

ARTICLE 1: Introduction

The name of this organization shall be "The Columbia Chorale, Tri-Cities," hereinafter referred to as "the Chorale."

ARTICLE 2: Purpose of the Chorale

The Chorale is a rehearsal and performance group dedicated to exploring choral music of all varieties and styles and to improving the fellowship and musical abilities of its members.

The purposes of the Chorale are as follows:

1. To improve the musicianship of all members.
2. To create a place in which qualified members of the community may expand their vocal musical talents.
3. To offer musical enrichment to the community.

As members, we will hold each other up to our accepted high standards of promptness, preparation, and participation. Attendance standards will be maintained as a duty to one another. These standards are discussed further in Article 3.

ARTICLE 3: Membership and Member Responsibilities

Section 3.1: Membership

Membership shall be open to all people (minimum 16 years of age and of mature voice) in the larger community, contingent upon the following:

1. Conduct at rehearsals shall be mature and business-like. Members shall give full attention to the Director. Private conversations shall be kept to the minimum and any private issues shall be taken to the Section Representative, the Director, or the President.
2. Absences shall be reported in advance, whenever possible, to the person's Section Representative.
3. Consistent and effective effort will be made to note and observe the Director's interpretation of music.
4. Consistent and effective effort will be made to learn new music expeditiously.
5. Involvement in the financial upkeep and maintenance of the choir through the contribution of semi-annual donations or participating at other times when assistance is required, as determined

by the Director or the Executive Board.

Section 3.2: Member Responsibilities

Prompt and regular attendance of rehearsals and performances is expected. Four absences in a concert cycle (defined as the starting date of either the spring or fall session up to the date of that session's concert) will result in a review by the Director and the Executive Board as to the member's eligibility to participate in the forthcoming concert. The inability to participate in a concert shall preclude participation in preparation rehearsals for that concert. Section Representatives will report to the Director when a member has reached that limit.

The more broadly the workload is shared, the more fulfillments each can gain through the collective effort of the group. Members shall inform the Chorale Officers right away of any specific skills and interest that they might be willing to share with the Chorale.

ARTICLE 4: Executive Board Officers

Section 4.1: Elected Officers

The Chorale shall have the following elected Officers:

President

Vice-President

Secretary

Treasurer

Position descriptions for Officers are included in Article 7.

Section 4.2: Appointed Officers

Executive Board Membership includes additional appointments as necessary to fulfill the purpose of the Chorale. Following is a representative list of appointees:

Librarian(s) _____ Historian

Technology Manager _____ Publicity Manager

Hospitality Manager _____

Section Representatives - (One person from each of the Soprano, Alto, Tenor, and Bass Sections)

Position descriptions for appointees are included in the Policies and Supporting Procedures (PSP) for the Columbia Chorale, Tri-Cities, Washington.

ARTICLE 5: The Executive Board

- 5.1 The Executive Board membership shall consist of both the elected and appointed officers. The Executive Board shall handle the regular business of the Chorale, including the selection of a Director. In addition, the Executive Board shall, in conjunction with the Director, promulgate the rehearsal schedule and concert dates. Regular meetings of the Executive Board shall be held at least quarterly, and more frequently as determined by the President to effectively conduct the business of the Chorale in a timely manner.
- 5.2 All Executive Board Officers shall be held accountable by the Executive Board, and by the members of the Chorale, for timely and proper performance of their duties. Officers and appointees not performing to the satisfaction of the Executive Board can be removed and replaced by a majority vote of the Executive Board.
- 5.3 A quorum for the board shall comprise a simple majority of the Executive Board officers.

For Chorale Membership meetings, generally scheduled within two weeks of the Spring concert, a quorum of the general membership shall be no less than a majority. If a quorum cannot be reached, the meeting is not considered to be official; the meeting must be rescheduled. Voting may also proceed using 1) a combination of meeting attendance and electronic media, or 2) electronic media alone to establish a quorum tally of voters. Membership is defined as those people who rehearsed and performed in the last concert, and whose dues are paid, or have been waived by the Treasurer and President of the Executive Board.

Meetings of the Executive Board shall be open to all members of the Chorale. Members shall have a voice but not a vote. Notice of special meetings of the Executive Board or the membership shall be given to all members at least one week prior to the date of the meeting. The Secretary shall send out the minutes of the previous meeting prior to the new meeting. Prior to the meeting, Executive Board members and general members may submit issues to the President to be addressed on the agenda.

Meetings of the Executive Board and the membership shall be conducted in accordance with Robert's Rules of Order, or other mutually acceptable procedures.

ARTICLE 6: Elections

Elections shall be held at a General Membership meeting. Nominations shall be submitted to the Executive Board by the members of the Chorale no less than a week prior to elections. Candidates may nominate themselves. Nominations will be accepted from the floor during the General Membership meeting.

Elections shall be by written ballot, or by voice vote at the discretion of the President. All members in good standing may vote for Officers. The President may direct special elections as necessary.

The terms of all elected Officers shall be no more than two years. However, incumbents may be reelected if there are no other candidates. The President and Secretary shall be elected in odd numbered years (e.g., 2011, 2013, 2015, etc.). The Vice-President and Treasurer shall be elected in even numbered years (e.g., 2010, 2012, 2014, etc.).

The positions of Librarian, Technology Manager, Hospitality Manager, Historian, Publicity Manager, and Section Leads are appointed by the President and are "for life" appointments. These Officers have the option of stepping down at the end of each session.

Transition of one Officer to the next shall be done formally at the end of the fiscal year. Accounts of all monies, obligations, and prospects shall be communicated from the outgoing to the incoming officer at the end of the fiscal year. Outgoing Officers may be asked to serve in an advisory capacity until the transition is complete.

ARTICLE 7: Duties of Elected Officers

All Officers and Section Representatives shall maintain good working copies of all documents associated with their position. These documents shall be handed over at the time of transition

Section 7.1: President

The President shall perform the following duties:

1. Preside at all meetings of the Executive Board and at General Membership meetings.
2. Appoint Librarian(s), Technology Manager, Hospitality Manager, Historian, Publicity Manager, Section Representatives, and other positions per Executive Board direction.
3. Make recommendations to the Executive Board concerning interim appointments.
4. Sign checks in lieu of the Treasurer, as needed.
5. With the Treasurer, set the recommended Member Donation amount for each session.
6. Ad hoc committees and committee representatives may be appointed by the President as needed.
7. Serve as an *ex officio* member of all committees.
8. Call special meetings, when necessary.
9. Develop meeting agendas.
10. Communicate on behalf of the Chorale with a new Director or a new prospective Director.
11. Serve as a tie breaker in the case of an evenly divided Executive Board.

Section 7.2: Vice President

The Vice President shall perform the following duties:

1. Perform the duties of an absent President and any other duties as assigned by the President.
2. Assist the Treasurer with information reporting to regulatory agencies. Aid the Treasurer in filing the taxes and Non-Profit Status for the Chorale.
3. Maintain a contact list with other performing groups in the Tri-Cities to coordinate the use of any common property held between such groups.

Section 7.3: Secretary

The Secretary shall perform the following duties:

1. Record the minutes of all meetings of the Executive Board and General Membership meetings and report them to the members.
2. Assist as required in the preparation of correspondence for the Chorale.
3. Arrange for development and printing of concert programs.

Section 7.4: Treasurer

The Treasurer shall perform the following duties:

1. With the President, set the recommended Member Donation amount for each session.
2. Collect donations from members at the beginning of each concert semester.
3. Keep account of all Chorale funds.
4. File the taxes for the Chorale every year by November 15.
5. File the Chorale's non-profit status forms with the Secretary of State every September, and Articles of Amendment in accordance with Article 2 of Chapter 23.95 of the RCW.
6. Maintain the Chorale account separately from all others, personal or corporate.
7. At each General and Executive Board meeting, but not more frequently than monthly, provide a written report to the membership which includes all accounts payable, receivable, and a current balance.
8. Disburse funds as required.

ARTICLES 8 and 9 (Not Used)

ARTICLE 10: Fiscal Year and Donations

Section 10.1: Definition of the Fiscal Year

The fiscal year shall begin on July 1 and end on June 30 of the following year.

Section 10.2: Donations

Columbia Chorale is a nonprofit organization that maintains operations based on donations supplied by members. It is the duty of the Treasurer and the Executive Board President to set the recommended donation amount for members at the start of each session. The Executive Board may approve or change such recommendations. Special consideration is to be given to members requiring financial assistance of Membership Dues who still wish to contribute musically.

Donations collected at concerts are a free will donation and are to be spent on the expenses incurred by the Chorale.

Section 10.3: Non-Profit Status and Taxes

Non-profit status must be renewed with the Secretary of the State annually as required by the State of Washington.

The Internal Revenue Service Information Return must be filed annually as required by federal law.

ARTICLE 11: Amendments

The amendment of By-Laws shall be initiated, as required, by the Executive Board who shall develop the Resolution of Proposed Amendment (RPA) to be approved by the Chorale Membership. The RPA is required to include a summary of the By-Law changes to be adopted by passage of the Resolution, and given to each Executive Board member one month in advance of an Executive Board Meeting held to vote to approve the RPA. The RPA shall be adopted by receiving at least two-thirds of the votes of the Executive Board in favor of the RPA.

The Board approved RPA, including a summary of the By-Law changes, shall subsequently be issued to the Chorale Membership one month in advance of a general membership meeting for approval. The RPA shall require two-thirds of the then current Membership to vote in favor of the RPA. When so approved, the Executive Committee shall submit an Articles of Amendment per Revised Code of Washington, Chapter 24.03.

Amendment Summary Descriptions follow:

Section 11.1: Amendment 1

In the event that the Chorale should find it necessary to dissolve for any reason, the Executive Officers of the Chorale will turn over all treasury funds and music library to the Columbia Basin College Music Department.

Section 11.2: Amendment 2

To advance choral music within the Tri Cities Community at large, the Chorale adopts the Columbia Basin Youth Honors Chorus (hereinafter referred to as the Youth Chorus) as associate members under the following conditions:

1. The Youth Chorus Director or designated Youth Chorus Representative shall sit as a voting member on the Chorale Executive Board.
2. Each member of the Youth Chorus (excluding the Director and Accompanist) shall pay semi-annual donations to the Chorale. (Not to exceed \$10 dollars per year).
3. The Youth Chorus shall act independently of the Chorale rehearsal schedule and concert cycle but will not exclude the opportunity to share concert dates with Columbia Chorale upon mutual agreement.
4. The Chorale shall do all accounting, with Youth Chorus records kept separately, for the purpose of any necessary accounting. All funds will be placed in the General Fund of the Chorale.
5. The Chorale Treasurer shall administer funds from membership donations and performances.
6. Fund disbursement on behalf of the Youth Chorus shall be voted on and administered by the Chorale Executive Board.
7. Music purchased by the Chorale on behalf of the Youth Chorus shall be inventoried by the Chorale and kept as part of the Youth Chorus library. The Youth Chorus shall be responsible for maintaining its own library and inventory. Loss of material shall be duly noted by Youth Chorus to the Chorale at the end of each performance cycle.
8. All active Youth Chorus members in good standing (as determined by the Youth Chorus Director) shall assist the Chorale in publicity and public notification of a concert, up to and including ticket sales. In addition, the Chorale will assist in publicity and public notification of Youth Chorus performances, up to and including ticket sales.
9. In the event the Youth Chorus is dissolved, all funds and material become the property of the Chorale and shall fall under the policy established in *Amendment 1* of these bylaws. Following disbandment of the Youth Chorus, the Chorale may (upon majority vote of the Chorale general

membership) offer the music within the library to a choral group for a mutually agreed upon donation to the Chorale. (Adopted 10/05/ 1999)

Section 11.3: Amendment 3

In an effort to predict, control costs, and ensure the timely arrival of new music for each concert cycle, Directors for both the Chorale and the Youth Chorus shall submit a budget request to the Chorale Executive Board. Said request shall be submitted at least 30 days prior to the next concert cycle (i.e., December for the spring session, and August for the fall session). Budget requests must be passed by a simple majority of the Executive Board. The Chorale and the Youth Chorus funds will continue to be administered by the Chorale Treasurer. This amendment does not change, amend, or alter *Amendment 2* but only clarifies the need for more fiscal responsibility. (Adopted 10/07/2000)

Section 11.4: Amendment 4

Repeal of Amendment 2: This dictates the severing of the relationship between the Chorale and the Youth Chorus and the returning all monies held by the Chorale on behalf of the Youth Chorus to the leadership of The Youth Chorus. (Adopted 12/2001)

Section 11.5: Amendment 5

The Librarian of the Chorale shall be appointed by the President to serve with the Executive Board as a voting member. Appointment of the Librarian will renew yearly. The Librarian will keep an inventory of all music belonging to the Chorale and will apprise the board of the condition of all music and costs of new music purchases. The Librarian will assist the Director, as requested. (Adopted 12/2001)

Section 11.6: Amendment 6

The President will continue on the Chorale board as a voting advisor until the end of the next regular session. This requires the President to continue until the general membership meeting following the fall concert. (Adopted 12/2001)

Section 11.7: Amendment 7

In the event that Officer of the Chorale is unable to fulfill their term of office, the following procedures will govern the transition from one officer to the next:

1. For the Vice-President, Secretary, and Treasurer, a general election shall be held as soon as possible to elect a new Officer to finish the unexpired term. If the remaining term is less than one year, the new Officer may run for reelection of a full term. If more than one year remains, the new Officer will fall under the guidelines of Article 6: Elections, paragraph 6.

2. For the President, immediately following the resignation of the President, the Vice-President will assume the responsibilities of the President until the next available general membership meeting can be called. A special election will be announced with one week notice to the membership to elect the new President, and fill any seats that remain empty following that election (e.g., if the Vice-President were elected President for the remaining term, a Vice-President would also be elected at the same election. If a new member were elected President, the Vice-President would return to finish that term of office).
3. If the remaining term of President and/or Vice-President is less than one year, the new Officer(s) may run for reelection of a full term. If more than one year remains, the new Officer(s) will fall under the guidelines of Article 6: Elections, paragraph 6.
4. If both the President and Vice-President positions are unfilled, or both have missed four sequential regular rehearsals, then at the end of the fourth rehearsal an emergency general business meeting is authorized, if a majority of active members are present. They may immediately elect a new President and/or Vice-President to replace the absent officer(s) to fill out the remainder of their term (Adopted 04/2003).

Section 11.8: Amendment 8

In the event that donations must be altered for rising costs or other considerations, the Executive Board will present the proposed donations increase to the general membership for information, discussion, and approval. If approved by a general membership majority, new donations will go into effect at the next concert session, or a mutually agreed upon date. Donations shall never be increased without approval from the general membership (Adopted 04/2003).

Section 11.9: Amendment 9

Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code (Adopted 04/2012).

Section 11.10: Amendment 10

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said jurisdiction shall determine, which are organized and operated exclusively for such purposes (Adopted 04/2012).

Section 11.11: Amendment 11

The Executive Board Membership is defined as required Officers per RCW 25.03 plus other Appointed Executive Board Membership Positions. The responsibilities of Officers are retained in the By-Laws. Responsibilities of Appointed Members are moved to “Policies and Supporting Procedures for the Columbia Chorale, Tri-Cities, Washington”. The frequency of Executive Board Meetings is clarified in Article 5. The development and approval of By-Law Amendments are clarified and aligned to the RCW.