

# NAPERVILLE CHORUS BY-LAWS

Effective April 16, 2012

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ARTICLE I  
NAME & PURPOSE

SECTION I     Name

The name of this organization shall be Naperville Chorus, hereafter referred to as Chorus.

SECTION II    Purpose

The purposes of this organization are the advancement of choral music, encouragement of participation in group singing; the development of appreciation of good music, the presentation of choral programs, and the encouragement of cultural music in the community, to provide a choral association headquartered in the City of Naperville, Illinois for the presentation of choral works as may be chosen, not necessarily confined to within the city limits of Naperville, Illinois. Charitable, civic or social purposes may be included in the activities of this Association during its lifetime.

ARTICLE II

MEMBERSHIP, DUES AND CERTIFICATES

SECTION I     Membership & Certificates

Membership in the Chorus is open by audition to all who are interested in the aims and purposes of this organization. An audition may be required. Membership shall be voluntary upon payment of dues. Members shall be accepted through the third rehearsal of each term, unless an exception is determined by the Director.

A member is one who pays dues and sings, or supports the Chorus in ways other than by singing, and has a vote.

A.    Types of Membership Available

1.    Active Membership Candidates for active membership will be accepted subject to the existing vacancies in the chorus and may be asked to audition prior to acceptance in the chorus.
2.    Student Membership North Central College students who are participating in the Chorus for academic credit shall not be required to pay dues and will not be voting members.
3.    Honorary Membership Honorary membership will be awarded to persons whose past contributions to the chorus are deemed exceptional and worthy of special acknowledgement. Honorary Lifetime Membership and other awards will be given by the Board of Directors.

B.    Active Membership Policies & Rules

1. To become an active member in good standing, a member must fulfill the participation and financial responsibilities as defined by the Board of Directors.
2. At the beginning of each term the Board of Directors will publicize the membership requirements.
3. Honorary members are not required to attend any rehearsals or business meetings, and will have no financial obligation to the Chorus.
4. Each active member shall be entitled to one vote on each matter submitted to a vote of the members. Voting may be done in person or by proxy vote submitted to a member of the Board of Directors prior to the scheduled meeting.
5. The Board of Directors may, by affirmative vote of at least two-thirds of the Board of Directors, terminate a member. A hearing shall be held at a regular Board Meeting prior to the vote. The Board shall notify the members at least one week before the hearing takes place.

SECTION II Dues

- A. Membership dues and payment schedule shall be established by the Board of Directors. Active members who have failed to pay said dues may be dropped from membership.
- B. Active members of the same immediate family (e.g. husband and wife, parents and dependent children) are eligible for a Family Membership in the Chorus once each member has been accepted as an active member under the procedures outlined. Fees for Family Membership shall be established by the Board of Directors.

ARTICLE III  
MEETINGS

SECTION I Business Year

- A. The Business Year for the Chorus will be from August 1 to July 31 of the following year. All minutes, financial records and other official Chorus documents will indicate the appropriate business year to which they pertain.
- B. The Chorus will have at least two (2) general business meetings during the business year. The President will announce the date, time and place of the meeting at least one (1) week in advance.

- SECTION II Annual Meetings An annual meeting of the members shall be held during the months of March, April or May of each year, on a date to be set by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

- SECTION III Special Meeting Special meetings of the members may be called either by the President, Board of Directors, or not less than twenty-five percent of the members having voting rights.
- SECTION IV Place of Meeting The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the regular rehearsal location of the Chorus.
- SECTION V Notice of Meetings Written notice stating the place, date and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five or more than forty days before the date of such meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.
- SECTION VI Informal Action by Members Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.
- SECTION VII Quorum The members holding one-half of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

ARTICLE IV  
BOARD OF DIRECTORS

- SECTION I General Powers  
The affairs of the corporation shall be managed by its Board of Directors.
- A. The Board of Directors shall be responsible for conducting all the affairs of the Chorus.
- B. The Board of Directors shall consist of the following: The Officers, the Standing Committee Chairs, the immediate Past President and three (3) elected Directors-at-Large. Each Director shall have one vote (when present at the Board of Directors' meetings) and the following responsibilities:
1. President  
The President shall be an active member of the Chorus and shall have served on the Board of Directors previously.

- a. Preside at all Board Meetings and all General Business meetings of the Chorus;
  - b. Appoint the following Standing Committee Chairs and announce these appointments as soon as possible after the beginning of the Fall term:
    - 1) Membership Chair
    - 2) Music Chair
    - 3) Publicity Chair
    - 4) Production Chair
    - 5) Program Publication Chair
    - 6) Communications Chair
  - c. Appoint other non-voting committee chairs as required;
  - d. Appoint an Audit Committee to review the financial records of the Chorus at least once each year;
  - e. Perform all other duties relative to the office of President.
2. Vice President
    - a. In the absence of the President, exercise all of the functions of the President;
    - b. Be responsible for the setup of the practice facility when needed.
3. Secretary
    - a. Keep accurate minutes of each Board Meeting and each General Business Meeting, and submit these minutes for approval at the next Board or General Business Meeting;
    - b. Maintain a journal of any business transacted during rehearsals;
    - c. Maintain the necessary files of all documents, reports and correspondence pertaining to the affairs of the Chorus.
4. Treasurer
    - a. Safeguard all funds belonging to the Chorus;
    - b. Maintain accurate and up-to-date ledgers of all income and expense accruing to the Chorus;
    - c. Collect all monies due the Chorus and pay all bills owed by the Chorus which are within the approved Annual Operating Budget. Expenditures in excess of the Approved Budget must be approved by the Board before payment can be made;
    - d. Prepare a monthly financial report and submit it to the Board as required;

- e. Prepare an annual financial statement at the end of the business year and submit it to the general membership at the next year's General Business Meeting.
- f. Submit all required documentation to taxing authorities for non-profit status.

5. Standing Committee Chairs

The committee chairs shall be members of the Board of Directors and periodically present reports pertaining to their assigned duties.

a. Membership Chair

- 1. Shall keep a current list of all members with their addresses, phone numbers, voice, and any other pertinent information;
- 2. Shall provide mailing labels when needed;
- 3. Shall provide membership contact information as needed.

b. Music Chair

- 1. Shall be responsible for working with the Music Director and the Board of Directors in the selection of music;
- 2. Shall be responsible for the procurement of all needed music;
- 3. Shall be responsible for distributing music to all members;
- 4. Shall be responsible for maintaining all music owned by the Chorus.

c. Publicity Chairman

- 1. Shall be responsible for publicizing concerts of the Chorus;
- 2. Shall be responsible for publicizing the Chorus for the purpose of membership.

d. Production Chair

- 1. Shall be responsible for activities relating to the production of the concerts;
- 2. Shall work with the Music Director and the performance facility for set-up and clean-up of the performance and concert rehearsals;
- 3. Shall assist the Music Director in selecting soloists and orchestras.

e. Program Publication Chair

Shall be responsible for creating and producing printed concert programs and posters.

f. Communications Chair

- 1. Shall be responsible for electronic communications to Chorus for purposes of updating information on concerts, etc;
- 2. Shall be responsible for creating electronic files for disbursement to Chorus to forward to friends/family/associates.

6. Music Director

Must be appointed by an affirmative vote of at least seven (7) members of the Board of Directors. This appointment will normally be for a period of one (1) year beginning August 1 and ending July 31. It will automatically be renewed unless the Board of Directors specifically voted (by the same

majority vote indicated above) to do otherwise. (Temporary appointments to Music Director may be made for periods of less than one year when necessary.) The duties and responsibilities of the Music Director are as follows:

- a. Direct all chorus and orchestra rehearsals;
- b. Work with the Music Chair in selecting musical works to be performed by the Chorus;
- c. Work with the Production Chair in hiring soloists and orchestras.
- d. Select an Assistant Music Director when one is required;
- e. Upon invitation from the President, attend Board of Directors meetings and be prepared to offer comments and ideas regarding the musical direction of the Chorus. The Music Director does not have a vote in deciding the affairs of the Chorus.

## SECTION II

### Board of Directors Meetings

The President will cause the Board of Directors to meet as needed during the business year. Any member of the Chorus may attend a Board of Directors meeting unless the President rules it is a closed meeting. Any Board Member who misses three (3) Board Meetings may be asked to resign from the Board. A meeting of the Board of Directors may also be called upon request of two (2) or more members of the Board.

## SECTION III

### Quorum

A quorum of at least fifty percent of the Board of Directors is required to conduct Chorus business. A majority vote of the members present at the meeting is required to pass all motions except the appointment of the Music Director. (See ARTICLE IV, SECTION I, b., 6.)

## SECTION IV

### Vacancies

Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors unless the Articles of Incorporation, a statute, or these By-Laws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

## ARTICLE V

### ELECTION AND REMOVAL OF DIRECTORS

## SECTION I

### Election

- A. The election of officers comprising the Board of Directors will be held at the Annual Business Meeting.
- B. All active members in good standing are eligible for nomination and election to the Board subject to the following policies and rules:

1. All officers will be elected for a one-year term. The President shall not serve more than two (2) terms in succession.
  2. The immediate past president will remain as a member of the Board of Directors.
  3. No member may hold more than one (1) elective office at any one time; however, he/she may serve as a member of a committee (but not as the chair of a standing committee) and continue to hold office. The Vice-President, however, may serve as the chair of a standing committee.
- C. At least thirty (30) days prior to the Annual Meeting, the President will appoint a Nominating Committee consisting of at least three (3) active members of the Chorus to draw up a proposed slate of officers. The Committee is to be guided by the following:
1. The active list should be reviewed to determine which members are eligible and are qualified to serve on the Board.
  2. Prior to placing a qualified member's name in nomination, it must be ascertained that he/she is willing to serve on the Board if elected.

The Chair of the Nominating Committee will present the Committee's recommendations during the Annual Meeting and then conduct the elections. Nominations from the floor will be accepted at that time. Elections shall take place by written ballot, and ballots shall be retained for a period of one year. A voice vote may be accepted if only one candidate is nominated for an office.

## SECTION II Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

In the event that a member believes removal of an elected officer is in order he/she may petition the Board of Directors to initiate such action. The Board shall conduct an investigation including opportunity for statement from both parties, and if it concurs shall present the matter to the active members at a special business meeting.

## ARTICLE VI BOOKS AND RECORDS

THE CORPORATION shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and shall keep at the Registered or Principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.



ARTICLE VII  
EXECUTIVE COMMITTEES AND OTHER COMMITTEES

SECTION I     Executive Committees

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

SECTION II    Other Committees

Other committees not having and exercising the authority of the Board of Directors in the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgement the best interests of the corporation shall be served by such removal.

- a. Terms of Office Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- b. Chairs One member of each committee shall be appointed chair.
- c. Vacancies Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- d. Quorum Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- e. Rules Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VIII  
CONTRACTS, CHECKS, DEPOSITS & FUNDS

SECTION I     CONTRACTS

The Board of Directors may authorize any officer, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION II CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

SECTION III DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION IV GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

SECTION V DISSOLUTION

In the event the Chorus is dissolved, the Board of Directors shall determine the distribution of the assets.

SECTION VI INSUFFICIENT FUNDS

If there are insufficient funds available to pay the financial obligations of the Chorus at the close of the business year, the Board may levy a special assessment against all active members in order to raise the necessary funds to liquidate the Chorus' outstanding debts.

ARTICLE IX  
CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the corporation and the words, "CORPORATE SEAL, ILLINOIS."

ARTICLE X  
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the By-Laws of the corporation, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI  
AMENDMENTS

Amendments to the Articles of Incorporation or to the By-Laws must be submitted in writing to the entire active membership. After a minimum of two (2) weeks has elapsed following the publication of the amendment(s), the President will schedule a special meeting for the purpose of voting on the amendment(s). A two-thirds (2/3) majority of the active membership is required to enact all amendments.

ARTICLE XII  
INTERNAL REVENUE SERVICE CODE  
SECTION 501 (c) (3)

1. Inurement of Income No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
2. Legislative or Political Activities No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
3. Operational Limitations Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)
4. Dissolution Clause Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law,) as the board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 court shall determine, which are organized and operated exclusively for such purposes.