

**BYLAWS OF THE
MINOT CHAMBER CHORALE ASSOCIATION, INC.**

Adopted November 28, 1973
Revised September 10, 1988
Revised September 9, 1989
Revised July 10, 2002
Revised October 11, 2011

ARTICLE I. NAME

The name of this organization shall be the Minot Chamber Chorale Association, Inc., a civic, non-profit organization, duly incorporated under the laws of the State of North Dakota.

ARTICLE II. PURPOSE

The Minot Chamber Chorale Association has as its sole purpose the fostering and perpetuation of the Minot Chamber Chorale, a community choir. This is to be carried out by promoting the recruitment of musicians, performers, and listeners, and by promoting fine quality choral presentations in rural communities in North Dakota, while providing a more mature dimension to the existing choral groups in the Minot community. It is also carried out through insuring the financial soundness of the Chorale through careful budgeting of present needs and careful financial planning for the future. The monies raised are to be carefully conserved and diverted to no use but direct and indirect financial support of the Chorale.

ARTICLE III. MEMBERSHIP

All performers in the Minot Chamber Chorale shall be required to become members of the Association, either by paying the annual membership fee as established by the Board of Directors, or by selling one or more sponsorships for the Association. Each membership shall entitle the member to one vote.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition

The management and control of the affairs of the Association shall be vested in an elected and appointed Board of Directors, which shall consist of the following:

- Three (3) Directors appointed from among the Minot area music community;
- Six (6) Directors elected from the Association membership, and;
- Three (3) appointed Directors; namely, the Conductor of the Chorale, the Treasurer, and the Chair of the Membership Committee.

Section 2. Election of Directors

- (a) The elected positions on the Board of Directors shall be elected from a slate prepared by the Nomination and Election Committee, which will recommend at least two (2) nominees at the Annual Meeting. Nominations may also be made from the floor at the meeting.
- (b) The election shall take place at the Annual Meeting by a vote of the members of the Association in good standing at that time.
- (c) Each Director shall be elected for a term of three (3) years, one-third of the Directors to be elected annually. The newly elected Directors shall assume their duties on July 1.

Section 3. Appointment of Directors

- (a) The Minot area music community positions on the Board of Directors shall be appointed by majority vote of the Board, upon recommendation of the Nomination and Election Committee, at the Board's April meeting. Each Director shall be appointed for a term of three (3) years, one-third of the Directors to be appointed annually. The newly appointed Directors shall assume their duties on July 1.
- (b) The Conductor of the Chorale shall be appointed and dismissed by majority vote of the Board, and shall be considered a continuing member of the Board for the time that he/she holds that position.
- (c) The Treasurer shall be appointed and dismissed by majority vote of the Board, and shall be considered a continuing member of the Board for the time that he/she holds that position.
- (d) The Chair of the Membership Committee shall be appointed and dismissed by majority vote of the Board, and shall be considered a continuing member of the Board for the time that he/she holds that position.

Section 4. Responsibility

It shall be the responsibility of the Board of Directors to determine policy and secure the services of such persons as may be needed by the Association.

Section 5. Board Meetings and Procedure

- (a) The Board of Directors shall have at least four (4) meetings each fiscal year. The Annual Meeting shall be held after the conclusion of the concert season.
- (b) One-half (1/2) of the membership of the Board shall constitute a quorum.
- (c) The failure of a Director to attend three (3) consecutive Board meetings, unless excused, shall constitute resignation from the Board.
- (d) The fiscal year of the Minot Chamber Chorale Association, Inc. shall be the twelve (12) month period beginning July 1 and ending on June 30.

ARTICLE V. OFFICERS

Section 1. Officers

The officers of this organization shall be: President, Vice-President, Recording Secretary, and Treasurer.

Section 2. Responsibilities

- (a) The President shall preside at all meetings, shall be an ex-officio member of all committees, shall appoint the chairs of all committees and the Board representative to the Minot Area Council of the Arts, shall serve as chair of the Executive Committee, shall see that all new Board members are properly oriented, and, working with the Treasurer, shall present an annual proposed budget to the Board for approval no later than July. The President shall present an annual report to the Board, and to the Association membership at the Annual Meeting, reviewing the activities of the Chorale and making such forecast for the season approaching as seems reasonable. The President shall be responsible for ensuring that grant proposals, requests for payment of awarded grant monies, and reports on grant activities are submitted by required deadlines. The President shall appoint or select an audit team to audit the Association's financial records on a biennial basis in fiscal years ending with an even number.
- (b) The Vice-President shall assume all presidential duties in the absence of the President, and shall be responsible for supervising the writing of all grants.
- (c) The Recording Secretary shall keep the minutes of all meetings, shall issue notice of all meetings, shall serve as chair of the Nomination and Election committee, shall issue, collect, and properly dispose of all ballots for the Annual Election of Directors, and shall have charge of and keep all records of the activities of the Board.
- (d) The Treasurer shall be the financial officer of the organization, shall keep the books in accord with sound accounting practices, and shall serve as chair of the Finance and Budget Committee. The Treasurer shall provide a financial report for presentation to the Board and to the membership at the Annual Meeting. The Treasurer shall work with the President to develop an annual budget proposal.

Section 3. Terms

The President, Vice-President, and Recording Secretary shall be elected by the Board at the July meeting. Terms of newly-elected officers shall become effective immediately upon election.

ARTICLE VI. APPOINTED OFFICIALS

Section 1. Conductor of the Chorale

It shall be the responsibility of the Conductor to direct Chorale rehearsals and concerts and to arrange and select the musical program for all Chorale appearances. The Conductor shall set concert and rehearsal dates, recruit personnel, and promote the Chorale throughout the community and region.

Section 2. Chair of the Membership Committee

It shall be the responsibility of the Chair of the Membership Committee to produce, on an annual basis, a list of Association members.

Section 3. Minot Area Council of the Arts Representative

The President shall appoint a member of the Association to serve as the Association's representative to the Minot Area Council of the Arts (MACA). This representative shall attend

the regular MACA meetings, representing the interests of the Association and reporting back to the Association. The President shall appoint the representative in July; the term of the position shall be one year.

Section 4. Renaissance Feast General Manager

The Renaissance Feast General Manager shall be appointed and dismissed by majority vote of the Board, and will continue in that position until dismissal or resignation. The General Manager shall oversee all activities of the Renaissance Feast, except for those handled by the Conductor, including negotiating the contracts with the host hotel and managing ticket sales.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees and Chairs

There shall be Standing Committees, the Chairs of which shall be appointed annually.

Section 2. Delineation of Standing Committees

The Standing Committees shall be:

- (a) **Executive Committee.** The Executive Committee shall consist of the three (3) elected officers, the Treasurer, and the Conductor. The President shall serve as chair. The purpose of this committee shall be to act in the capacity of the Board between Board meetings. All committee actions shall be reported at the next Board meeting.
- (b) **Finance and Budget Committee.** The Treasurer shall serve as chair of this committee. This committee shall be in charge of the financial structure of the organization and shall advise the President in preparing a budget for the ensuing year's operation.
- (c) **Nomination and Election Committee.** This committee shall consist of the Directors elected in the previous election and the Recording Secretary, who shall serve as chair of the committee. This committee shall prepare a slate of no fewer than two (2) elected Director nominees for the Annual Meeting, tabulate the vote, and announce the new Directors. The committee shall also recommend one (1) individual from the Minot area music community for the appointed Director position.
- (d) **Public Relations Committee.** This committee shall be responsible for furthering public interest in the Chorale, promoting upcoming events and cultivating contributions from Benefactors.
- (e) **Sponsorship Committee.** This committee will provide oversight of all efforts to gather sponsorships to help fund each upcoming Minot Chamber Chorale season.

Section 3. Committee Membership

There shall be at least one Director on each Standing Committee.

Section 4. Other Committees

The President shall appoint any and all other committees as needed.

ARTICLE VIII. SPONSORS AND BENEFACTORS

Section 1. Association Sponsors

Businesses that purchase advertising in Minot Chamber Chorale concert programs will be recognized as Sponsors. Upon recommendation from the Sponsorship Committee, the Board will approve sponsorship levels and any corresponding advertisement space in the programs.

Section 2. Association Benefactors

Individuals, families, organizations and businesses who contribute to the Association will be recognized as Benefactors in Minot Chamber Chorale concert programs. Upon recommendation from the Public Relations Committee, the Board will approve benefactor levels. Association members who contribute funds beyond the requirement for annual membership will be recognized as benefactors. All benefactors will receive statements of their contributions in January, which may be used for tax return purposes.

ARTICLE IX. AMENDMENTS AND RULES OF ORDER

Section 1. Amendments

Notice of any meeting concerning bylaws amendments shall be given to the Association membership not less than one (1) month in advance of a bylaws amendment vote. A copy of the proposed changes shall accompany the notice of the meeting. A two-thirds (2/3) majority vote of those Association members in attendance at that meeting shall be required for the adoption of amendments.

Section 2. Rules of Order

Robert's Rules of Order (Newly Revised), shall be the authority for matters not covered herein.