

# **Constitution and ByLaws**

## **Article I**

### **Organization-Mission-Objectives**

#### **Section 1. Organization**

This organization is the Carolina Master Chorale (the Chorale), a performing arts organization, which operates in Myrtle Beach, SC, and is subject to the laws of Horry County, SC. This operation conforms to the guidelines of a nonprofit corporation whose purposes are exclusively religious, charitable, literary and educational within the meaning of section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding sections of any future United States Internal Revenue law.

This organization also is the parent organization of the Carolina Youth Chorale (Youth Chorale)

#### **Section 2. Mission**

The mission of the Chorale is to promote the choral art, present exceptional performances of choral music, enhance arts education, and enrich the cultural lives of our members, audiences, and the Coastal Carolina Community.

#### **Section 3. Objectives**

The objectives of the Chorale are to maintain an organization comprised of persons who have musical abilities and are interested in accomplishing the following through this organization:

- a. Developing and promoting the appreciation of sacred and secular choral music through the preparation and presentation of public concerts and benefit performances.
- b. Developing and promoting choral singing education and training of its membership to provide continual improvement of choral sound.
- c. Providing informational and educational opportunities for the community to better appreciate and understand the purpose and concert presentations of the Chorale.
- d. Developing and encouraging the support of educational opportunities for worthy students which shall include financial scholarships as funds are available.

## **Article II**

### **Membership**

#### **Section 1. Active Membership**

Active membership in the choral consists of persons, high school seniors and older, who display an ability to participate in the chorale programs developed by the Music Director/Conductor for presentation in public concert.

Membership of the Youth Chorale is comprised of local high school students, as determined by the Youth Music Director.

## **Section 2. Friends of the Chorale**

The Friends of the Chorale shall include persons who display an interest in the economic development and continued growth of the Chorale but who do not wish to become Active Members. Their activities may include, but not be limited to, conducting fund raising campaigns, providing monetary support on various levels of giving, providing leads to sources of funding.

## **Section 3. Emeritus Guild**

Membership in the Carolina Master Chorale Emeritus Guild is awarded to retiring singers, their spouse or significant other, and community volunteers. Singers must have completed 5 seasons as a singer with the CMC. Community volunteers must have completed 3 years service with the CMC. The dues for Emeritus Guild members shall be determined annually by the Board of Directors. All membership dues go directly into the Carolina Master Chorale Endowment Fund administered by the Waccamaw Community Foundation. Provisions regulating matters of fee payment, arrears, and membership termination shall be determined by the Board of Directors.

## **Article III**

### **Board of Directors**

#### **Section 1. Board Members**

- a. The Chorale Board of Directors shall consist of nine (9) persons elected by a majority of active members at the annual meeting. Also, there are ex-officio and pro-tem members as designated in Article III, Section 3. Additionally there may be four (4) non-singing board members from the community at large with voting privileges.
- b. The officers of the Board of Directors shall be President, Vice-President, Secretary, Treasurer. At the first Board of Directors meeting of the new concert season, beginning July 1 and ending the following June 30, the Board shall elect these officers from its membership, and the newly elected officers shall take their seat immediately upon election.

#### **Section 2. Terms of Office**

- a. The term of office for a member of the Board of Directors shall be for a period of three (3) years. Each year three persons are to be elected or reelected, to fill the slots that expire that year.
- b. A member who has served two full three year terms in office shall not be eligible for reelection in the year the second term expires. That person will be eligible for reelection after a one year period off the Board.
- c. In the event of the incapacity, resignation, or death of a Board member, the Board shall select another Chorale member to serve the unexpired term.
- d. Anyone who has been elected or appointed to fill a vacancy in an unexpired term of less than three years shall be eligible for reelection to two (2) full three year terms.
- e. A Board member is subject to removal from office by the Board if absent from two consecutive Board meetings or three regular Board meetings in six months, or for nonperformance of appointed duties. The Board may consider extenuating circumstances in these situations. A majority vote of the Board members is sufficient for removal. A successor may thereafter be elected by the Board for the remainder of the term.

#### **Section 3. Pro-Tem and Ex-Officio Members**

In addition to the elected or appointed members of the Board of Directors, there are certain pro-tem and ex-officio members. The immediate Past President is a pro-tem member for one year with voting privilege. The Artistic Director, Music Director/Conductor, the Administrative Consultant, a Member Emeritus, and the chairman of the CMC Associates are ex-officio members without voting privilege. The Member Emeritus must be an active member of the CMC for at least ten years prior serving as Member Emeritus. All ex-officio members will serve for an undetermined term and will be appointed (and/or removed) a majority vote of the Board of Directors.

## **Section 4. Meetings**

- a. Robert's Rules of Order, as revised, shall govern all meetings, deliberations, and procedures of the meetings of the CMC
- b. The Board shall ordinarily meet once a month throughout the year and at such other times it deems necessary. It may suspend scheduled meetings when no business of importance is proposed.
- c. Situations may arise that require prompt action by the Board of Directors and must be acted upon before the next scheduled meeting. Voting by electronic means shall be permissible. Member must state yea, nay or abstain and sign off with his/her full name.
- d. Voting of Board members is accomplished by a vote of yea, nay or abstain. An abstaining vote shall be considered as a neutral position and have no bearing on the final outcome. If the number of abstains exceeds those of yea or nay, then no action is to be taken. A vote is official only when a majority of Board members is voting.

The Board shall meet formally at least once a year with the general membership of the Society. Any twenty (20) members of the Chorale may petition the Board to call a special membership meeting for the purpose of stating membership concerns and petitions. The Board shall have the power to exercise the mandates of a two-thirds vote of the membership and shall ensure that appropriate action is taken.

## **Section 5. Board Duties**

- a. The Board of Directors shall act in accordance with these By-Laws to provide members with appropriate opportunities to participate in the programs of the Chorale.
- b. All activities of the Chorale shall be approved by the Board of Directors to ensure that they are identified as CMC activities and are in accordance with the stated objectives.
- c. The Board of Directors shall provide specific directions for appropriate membership participation. These directions include, but are not limited to:
  1. All active members are urged to support guidelines as established by the Board of Directors which shall include proper use and safeguarding of music/property of the Chorale, regular attendance at rehearsals, and appropriate respect for the Music Director/Conductor during rehearsals and concert presentations.
  2. The determination for concert attire for all members of the Chorale.
- d. The Board shall hold an annual Workshop at a time and place determined by the Board. The Workshop provides the opportunity to receive from the Music Director the proposed programming with supporting detailed budget for the next concert season, review and update a Five-Year Plan, revising where necessary the Chorale's Mission Statement, Vision Statement, Goals, strategies for achieving goals and other planning necessary for the next concert season. In addition, the Board will receive from the Executive Director the first draft of the budget for the coming season.

## **Section 6. Duties of Officer.**

- a. **President:** Directs the affairs of the Chorale as its Administrative Officer. The duties include overseeing the preparation of the Annual Budget, appointing, with the approval of the Board, all committees (with the exception of the Nominating Committee) that are necessary to carry out the objectives of the organization; serving as chairman of all Board of Directors meetings and General membership meetings; performing all other duties and responsibilities attributed to the office of President. The President shall be an ex-officio member of all committees
- b. **Vice-President:** Assists the president in the performance of duties and, in the absence of the President, shall act for the President.
- c. **Secretary:** Is responsible for maintaining all records of the meetings of the Chorale and the Board of Directors. This includes preparation of formal reports for posting of meetings in accordance with the procedures set forth by these ByLaws and providing copies of recorded minutes to all officers of the Board and to the General Membership, when appropriate. Further, the secretary is to ensure the maintenance of a current membership roll.
- d. **Assistant Secretary:** May be appointed by the Board when deemed necessary and appropriate. Shall meet with the Board as directed but without power to vote. This service may be performed by a volunteer who may or may not be a member of the Chorale

e. Treasurer, in conjunction with the Executive Director, is responsible for carrying out all fiscal policies and procedures adopted by the Board of Directors and the General Membership. Shall be responsible for providing data necessary for budget preparation; assisting in the preparation of grant applications; disbursement of monies; depositing of funds received; ensuring the preparation of official reports required by funding grantors and all corporate tax reports. Shall ensure timely monthly reports to the Board of Directors and year end reports to the Board of Directors and the General Membership. Shall ensure timely special reports as appropriate.

f. Assistant to the Treasurer: May be appointed by the Board to perform tasks of assistance related to bookkeeping and accounting record keeping. Shall meet with the Board as directed but without power to vote. This service may be provided by a volunteer who may or may not be a member of the Chorale.

## **Article IV Professional Staff**

### **Section 1. Music Director/Conductor**

#### **a. Music Director/Conductor**

The Music Director/Conductor is to advise the Board of Directors regarding planning of programs for concerts, including the Youth Chorale, selection of accompanists, soloists, orchestras. Shall be responsible for rehearsals and performances, auditions for the selection and retention of members, and for designation of scores to be used by the Chorale. The Music Director/Conductor will be an independent contractor receiving direction from the Board of Directors. All action requiring expenditure of funds must be supported by the appropriate item in the annual budget. Any proposed expenditures that are not covered in the annual budget must have individual action by the Board of Directors prior to any action to use funds of the Chorale. Music Director/Conductor works closely with the Librarian(s) to ensure that music is available at the first rehearsal of a concert rehearsal schedule.

#### **b. Associate Conductor.**

1. Assist as requested by the Music Director in necessary aspects of rehearsal and concert logistics and operations.
2. Lead sectional rehearsals at the direction of the Music Director.
3. Lead full rehearsals in the absence of the Music Director
4. Rehearse and conduct concert repertoire by mutual agreement with the Music Director.
5. When necessary conduct full performances at civic functions in the absence of the Music Director.
6. Respond to the Board of Directors when necessary and as directed.

### **Section 2. Accompanist**

The Chorale Accompanist shall be recommended by the Music Director/Conductor and approved by the Board of Directors. The responsibilities of this position include accompaniment for the Chorale at regular rehearsals and for scheduled concerts. Duties for special rehearsals and performances will be determined by the Music Director/Conductor.

### **Section 3. Executive Director.**

The Executive Director will work under the supervision of the Board of Directors and will be responsible for generating funds for the Carolina Master Chorale on a consistent and permanent basis through the procurement of grants, the coordination of fund raising projects, and other activities approved by the Board of Directors, which are designed to enable the Chorale to raise artistic and cultural awareness in the community. The Executive Director will be responsible for presenting a first budget draft to the Board at the annual workshop. The Executive Director will coordinate the functions of the Chorale office, provide administrative support to the Board of Directors and Music Director/Conductor

and assist with special projects and other duties as prescribed by the Board. The Executive Director will be an independent contractor receiving direction from the President of the Board of Directors. All actions requiring expenditure of funds must be supported by the appropriate item in the budget. Any proposed expenditures that are not covered in the budget must have approval by the Board of Directors prior to any action to use funds of the Chorale.

## **Article V**

### **Voting-Elections-Pledges-Annual Meeting**

#### **Section 1. Voting Status**

Each active member in good standing shall be entitled to one vote on matters within the rights of action of the membership.

#### **Section 2. Elections**

All elections and voting shall be decided by a majority vote of those in attendance unless otherwise set forth by these ByLaws.

#### **Section 3. Member Pledges**

All active members are asked to make a personally significant contribution to support the mission of the Chorale.

#### **Section 4. Annual Meeting.**

The annual meeting shall be held in the spring of the concert year at a time and place approved by the Board of Directors. Other meetings may be held during the year. The membership shall be duly notified of the time and place of the meeting.

#### **Section 5. Announcement of Meetings.**

Announcement of General Membership meetings will be made at least 14 days prior to the date of the meeting.

#### **Section 6. Quorum**

A quorum shall consist of the number of active members present at the annual or other membership meetings.

#### **Section 7. Nominating Committee**

The Board of Directors shall appoint a Nominating Committee of five members in good standing at least 30 days prior to the annual meeting. This Committee shall be advised as to positions to be filled and shall submit its slate of candidates to the active membership at least one week prior to the annual meeting. Additional nominations may be made from the floor by members of the CMC.

## **Article VI**

### **Amendments to the ByLaws.**

- a. The Bylaws of the CMC shall be governed by amendments adopted by a called meeting of the active membership.
- b. Proposals for amendments to the Bylaws shall be presented to the Board of Directors in writing for appropriate study. The Board of Directors shall determine the content and present Bylaw amendments to the general membership for voting.
- c. Proposed amendments shall be presented in writing to the membership fourteen (14) days prior to the vote on the amendment.

- d. An amendment to the Bylaws, to be properly ratified, requires a two-thirds vote of the active members present at the meeting.

## **Article VII Revocation**

The charter of the Chorale may be revoked by action of the State of South Carolina and by a vote of the membership to request revocation.

## **Article VIII Dissolution**

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted by 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.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations, designated by the CMC Board, which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose

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|----------|--------------|----------|--|
| Revised: | Spring 1992  | Revised: | February 2010 (add Emeritus Guild)       |
|          | April 1996   |          | April 2014                               |
|          | April 1999   |          | January 2015 (revised mission statement) |
|          | October 2002 |          |  |
|          | May 2007     |          |  |
|          | October 2008 |          |  |
|          | October 2009 |          |  |