

Articles of Association

To further the purpose set forth herein, the members agree to be, and hereby are, organized under these Articles of Association as a not for profit choral arts organization, and for the Association to be named Yuba Sutter Master Chorale, also known as Yuba-Sutter Master Chorale.

ARTICLE I – THE ORGANIZATION

1.0 Name of Association

The name of this Association shall be: Yuba Sutter Master Chorale.

2.0 Offices of Association

The principal physical location for rehearsals for the Association shall be First Lutheran Church, 850 Cooper Ave., Yuba City, CA 95991-3896 or at such other location as may be designated by the Musical Director or the Board of Directors. The principal office of the Association shall be located at the Yuba Sutter Regional Arts Council, 624 E Street, Marysville, California or at such other location as may from time to time be designated by the Board of Directors of the Association. The mailing address for the Association shall be: P. O. Box 207, Yuba City, CA 95992.

3.0 Purpose

The Yuba Sutter Master Chorale is created as a nonprofit, educational organization whose primary purpose is to provide the finest in choral literature and performing arts to the Yuba Sutter Community. The activities of the Association shall be held and maintained in the spirit of this purpose.

4.0 Powers

The Association shall have all the powers necessary to conduct its purpose including, but not limited to, the power to disseminate information consistent with its purpose, to perform community concerts, and to collect membership dues and disburse funds on behalf of the Association.

5.0 Membership

Any individual demonstrating proper musical qualification and sufficient maturity by audition with the Musical Director and/or the Director's Advisory Group, is eligible for membership in the Association so long as said member remains in "good standing". A member is in "good standing" when the member pays his/her membership dues when required.

A member is no longer in “good standing” when the member fails to pay his/her membership dues when required or when, in the judgment of the majority of the members, the member no longer supports the best interests of the Association.

6.0 Membership Dues

The Association’s activities shall be funded, in part, through membership dues charged to the individuals who take part in the Association’s various concert activities. All the funds collected by the Association shall be used by it to provide for the various activities permitted by these Articles.

The dues required for membership in the Association shall be established by a majority vote of the members of the Association, upon the recommendation of the Board of Directors. The membership dues for any fiscal year shall be established at such an amount per member as will, when multiplied by the number of individuals which the Board of Directors estimates will be members for the season for which the membership dues are being established, be sufficient to pay at least 50% of the “normal operating costs” which the Board of Directors estimates will be required to operate the Association for the fiscal year for which the membership dues are being established. The balance of the “normal operating costs”, if any, shall be paid from donations, advertising income, fundraising, and concert revenue, plus any surplus funds available from prior fiscal years. The membership dues may be varied from fiscal year to fiscal year, but any such dues in effect for any fiscal year shall be the same for all individuals.

7.0 Scholarship Funds

The Association shall provide a limited amount of scholarship funds to anyone who provides the Board of Directors with written confirmation of his or her financial inability to pay membership dues for said concert season. Said written confirmation should be received by the Membership Chair of the Board of Directors no later than the third rehearsal of each concert season. The Board shall then determine if said scholarship requests received meet the financial requirements and have been timely submitted before ruling upon said requests.

8.0 Fiscal Year

The Association shall operate with its fiscal year starting July 1st through June 30th.

9.0 Funds Management and Authorities

No individual member has the authority to obligate the Association in any way. In doing so that member becomes personally responsible for that obligation and not the Association.

The President, with the approval of the Treasurer, may obligate the Association for up to \$100 on non-recurring expenses. The President and Treasurer should monitor all increases in recurring expenses.

The Board of Directors, by simple majority, may obligate the Association for up to \$200 on non-recurring expenses.

The membership, by simple majority, must approve non-recurring expenditures in excess of \$2,000.

New recurring expenses must be approved by simple majority of the membership. Increases in existing recurring expenses do not require approval of the membership.

These Articles describe the rules by which the Association is to be governed. Any situation concerning the governing of this Association which is not specifically described in these Articles shall be governed by "Robert's Rules of Order". In any situation in which these Articles conflict with "Robert's Rules of Order", these Articles shall prevail.

ARTICLE II – THE BOARD OF DIRECTORS

1.0 BOARD OFFICERS' DUTIES

The Board of Directors is comprised of a minimum of nine (9) directors. The officers of the Board shall consist of a President, Vice President, Secretary, and Treasurer, who will be elected to said office by the directors at the first Board of Directors meeting in September, following the election of directors by the general membership (see Section 2.0 below). Said Board officers shall hold their elected position for a period of one (1) year. The Board officers are responsible for the daily operation of the Association as described in the Board officers' duties.

The following describes the duties of each of the Board officers:

PRESIDENT – The President is the primary person responsible for the business operation of the Association and presides at all regular general membership, special, and Board of Director meetings. The President is the *ex-officio* member of all standing committees of the Association.

VICE PRESIDENT – The Vice President is responsible for the performance of the President's duties in the absence of the President. The Vice President is also the chair of the Ways and Means Committee overseeing all fundraising activities.

SECRETARY – The Secretary is responsible for maintaining the non-financial records of the Association's operations. The Secretary provides notice of all regular general membership, special, and Board of Director meetings. The Secretary also records all meeting notes/minutes of all general membership, special and Board of Director meetings. These notes/minutes will be recorded in a Secretary's book and will be

available for the general membership to review upon reasonable request. The Secretary is also responsible for all non-financial correspondence for the Association's business activities and for maintaining the membership roster of the Association.

TREASURER - The Treasurer is responsible for all financial records, funds and securities of the Association. The Treasurer shall receive and disburse funds of the Association, maintain a detailed accounting of the Association's membership dues, and provide monthly and annual financial statements to the Board of Directors. The Treasurer shall maintain all financial records, which he or she shall make available for inspection within five calendar days of his or her receipt of a written request for such an inspection from any member or a written or verbal request for such an inspection from the Board of Directors. The President or Vice-President may perform the duties of Treasurer as required.

2.0 ELECTION OF DIRECTORS AND OFFICERS

Nominations will be opened at the first September general membership meeting and close just prior to the election at the second September general membership meeting. The election will be held at the second September meeting with the results announced at the end of the meeting. Directors will be installed at the September meeting of the Board of Directors after said election. Each director shall serve for a term of three (3) years from the date of his or her installation and until his or her successor is duly elected and qualified. In the month of April the President will select a nominating committee, subject to the confirmation of the Board of Directors. The committee will choose a slate of candidates and will place their names in nomination. In addition, nominations for any office may be made from the floor or written-in, prior to elections being held, by any Association member. If the members who have been so nominated consent to run and to serve if elected, and if their respective nominations have been duly seconded, their names shall be placed on the ballot along with the names of the members chosen by the nominating committee. The election of officers shall be a simple voice vote during the second September general membership meeting.

Directors must be members in good standing at the time of their election and must maintain their good standing throughout their term of office.

2.1 Removal from Office

Any Board officer may have his or her duties suspended by a unanimous, unopposed vote of the remaining members of the Board of Directors. The suspended Board officer may request a reinstatement vote by the general membership, following the rules of elections of officers at the next general membership meeting. If the suspended officer does not request a reinstatement vote or if the vote is opposed to reinstatement, the Board of Directors must then select a successor to fill the vacant Board officer position.

ARTICLE III – APPOINTMENTS

The President of the Board of Directors may select members to serve on special and standing committees as needed to conduct the business of the Association and said appointments will be subject to approval by the Board of Directors.

Said standing committees may include, but are not limited to: Ways and Means, Budget, Concert Arrangements, Concert Programs, Publicity and Promotion and Membership. The duties for said standing committees are described in the Association's By-Laws, ratified on March 23, 2010.

ARTICLE IV – MUSICAL DIRECTOR AND DIRECTOR'S ADVISORY GROUP

The Board of Directors shall select a Musical Director for the Association who is capable of carrying out the duties and responsibilities contained in the Association's By-Laws, as ratified on March 23, 2010. Said selection process may include interviews, auditions and solicitation of advice from the membership of the Association.

The Director's Advisory Group (or DAG) is comprised of the members recommended by the Musical Director and approved by the Board of Directors. The duties of the members of the DAG are contained in the Association's By-Laws, as ratified on March 23, 2010. The President of the Board of Directors, as an *ex-officio* member, shall act as liaison between the DAG and the Board of Directors.

ARTICLE V - MEETINGS

1.0 General Membership Meetings

The entire membership of the Association shall meet at least bi-annually during concert season. The meetings are conducted by the President or designated alternate. The September meetings (as described in Article II above) shall be held for the purpose of election of directors for the Association's Board of Directors. Other regular meetings shall consist of programs of general interest to the membership, brief announcements, and Association business. A minimum of 10 members must be present to conduct formal Association business.

2.0 Board of Director Meetings

The Board of Directors shall meet monthly on the third Tuesday of each month. The Board of Director Meetings shall be open to the general membership of the Association. Any change in the location for the Board of Director meetings shall be announced in advance to the membership whenever possible and updated on the Association's website.

ARTICLE VI – NEWSLETTER/E-MAIL CONTACT

1.0 Purpose

The content of any newsletter and/or e-mail shall be under the control and responsibility of the Board of Directors. The Association will only send e-mails or publish articles (information) which are clear and free of legal encumbrances and copyrights.

2.0 Publication

Any newsletter and/or e-mail shall be sent prior to or made available at the general membership meetings to members in good standing. Anyone providing articles or notices is required to provide the information to the Secretary of the Board of Directors at least 10 days before scheduled publication.

ARTICLE VII – REPRESENTATION OF THE ASSOCIATION

The use of the name of this Association or its identifying symbols by any person or organization will be subject to the consent of the majority of the Board of Directors.

ARTICLE VIII- AMENDMENT OF ARTICLES

Two methods exist to propose an amendment to, addition to, or repeal of, any provision of, or all of these Articles of Association.

1.0 By Board of Directors

The Board of Directors may propose any such change in these Articles by presenting said changes at a general membership meeting.

2.0 By Members

Any member may propose any such change in these Articles by submitting to any member of the Board of Directors a petition which sets forth the proposed change and which is signed by at least 2/3 of the members at a meeting to be voted on at the next Association meeting. The membership list of the month previous to the month in which the petition is submitted shall be used for determining the membership count.

Any proposed change must be submitted one month prior to the meeting in which the voting is due to be conducted. Approval of any amendment to, addition to, or repeal of, any provision of, or all of, these Articles of Association requires a majority of the votes by the Association's members.

ARTICLE IX – DISTRIBUTION OF ASSETS

In the event that the Association ceases to function, or in the event that the members decide to terminate it, the Board of Directors shall, after paying or making provisions for the payment of all of the Association's liabilities, distribute all of the remaining assets of the Association to such organization or organizations which the Board of Directors shall select which are then qualified as exempt under Section 501(C)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue Law).

Joyce Campbell, Association Member

Mary Brower, Association Member

Dated: