

# **Yuba Sutter Master Chorale**

## **Bylaws**

Working copy:  
August 9, 2017

**Bylaws of the Yuba Sutter Master Chorale**  
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**Definitions**

The following definitions apply for the purpose of these bylaws:

**Absence** – Non-attendance at any regularly scheduled rehearsal or concert.

**Board** – The Board of Directors of the Yuba Sutter Master Chorale.

**Chorale** – The Yuba Sutter Master Chorale (YSMC)

**Concert Period** – The period of preparation for each concert, including all rehearsals and the concert itself.

**Concert Season** – The period from the first rehearsal in the fall through the last performance in the spring, including all rehearsals and concerts.

**Director** – Refers to the artistic and musical director of the Chorale.

**Fiscal Year (FY)** – For accounting purposes, the FY shall be July 1 through June 30 of each calendar year.

**Member** – A person filling an active role in one of the vocal sections of the YSMC, in accordance with all of the rights, duties, and responsibilities of membership as provided in Article 3.

**Quorum** – Five (5) or more members of the Board of Directors.

**Rehearsal** – Each occurrence of a regularly scheduled gathering of the members to rehearse the music for a future concert. Special rehearsals or rehearsals of individual vocal sections may also be scheduled at the discretion of the Board and/or Musical Director.

**Section Leader** – A member of each vocal section appointed by the Musical Director to be responsible for scheduling any sectional rehearsals during a concert period and to serve as a resource for musical questions.

**Written Communication** – Refers to traditional written communication given by hand or via postal mail but may also include email or social media communications.

**Yuba Sutter Master Chorale (YSMC)** – The name and acronym of this association.

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**Article 1: Mission Statement**

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.

**Article 2: Name and Places of Business**

**2.1 Name**

The name of the Chorale shall be known as the Yuba Sutter Master Chorale (YSMC). This is a non-profit association established under Section 501(c)(3) of the Internal Revenue Code.

**2.2 Places of Contact**

The YSMC may conduct business through three separate means. These means are the physical location of rehearsals, contact through mail or email, and through the website or social media.

- Physical Location of Rehearsals:
  - First Lutheran Church  
850 Cooper Ave  
Yuba City, CA 95991-3896
- Contact through Mail:
  - Yuba Sutter Master Chorale  
P.O. Box 207  
Yuba City, CA 95992
- Internet or Social Media:
  - [ysmasterchorale.org](http://ysmasterchorale.org)
  - [facebook.com/ysmasterchorale](https://www.facebook.com/ysmasterchorale)
  - [info@ysmasterchorale.org](mailto:info@ysmasterchorale.org)
  - [ysmasterchorale@gmail.com](mailto:ysmasterchorale@gmail.com)

The Chorale may also have offices at other locations, within or without the State of California where it is qualified to do business, as its business may require, or such other place as may be designated.

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**Article 3: Membership**

**3.1 Qualifications**

All singers should demonstrate proper musical qualification and be at least 16 years old to be eligible for membership in the Chorale. Final membership decisions are at the discretion of the Director. Membership is non-transferable and non-assignable.

**3.2 Admission**

Any person, having qualified as provided in Section 3.1, may be granted membership in the Chorale. If the qualifying person fills a position in one of the vocal sections, they shall be known as, and have the duties and responsibilities of, a member.

**3.3 Rights of Membership**

Eligibility to sing in concerts shall be given only to members who have paid their dues for the season, and who demonstrate sufficient command of the concert music to contribute to the performance. The Board may establish more restrictive rules for eligibility to sing in concerts as the circumstances may dictate.

**3.4 Dues, Scholarships, and Assessments**

- Dues – The dues required for membership in the Chorale shall be established by a majority vote of the Board. 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 estimates will be members for the season for which the membership dues are being established, be sufficient to pay at least twenty percent (20%) of the ‘normal operating costs’ which the Board estimates will be required to operate the Association for the fiscal year for which the membership dues are being established. One half ( $\frac{1}{2}$ ) of the dues for each fiscal year shall be assessed at the beginning of each concert period. The membership dues may be varied from fiscal year to fiscal year.
- Delinquency – Dues may be paid in increments. At least twenty dollars (\$20) of the dues must be paid at the first rehearsal of the concert period to receive music. Payment arrangements must be made with the Membership Chair for the remaining balance of the dues. The remaining balance must be paid prior to the rehearsal before the first dress rehearsal in order to be eligible to sing in the concert.
- Refunds – Acceptance of membership under these bylaws implies that even upon resignation, suspension or dismissal, no member of the Chorale shall be entitled to any refund of dues paid.
- Scholarships – The Chorale may provide a limited number of scholarship funds to anyone who submits a written application stating their financial inability to pay membership dues for said concert period. Said written application should be received by the Membership Chair no later than the third rehearsal of each concert period. The Board shall then rule upon said scholarship application. Scholarship applications shall remain confidential.
- Travel Expenses – In the event a group of members is sanctioned by the board to represent the Chorale on a concert tour, the touring members shall be responsible for all travel and living expenses.

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No other dues or assessments may be applied under these bylaws except in specific instances as approved by majority vote of the Board of Directors.

### **3.5 Concert Attire**

Members shall be responsible for obtaining (by purchase or rent) the basic attire. This shall include a black tuxedo for men, an approved concert dress for women, and such accessories (shirt, scarf, tie, etc.) as may be required on an ongoing basis for individual concerts.

### **3.6 Attendance**

The basic attendance philosophy of the Chorale is that members join the YSMC with the intention of attending all rehearsals and performances. Regular attendance allows members to assist others in their section, to work on improved section blending, and to be familiar with the music and the Director's style and interpretation.

### **3.7 Requirements for Continued Membership**

- Continued status as a member is contingent upon attendance at scheduled rehearsals and concerts, continued musical and vocal proficiency, and adherence to all responsibilities of membership in this article. Members are volunteers considered responsible for their active participation in the Chorale.
- Vocal Reviews – The Director may schedule vocal reviews of any one member or all members to assess appropriate section placement and proficiency at his discretion.

### **3.8 Absences**

- Short-Term Absences: Members needing to be absent from a regularly scheduled rehearsal or performance shall notify their section leader in advance of the absence, or as soon afterward as possible in cases of emergency.
- The section leaders shall notify the Membership Chair once a member has had two (2) absences in a single concert period.
- After two (2) absences in a single concert period, the Membership Chair shall remind the member that one (1) more absence will necessitate their participation in a music proficiency check before the Musical Director in order to sing in that period's concerts.
- After three (3) absences in a single concert period, the Membership Chair shall send the member a letter or email reminding them of this requirement to prove their singing proficiency of the concert literature. Should the member choose not to participate in the music proficiency check, they will not be permitted to sing in that period's concerts.
- Members who miss four (4) rehearsals without making prior arrangements with the Musical Director shall not be permitted to sing in that period's concerts.

### **3.9 Termination and Reinstatement of Membership**

- 3.9A – Termination
  - Resignation – Membership in the Chorale may be terminated at the member's request.
  - Indeterminate Absence or Death – Membership in the Chorale shall be terminated after four unexplained absences for that concert period or upon the member's death.

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- Nonpayment of Dues – The Membership Chair shall mail or email a seven (7) day termination notice to any member who has not:
  - Paid dues
  - Complied with written arrangements to pay prior to the first dress rehearsal for that concert period.
  - Obtained an approved scholarship (Article 3, Section 4, ‘Scholarships’).
- 3.9B – Reinstatement
  - A terminated member may appeal to, and be reinstated by the Board within that current concert period, provided they are requalified according to Article 3, Sections 1 and 2, and the Board is assured that the member will comply with Article 3, Section 6. Otherwise, they may apply for membership at the next concert period.



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**Article 4: Meeting of Members**

**4.1 Bi-annual Meetings**

The members of the Chorale shall meet regularly at the beginning of each concert period, or at such time and place as called by the Board, for the purpose of electing members of the Board and conducting such other business as may come before the meeting.

**4.2 Special Meetings**

Special meetings of the members of the Chorale shall be called by direction of the President, by any two (2) members of the Board, or by not less than ten (10) percent of the members of the Chorale, and held at such times and places as scheduled by the Board.

**4.3 Notice of Meetings**

Notice of the time, place and purpose of the regular and special meetings of the members of the Chorale shall be provided to the members at least seven (7) days prior to the meeting. A reminder will be sent seven (7) days before by email, mail, telephone, personal contact, or other means sufficient to provide notice. The notice will be sent by the Secretary of the Board.

**4.4 Quorum**

The presence in person of a majority of the members of the Chorale constitutes a quorum for the transaction of business. At a point when the withdrawal of members from a meeting leaves less than a quorum, the meeting will continue, but no business shall be transacted, or votes taken on any issue.

**4.5 Voting**

Each member is entitled to one (1) vote on each matter submitted to a vote of the members. Election of members of the Board shall be by ballot unless the nominee is unopposed. All other voting shall be by voice vote, except as specifically provided elsewhere by these bylaws.

**4.6 Conduct of Meetings**

Meetings of members shall be presided over by the President of the Board or, in a case of absence, by the Vice President or, in the absence of both, by another member of the Board chosen by the President or by a majority of the Board members present. The Secretary of the Board shall act as the secretary of all meetings of the members except that in the absence of the Secretary, the presiding officer shall appoint another person to act as secretary for that meeting.

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**Article 5: Board of Directors**

**5.1 Number**

There shall be nine (9) members on the Board. A majority of the Board, or quorum, as used herein, means five (5) or more members of the Board.

**5.2 Powers**

Subject to limitations contained in these bylaws, the Board shall exercise the powers of the Chorale, control its property, and conduct its affairs, except as otherwise provided by law.

**5.3 Qualifications**

Any individual with the desire to further the endeavors of the YSMC and assist in maintaining this association as a successful entity insofar as its activities in the Yuba Sutter community are concerned, is qualified to be elected to the position of member of the Board.

**5.4 Terms of Office**

Each member of the Board is elected by the membership at large for a term of three (3) years, except in the case of a vacancy whereby a replacement Board member is elected to complete the term of the vacated member of the Board. Each duly-elected member of the Board shall hold office until removal, resignation, or replacement by election.

**5.5 Election**

One-third ( $\frac{1}{3}$ ) of the authorized number of Board members shall be elected at the bi-annual membership meeting preceding the fall concert period so that each third ( $\frac{1}{3}$ ) of the members' terms ends in different years. In order to be elected to a position, a nominee must receive a majority of votes to cast. If no nominee for a position receives a majority of votes cast, there shall be a run-off election between the two (2) eligible nominees receiving the highest number of votes.

**5.6 Vacancies**

- Declaration – The office of a member of the Board is declared to be vacant:
  - Upon the death, resignation, or removal of the incumbent.
  - When the number of members of the Board is increased by a change in these bylaws.
  - If a duly elected member of the Board fails to assume the duties of the office by nonattendance at three (3) consecutive Board meetings.
  - If the member of the Board is declared to be of unsound mind by an order of court or is convicted of a felony.
- Filling of Vacancies – If any or all offices of members of the Board is declared vacant, new members of the Board may be elected at a current or subsequent meeting according to the provisions of Article 5, Sections 3 through 5 of these bylaws.
- If the membership fails to elect a member to a vacant position on the Board, a member may be appointed by majority vote of the remaining members of the Board. The members at the next regular or special meeting of the membership must ratify such an appointment.

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**5.7 Meetings of the Board**

- Time and Place – Meetings of the Board may be held at the principal physical rehearsal location of the Chorale, at regular rehearsals, or at other times and places as may be called by the President, his designee, or by resolution of the Board.
- Notice – Meetings shall be announced at least three (3) days in advance by oral or written communication.
- Open Meetings – Meetings of the Board shall be open to all members of the Chorale, except when the Board is considering personnel matters.
- Quorum – Except as otherwise provided in these bylaws, a majority of the Board, at least five (5) members, must be present to conduct any business of the Chorale.
- Presiding Officer – Meetings of the Board shall be presided over by the President of the Board, or in a case of absence, by the Vice President, or in the absence of both, by another member of the Board chosen by the President or by a majority of the Board members present.
- Minutes – Minutes of all meetings of the Board shall be recorded by the Secretary of the Board. In the absence of the Secretary, the presiding officer shall appoint another person to act as Secretary for the meeting.

**5.8 Removal of Members of the Board**

The entire Board or any individual member of the Board may be removed from office at any time by a majority of the members at any properly called meeting of the membership of the Chorale, provided notice of such proposed action is given in advance of such meeting (Article 4, Sections 2 and 3).

**5.9 Compensation**

All members of the Board shall serve without compensation, whether or not an officer of the Board.

**5.10 Non-liability of Members of the Board**

The members of the Board shall not be personally liable for the debts, liabilities, or other obligations of the Chorale.

**5.11 Indemnity by Chorale for Litigation Expenses of Officer, Member, or Employee**

Should any person be sued, either alone or with others, because he was an officer, member, or employee of the Chorale, in any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the Chorale or by the Chorale, indemnity for his reasonable expense, including attorney fees incurred in defense of the proceeding, may be assessed against the Chorale as a body and not individually against any member, its receiver, or its trustee, by the court or in the same or a separate proceeding if:

- The person sued is successful in whole or in part, or the proceeding against him is settled with the approval of the court.
- The court finds that his conduct fairly and equitably merits such indemnity.

The amount of such indemnity shall be the sum of the expenses, including attorney fees incurred in defense of the proceedings that the court determines and finds to be reasonable.

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**Article 6: Officers**

**6.1 Number and Title**

The officers of the Board shall consist of a President, Vice President, Secretary, and Treasurer. No two (2) of these offices shall be concurrently held by the same person, and no two persons shall concurrently hold the same office. All other officers are subordinate to these four (4) and are provided for in Section 3 below.

**6.2 Qualification, Election, and Term of Office**

Any member of the Board is qualified to be an officer on the Board after serving as a Board member for at least one (1) year. All officers named in Section 1 above shall be elected annually by the members of the Board at the first regular meeting of the Board following the election of members of the Board at the bi-annual membership meeting. Each officer shall hold office for one (1) year, with no limit to reelection, until he resigns, is removed from office, or is otherwise disqualified to serve, whichever occurs first.

**6.3 Subordinate Officers**

Subject to the provisions and restrictions of these bylaws, the Board may appoint such other officers or agents from the membership as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed by the Board.

**6.4 Removal and Resignation**

Any officer may be removed from office by majority vote of the members of the Board, with or without cause, at any regular or special meeting of the Board. Any officer ceasing to be qualified as herein provided shall be removed immediately. Any officer may resign at any time by giving a written notice to the Board.

**6.5 Vacancies**

Any vacancy occurring in one (1) of the four (4) officer positions defined in Article 6, Section 1, shall be filled by election as provided in Article 6, Section 2, if the unexpired term is six (6) months or more; otherwise, such office may remain vacant at the discretion of the Board. Vacancies in other offices created by the Board may be filled at the discretion of the Board.

**6.6 Duties of the President**

The President of the Board shall be the chief executive officer of the Chorale and shall, under the general direction of the Board, supervise and control affairs of the Chorale. The President shall perform all duties incident to the office and such other duties as may be required by law or by these bylaws or which may be prescribed by the Board. The President shall preside at all meetings of the Board and at meetings of the membership of the Chorale. The President shall also be an *ex officio* member of all standing committees of the Chorale.

Except as otherwise provided by law or by these bylaws, the President shall have the power, in the name of the Chorale, to execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may be authorized by the Board.

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**6.7 Duties of the Vice President**

In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform all duties of the President and when so acting, shall have all the powers of and be subject to all restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, these bylaws, or the Board. The Vice President shall also serve as the chairperson of the Ways and Means Committee.

**6.8 Duties of the Secretary**

Subject to the provisions and restrictions of these bylaws, the Secretary shall be responsible for the performance of the following functions:

- Certification of Bylaws – Certify these bylaws as currently amended and keep the original in a safe place as designated by the Board. A current copy shall be available for viewing as provided in Article 11, Section 3.
- Meeting Minutes – Record the proceeding of all meetings of the Board and the Chorale as required by Article 10, Section 1 of these bylaws.
- Notice of Meetings – Ensure that all notices of meetings are duly given in accordance with the provisions of these bylaws or as required by law.
- Membership Roster – Working with the Director and Membership Chair, keep a current roster of all members with current addresses, telephone numbers, and email addresses. In addition, keep a record of all terminations of members with the applicable dates and reasons for termination.
- Custody and Display of Records – Be the custodian of, and keep safe, all records, including Treasurer’s Reports of the Chorale and the original of these bylaws. The secretary will make all documents available for inspection as provided in Article 10, Sections 2, 3, and 4 of these bylaws.
- Other Duties – In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by these bylaws, or which may be assigned by the Board.
- Return of Documents – Upon ceasing duties as Secretary, all documents and records shall be returned to the Board.

**6.9 Duties of the Treasurer**

Subject to the provisions and restrictions of these bylaws, the Treasurer shall be responsible for the performance of the following functions of the Chorale:

- Custody and Display of Records – Be responsible for all financial records, funds, and securities of the Chorale.
- Receipt of Funds – Receive and give a record of receipt of monies due and payable to the Chorale from any source whatsoever.
- Disbursement of Funds – Disburse or cause to be disbursed the funds of the Chorale as may be directed by the Board, taking proper vouchers for such disbursements.
- Maintenance of Accounts – Keep and maintain adequate and correct accounts of the Chorale, including copies of disbursement vouchers and receipts for monies received, as required by Article 10, Section 2 of these bylaws.
- Display of Records – Make all books of accounts available for inspection as provided in Article 10, Sections 2, 3, and 4 of these bylaws.

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- Reports and Financial Statements – Render to the President and Board, upon request, an account of any or all transactions as Treasurer and the financial condition of the Chorale. Prepare, or cause to be prepared, the financial statements to be included in the annual report to the membership of the Chorale, as provided in Article 10, Section 5 of these bylaws.
- Bonding – If required by the Board, give bond for the faithful discharge of his duties in such sum, and such surety or sureties as the Board shall determine. The Chorale shall pay the expense of such bond.
- Non-Profit Filings and Department of Justice Reports – Prepare and submit all such filings and reports in a timely manner.
- Other Duties – In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by these bylaws, or which may be assigned by the Board.
- Return of Documents – Upon ceasing duties as Treasurer, all documents and records shall be returned to the Board.

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**Article 7: Committees and Positions**

**7.1 Committees**

- Ways and Means: Chaired by the Vice President of the Board, shall coordinate all financial activities of the Chorale, including all donor solicitations, fundraising activities and program ad sales.
- Budget: Chaired by the President of the Board, shall develop and produce an annual operating budget for Board approval. The members shall include the President, Vice President, and the Treasurer.
- The board may establish any additional committees as necessary to further the operations of the Chorale

**7.2 Positions**

- Concert Coordinator: Shall be responsible for all non-musical duties in preparation for each concert, including, but not limited to: securing concert venues as required by the Director and the Board, set up and clean up for each concert, management of the ticket table, oversight of after-concert receptions, and recruitment of volunteers to assist with these duties.
- Director's Assistant: Chosen by the Director at his discretion, this person shall perform duties delegated by the Director.
- Historian: Shall be responsible for maintaining historical records of the Chorale, including, but not limited to, past fliers, postcards, concert programs, newspaper articles and ads, etc. for each concert period.
- Librarian: Shall be responsible for the distribution and orderly control and storage of music owned by or loaned to the Chorale. The Librarian shall maintain an accurate and complete catalog of all library holdings and provide the same to the Director.
- Membership Chair: Shall be responsible for member attendance and for promoting friendship and a friendly atmosphere among the membership, including welcoming prospective new members with a membership packet detailing members' rights, and responsibilities. The Membership Chair shall record absences and contact members who are absent without notice pursuant to the provisions of Article 3, Section 8. The Membership Chair shall maintain an accurate and complete membership roster and provide an updated version to the Secretary each concert period.
- Programs and Publicity Coordinator: This person shall be responsible for designing, assembling material for, proofing and printing all programs, flyers, tickets, and other printed matter for each concert. They shall also be responsible for the distribution of public information to the appropriate persons, places, and media, in cooperation with the Director. Recruitment of volunteers to assist with these duties is at the discretion of the Program and Publicity Coordinator.
- Website Coordinator: Shall maintain the Chorale's website and social media with timely updates.

Every coordinator will give an update to the Board, at the preference of the Board, as to what they are doing with their position and if there are any needs in their position.

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**Article 8: Artistic/Musical Director**

**8.1 Qualification**

The Board shall select a Director that, in the opinion of the Board, is capable of carrying out the responsibilities listed in Section 8.2 below. The selection may include interviews, auditions, and solicitation of advice from the membership of the Chorale. The performance of these responsibilities shall be reviewed annually by the Board. The Director shall be considered an independent contractor.

**8.2 Responsibilities**

The Director shall be responsible for all matters of a musical nature that involve the Chorale, which include, but are not limited to:

- Qualification and selection of members of the Chorale.
- Selection of music and programming of concerts.
- Building of the annual rehearsal and performance schedule.
- Selection of performance venues.
- Make musical and artistic decisions within the budget limitations set by the Board.
- Selection of concert soloists with acceptable quality, with first priority being from the membership of the Chorale, unless in the opinion of the Director, the necessary quality is available only outside the Chorale's membership, and then compensation shall be only by approval of the Board. Any soloist hired outside of the Chorale shall be considered an independent contractor.
- Selection of an accompanist to assist in preparing and performing all concerts. The accompanist shall be considered an independent contractor.
- Selection of a substitute to serve on occasion when the Director is unable to perform his duties because of illness or emergency. The substitute shall be considered an independent contractor.
- Selection of various orchestral groups to perform in concerts. Any orchestra member shall be considered an independent contractor.
- If desired, selection of an unpaid Director's Assistant to perform delegated tasks.
- Selection of a Section Leader for each vocal section.
- Rehearsal of the members of the Chorale for concert presentation.
- Attendance at Board meetings as a non-voting participant.



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**Article 9: Execution of Instruments, Deposits, and Funds**

**9.1 Execution of Instruments**

The Board, except as otherwise provided in these bylaws, may authorize any officer or agent of the Chorale to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chorale, and such authority may be general or confined to specific circumstances. Unless so authorized, no officer, agent or employee except as provided in Article 6, Section 6, shall have any power or authority to bind the Chorale by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

**9.2 Checks and Notes**

Except as otherwise specifically determined by resolution of the Board, as provided in Article 9, Section 1, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Chorale shall be signed by two signatories holding a position of office; the President, Vice-President, Treasurer, and/or Secretary.

**9.3 Deposits**

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

**9.4 Gifts**

The Board may accept on behalf of the Chorale, any contribution, gift, bequest, or device of the general purpose, or for any special purpose of the Chorale.

**9.5 Compensation**

The Board shall annually approve compensation for the Director, the accompanist who assists in preparing all concerts, and the various orchestral groups selected by the Director to perform in concerts.

- Compensation for the Director shall be in a manner mutually agreeable to the Board and the Director.
- Compensation for the accompanist and orchestral groups shall be approved by the Board in the annual budget.

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**Article 10: Chorale Records and Reports**

**10.1 Meeting Minutes**

The Chorale shall maintain minutes of all meetings of the Board. Such minutes shall record the time and place of the meeting, whether regular or special, and if special how authorized, notice thereof given, names of the Board members present, number of members present at the membership meetings, the proceeding thereof, recording all conclusions reached and decisions made and the reasons, if appropriate, motions passed and votes taken.

**10.2 Books of Account**

The Chorale shall keep and maintain adequate and correct accounts of the Chorale's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

**10.3 Records Available to Assessor**

On request of an assessor, the Chorale shall make available, at the office of the Chorale mutually acceptable to the assessor and the Chorale, a true copy of business records relevant to the amount, cost, and value of property subject to local assessment, which it owns, claims, possesses, or controls in the country.

**10.4 Inspection of Record by Members of the Board and Chorale Membership**

All books of account, physical properties of the Chorale, and minutes of meetings of the Board and its committees, shall be available for inspection on demand of any member of the Board and on the written demand of any member of the Chorale, at a time and place mutually agreeable to the requestor and the custodian of the records, and for a purpose related to the interests of the Chorale member. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts except for matters of personnel.

**10.5 Annual Report and Financial Statement**

The Board shall provide for the preparation and submission to the members, by the third rehearsal of the concert season, a written annual report, including the Treasurer's financial statement. The financial statement shall contain at least a summary of receipts and disbursements and the current balances.

**10.6 Non-profit Filings**

The Chorale shall make an annual report of non-profit tax filings and Department of Justice reports as necessary and required by law.

**Bylaws of the Yuba Sutter Master Chorale**  
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**Article 11: Bylaws**

**11.1 Effective Date of Bylaws**

These bylaws shall become effective immediately upon their ratification. Amendments to these bylaws shall become effective immediately upon their ratification, unless the Board or members of the Chorale, in ratifying them as hereinafter provided, determine that they are to become effective at a later date.

**11.2 Amendment**

Subject to any provisions of law applicable to the amendment of bylaws of nonprofit chorales, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by one of the two following methods:

By the Membership – At a meeting duly called for the purpose, in accordance with the provisions of Article 4, Sections 2, 3, 4, and 5, the bylaws or their amendments may be adopted by a majority vote of the Chorale membership.

**11.3 Certification and Inspection**

The original or true copy of these bylaws as amended or otherwise altered to date, certified by the Secretary of the Chorale, shall be recorded and kept by the Secretary, and shall be open to inspection by the membership at rehearsals, general meetings, and meetings of the Board.

**Bylaws of the Yuba Sutter Master Chorale**  
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**Article 12: Prohibition of Sharing Chorale Assets**

No member, member of the Board, officer, agent, employee or other person connected with the Chorale, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Chorale, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Chorale in effecting any of its purposes, as shall be fixed by resolutions of the Board, and no such person shall be entitled to share in the distribution of, and shall not receive, any of the Chorale assets on dissolution of the Chorale.

All members of the Chorale shall be deemed to have expressly consented and agreed that upon the dissolution of the Chorale, its assets remaining after payment, or provision of payment for, all debts and liabilities of the Chorale, shall be distributed to another non-profit organization or public body, as shall be determined by the Board, for the benefit of the people whom that organization or public body serves.

**Article 13: Distribution of Income and Prohibited Transactions**

Notwithstanding any other provision in these bylaws, the Chorale shall be subject to the following limitations and restrictions:

- The Chorale shall not distribute its income for each taxable year at such time and in such a manner as to not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954.
- The Chorale shall not engage in any act of self-dealing, as defined in section 4941(d) of the Internal Revenue Code of 1954.
- The Chorale shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1954.
- The Chorale shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954.
- The Chorale shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1954.

**Article 14: Construction**

As used in these bylaws:

- The present tense includes the past and future tenses, and the future tense includes the present.
- The singular number includes the plural, and the plural number includes the singular.
- The word *shall* is mandatory, and the word *may* is permissive.
- The gender reference “his, him, or he” shall refer to all genders.

**Bylaws of the Yuba Sutter Master Chorale**  
**Working Copy: August 9, 2017**

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Mark Tyler  
President of the Board

X

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Tracy Leighton  
Vice President of the Board

X

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Elizabeth Goodlin-Tyler  
Treasurer of the Board

X

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Daphanne Peters  
Secretary of the Board

X

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Jeff Hinkle  
Member of the Board

X

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Carolyn Iversen  
Member of the Board

X

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Chris McLain  
Member of the Board

X

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Sue Seropian  
Member of the Board

X

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Gunnar Reiersen  
Member of the Board

X

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Date of Ratification