECTION 2.

The terms of office for appointed positions is two years, commencing on July 1, unless otherwise specified by the Executive Board at the time of appointment. Managers and committee chairs may succeed themselves in successive terms of the same office indefinitely.

## **ARTICLE VIII - MEETINGS**

### SECTION 1.

The Board shall schedule one meeting per month, for those months in which the Choir is in session and once in the summer. Board meetings are announced at a regular rehearsal of the Choir at least one week in advance. Special meeting of the Board may be called by the President at any time, by notifying all members of the Full Board and allowing reasonable time to attend.

### SECTION 2.

A regular quorum for meetings of the Full Board is defined as all those present, when: the meeting is scheduled and the Choir is notified at least one week in advance; there were no changes in the time or location of the meeting since the notice; and at least three of the elected Executive Board members are present.

### SECTION 3.

A quorum for emergency meetings of the Full Board is defined as two-thirds of the Full Board members.

### SECTION 4.

- a. Special Meetings of the Choir are called by the President to conduct elections and other business, such as bylaws approval, on an as-needed basis. A quorum at these Special Meetings of the Choir consists of those members present.
- b. Additional meetings may be called by a petition of at least one-third of the members of the Choir. A quorum at such meetings is two-thirds of the members of the Choir.

### SECTION 5.

- a. Every member of the Choir on the current roster shall be entitled to one vote in any regular meeting of the Choir.

- b. Every member of the Full Board in good standing shall be entitled to one vote in any regular meeting of the Board.
- c. Absent members shall not be entitled to vote by proxy.
- d. All matters shall be decided by a simple majority vote, except as otherwise required by the By-Laws or by statute.

## **ARTICLE IX - MEMBER OBLIGATIONS**

### SECTION 1.

Members shall make a donation twice a year at the beginning of each concert season. There shall be various levels of membership with amounts, designations and associated recognition determined by the Board. In the case of financial hardship, the membership donation may be waived by the Board under the recommendation of the Treasurer, Librarian, or other interested member. Donations shall be non-refundable.

### SECTION 2.

Members shall acquire appropriate dress for performances. Appropriate dress shall be as designated by the Staging Committee, in consultation with the Board and the Director. Items shall be made available by an appointee of the Board, for purchase or rental by members of the choir.

### SECTION 3.

Music deposits are separate from member donations. The Board, upon the recommendation of the Librarian, sets the amount of the music deposit. The music deposit is refundable upon resignation or dismissal. In the case of financial hardship, the music deposit may be waived by the Board under the recommendation of the Librarian or other interested member.

## **ARTICLE X - GENERAL RULES AND REGULATIONS**

### SECTION 1.

Attendance at rehearsals is required. The Director may ask any member to "sit out" from a concert for excessive absences or for absence from the dress rehearsal for that concert. Such decisions may be appealed to the Board.

### SECTION 2.

Any given member's participation in performances is at the discretion of the Director.

### SECTION 3.

- a. All music not purchased by the individual is the property of the Choir.
- b. Each member is responsible for the music assigned to him/her and is expected to keep it in good condition.
- c. A monetary deposit is required for the issuance of music to an individual. Lost or damaged music shall become the financial responsibility of the individual.

### SECTION 4.

In the event the Sunnyvale Singers should disband, all property thereof shall be sold and the proceeds of the sale, together with any funds on hand, shall be contributed to one or more

charitable organization(s) to be selected by the membership at a regular meeting, or by the Board if regular meetings of the membership have ceased.

## **ARTICLE XI - THE DIRECTOR, ASSISTANT DIRECTOR AND THE ACCOMPANIST**

### **SECTION 1.**

The position of Director shall be filled by a competent music director or conductor who shall be selected and hired by the Board. A Search Committee may be formed to assist in the selection process. The search process should include a survey of how members view the program and music and the Sunnyvale Singers, as well as the type and scope of music that we sing. This information can then be used to find candidates that match the group's philosophy.

### **SECTION 2.**

The position of Assistant Director is an as-needed position, shall be filled by a competent singer, and shall be hired by the Board upon the recommendation of the Director.

### **SECTION 3.**

The position of Accompanist shall be filled by a competent pianist who shall be selected and hired by the Board upon the recommendation of the Director.

### **SECTION 4.**

If the Director, Assistant Director and Accompanist are not fulfilling the responsibilities of their position, they should be given a written summary of their deficiencies and be given 90 days to correct any problems. The Executive Board should evaluate their progress and meet with them on a monthly basis to discuss these issues. If their performance remains deficient, they may be terminated by a majority vote of the Board, with two weeks' notice.

### **SECTION 5.**

The Director, Assistant Director and Accompanist are consultants to the Sunnyvale Singers, and are paid as independent contractors via 1099.

## **ARTICLE XII - METHOD OF AMENDING BY-LAWS**

These By-Laws may be amended by a two-thirds vote of all members present at any regular meeting, following the meeting at which the amendments are presented.

## **ARTICLE XIII - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern the Sunnyvale Singers in all cases in which they are applicable and in which they are not in conflict with these bylaws, the articles of incorporation and the California Nonprofit Corporation Law.

## **BYLAWS OF SUNNYVALE SINGERS**

### **ADOPTED:**

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Secretary

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Date of Adoption

## STANDING RULES

1. Committees and Managers
  - a. The Sunnyvale Singers standing committees (those functioning all year) and managers are Marketing Committee, Music Advisory Committee, Staging Committee, Fundraising Committee, Social Committee, Librarian, Booking/Outreach Manager and Member-at-Large.
  - b. The Marketing Committee shall be in charge of ticketing, the concert program, publicity, and the website. The Marketing Committee shall be overseen by a Marketing Committee Chair.
  - c. The Music Advisory Committee shall assist in the selection of music for the biennial concerts. Final decisions on music choice resides with the Director. The Music Advisory Committee shall be overseen by a Music Advisory Chair.
  - d. The Staging Committee shall be responsible for stage decorations, bleachers, microphones and costumes. The Staging Committee shall be overseen by a Staging Committee Chair.
  - e. The Fundraising Committee shall be responsible for various fundraising activities throughout the year. The Fundraising Committee should present a fundraising activity plan to the Board at the beginning of year (October) for approval. The Fundraising Committee shall be overseen by a Fundraising Committee Chair.
  - f. The Social Committee shall be responsible for organizing the post-concert and end-of-season parties. The Social Committee shall be overseen by a Social Committee Chair.
  - g. The duties of the Outreach/ Booking Manager shall include contacting prospective clients and arranging non-public concerts, for a fee or not, as directed by the Board.
  - h. The Member-At-Large acts as a representative for the general membership of the Choir. He/she should communicate the members' issues, needs and interests to the Board, focus on how policies and procedures proposed by the Board will affect the members and express concerns; create and maintain a roster of active members, perform other duties assigned by the Board.
  - i. The duties of the Librarian shall include:
    - i. storing, maintaining, and distributing music
    - ii. collecting music deposits from members and accounting for those deposits to the Treasurer
    - iii. keeping track of music in the possession of members.
    - iv. periodically inspecting the music storage cabinets in the rented storage space to ensure the health, safety, and soundness of the music stock.
    - v. managing library volunteers.
2. The Assets of the Sunnyvale Singers are:
  - a. Music
  - b. Filing cabinets
  - c. Women's performance dress
  - d. Keyboard
  - e. Sound system
  - f. Podium/music stand