

1BYLAWS OF THE MCDONOUGH CHORAL SOCIETY

I. PURPOSE

The purpose of the McDonough Choral Society is to provide the residents of McDonough County and surrounding communities an opportunity to perform and promote choral music for the benefit of the community and region within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

The McDonough Choral Society is dedicated to the following principles:

- A. Nurturing choral music and its inspirational appeal;
- B. Cultivating public interest in choral music; and
- C. Instilling in its members a spirit of dedication and a desire to excel.

II. MEMBERSHIP IN THE MCDONOUGH CHORAL SOCIETY

- A. The McDonough Choral Society shall be open to all residents of McDonough County and the surrounding region who subscribe to the purpose and principles of the organization.
- B. In order to maintain membership status a chorus member must:
 - 1. Attend rehearsals regularly as required by the Music Director, in accordance with Section VI. C and D of these bylaws; and
 - 2. Perform in all scheduled concerts, unless excused by the Music Director.

III. FISCAL YEAR AND CORPORATE STATUS

The Fiscal Year of the McDonough Choral Society will be July 1 to June 30. The McDonough Choral Society is a not-for-profit corporation. Upon the liquidation or dissolution of the organization, whether voluntary or involuntary, or whether by operation of law, all of the assets of the organization shall be transferred to an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code. None of the property of the organization or any proceeds thereof shall be distributed or divided among any of the members of the organization.

IV. CONCERT SEASON

Two performances are anticipated each concert season, one in the fall and one in the spring. Performance and rehearsal schedules shall be established in conformance with the fall and spring academic semesters of Western Illinois University, and the two semesters shall constitute a concert season.

V. DUES

There shall be no dues.

VI. PERFORMANCE PARTICIPATION REQUIREMENTS

To participate in any McDonough Choral Society performance an individual must:

- A. Be a member in good standing;
- B. Be punctual for all rehearsals;
- C. Be absent from no more than three (3) rehearsals per semester;
- D. Be present for the dress rehearsal and at least two of the three rehearsals immediately preceding the dress rehearsal for each concert; and
- E. Wear required concert attire

VII. MUSIC DIRECTOR

The Music Director will have the following responsibilities:

- A. Selection of music for each performance in consultation with the Board of Directors;
- B. Interpretation of music;
- C. Scheduling and logistics of rehearsals and performances;
- D. Selection and engagement of accompanist;
- E. Selection and engagement of soloist(s);
- F. Selection and engagement of orchestral musicians as needed for each concert;
- G. Final determination of the performing membership for each performance;
- H. Serving as a member of the Board of Directors;
 - I. Oversight of program design coordination, program notes and printing; and
 - J. Oversight of the writing and submission of grant proposals.

VIII. REHEARSAL ACCOMPANIST

The Rehearsal Accompanist shall be appointed by the Music Director with the approval of the Board of Directors, and shall be under the supervision of the Music director.

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IX. BOARD OF DIRECTORS

- A. Responsibilities and Duties

The Board of Directors of the McDonough Choral Society shall be responsible for the total management and operation of the Society. The Board shall have the authority to make and enforce rules and policies, provided such rules and policies are not in direct conflict with any provision of these bylaws. Each board member shall discharge his or her duties in good faith, with the care which an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes to be in the best interest of the organization.

Pursuant to these responsibilities and duties, the Board of Directors shall:

1. Hold regularly scheduled and special meetings as stipulated in Section IX.D of these bylaws; and
2. Promote the well being of, and act as goodwill ambassadors for the McDonough Choral Society.

B. Board of Directors Personnel

The Board of Directors shall be comprised of nine members, including the following:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Music Director
6. Four Member(s) at Large
7. Honorary Member(s) (non-voting)

Each Board member, with the exception of Honorary members, shall serve a term of three years, renewable successively by a majority vote of the Board. If necessary, a Board member may be replaced or a Board position may be eliminated, as described in Section X.B of these bylaws.

C. Quorum for meetings

A simple majority of the voting Board members will constitute a quorum. Any meeting conducted without a quorum will not be an official meeting and the proceedings thereof will be considered to consist only of discussion.

D. Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be scheduled at least once per semester, or as deemed necessary. Special meetings of the Board may be called by the President or the Music Director at their discretion. At the request of two or more Board members, a special meeting must be called by the President or Music Director. Special meetings may be held by telephone, computer, or other current and applicable communications methodology.

X. ELECTED OFFICERS

A. Election of Officers

Officers of the McDonough Choral Society shall be elected by the Board of Directors. Nominations may be made by any Board member, and suggestions for nominations may also be accepted or solicited from any chorus member in good standing. Each officer will serve until he or she is replaced or his/her office is eliminated, as described in Section X.B of these bylaws.

B. Term of Office

A Board member may be appointed, replaced, or his/her office may be eliminated, with the approval of a majority vote of the Board of Directors. Reasons for replacement include, but are not limited to, resignation, death, or recommendation by a majority of the Board of Directors.

C. Eligibility to Hold Office

Each person nominated to hold office shall be a member in good standing and shall have agreed to serve. To be eligible to serve as President, a person must have two years of prior service on the Board of Directors. This service need not have been consecutive, nor must the person be serving on the Board of Directors at the time of his or her nomination. If necessary, the Board may waive these requirements by majority vote.

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D. Duties and Responsibilities of Each Officer

The President of the Board of Directors shall:

1. Preside at Board meetings;
2. Notify Board members of scheduled and special meetings;
3. Serve as *ex officio* member of all committees; and
4. Engage legal advice and assistance in order to oversee compliance with the State of Illinois and Internal Revenue Service requirements

concerning nonprofit corporation status, tax-exempt status, and solicitation of contributions.

The Vice President of the Board of Directors shall:

1. Preside at meetings in the absence of the president or when appointed by the president; and
2. Oversee marketing and advertising activities, including program ad sales, sponsor solicitations, media announcements, and other fund raising activities approved by the board.

The Secretary of the Board of Directors shall:

1. Record and maintain minutes of board and membership meetings;
2. Maintain MCS correspondence;
3. Maintain records of sponsorships, including correspondence and notifications;
4. Oversee the maintenance of a chorus members database;
5. Certify and maintain current bylaws and amendments thereto;
6. Oversee annual review of bylaws, and recommend changes as appropriate; and
7. Provide written agendas and minutes of previous meetings for all scheduled and special board meetings.

The Treasurer of the Board of Directors shall:

1. Manage all financial activities;
2. Make bank deposits and write checks as appropriate; and
3. Provide written financial reports for all scheduled board meetings and as requested by the President.

XI. FINANCE

- A. Only the President, the Treasurer, or the Music Director may sign checks or contracts.
- B. All expenditures must be reported to the Board of Directors at the first Board meeting following each expenditure.

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XII. STANDING COMMITTEES

The President may appoint committees as needed for the orderly operation of the McDonough Choral Society. The President shall appoint the Chairperson of any committee so established.

XIII. BYLAWS AMENDMENTS

The Bylaws may be amended at any time with the approval of the Board of Directors.

XV. RULES

All meetings of the McDonough Choral Society Board of Directors shall be conducted according to Robert's Rules of Order, Newly Revised, unless said rules are in conflict with the provisions of these bylaws.