

***THE***  
***DEER CREEK CHORALE***

**CONSTITUTION**  
**AND**  
**BY-LAWS**

**Approved: February 28, 2013**

**Amended: April 3, 2013**

***Deer Creek Chorale, Incorporated***

## **MISSION STATEMENT**

The Deer Creek Chorale was established to provide an opportunity for choral artistry, community service and personal enrichment. The Chorale seeks to develop the potential of singers at all levels of experience.

## **CONSTITUTION**

### **ARTICLE I. NAME**

The name of this association shall be DEER CREEK CHORALE, hereafter referred to as DCC.

### **ARTICLE II. OBJECTIVES**

The objectives of DCC shall be:

- A. To develop the potential of singers of multiple generations.
- B. To serve in various ways to help meet the needs of our community, both at home and abroad.
- C. To honor the time given to the organization by its members and officers by conducting meetings and rehearsals that begin and end as posted, are concise, engaging, and uplifting.
- D. To present a minimum of two major public concerts annually.
- E. To have a small choral ensemble, the Chamber Choir, as an extension of DCC to help carry out further the mission of the organization.
- F. To operate as a non-profit organization in compliance with section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE III. MEMBERSHIP**

- A. Singing Members shall be those persons meeting the requirements for such membership as set forth in the By-Laws, and whose dues have been received by the Treasurer.
- B. Associate Members shall be those persons meeting the requirements for such membership as set forth in the By-Laws.

### **ARTICLE IV. MEETINGS**

There shall be an annual meeting in the spring of each year for election of officers and directors and other business as provided in the By-Laws.

### **ARTICLE V. AMENDMENTS**

The Constitution may be altered or amended either in whole or in part at any meeting of DCC at which a quorum is present by the affirmative vote of at least two-thirds (2/3) of the members present. Notice of the meeting and of its purpose shall be given in writing not more than (40) days or less than (10) days prior to the meeting.

## **BY-LAWS**

### SECTION I MEMBERSHIP

#### A. Singing Members

1. Individuals over the age of 15 who desire to sing in the chorus. Younger individuals may be considered on an individual basis.
2. Singing Members shall pay membership dues and purchase their own music as provided by DCC.
3. Singing Members are expected to comply with the expectations and policies set forth in the Membership Agreement.
4. Singing members are eligible to audition for the Chamber Choir when positions are available, and will comply with the expectations and policies set forth by the Chamber Choir Membership Agreement.

#### B. Associate Members

1. Individuals who do not perform with DCC but desire to be a part of the organization to offer support and/or assistance.
2. (Further definition will be developed by the Membership Committee)

### SECTION II BOARD OF DIRECTORS

- A. The management of the affairs and property of DCC shall be conducted by and shall be invested in a Board of Directors (hereafter referred to as Board), which shall decide all questions of general policy and administration of DCC, financial and otherwise, and to which all committees shall report.
- B. The Board shall see that the provisions of the Constitution and By-Laws, and other rules and regulations established by the Board are fully carried out.
- C. The Board shall have the authority to hire employees of DCC, fix their compensation, and conduct an annual review for each employee. The Board will provide a contract and job description for each employee.
- D. The Board shall create and maintain a strategic plan to provide direction for the sustainability and growth of DCC.
- E. The Board shall conduct an annual meeting of DCC in the spring of each fiscal year. At this meeting the Board shall submit a report of the condition of DCC, both financial and otherwise, and of the operations, activities, and accomplishments of DCC since the previous annual meeting. The strategic plan shall also be presented and reviewed at the annual meeting.
- F. The Board shall approve an operating budget for the coming year by June 30th of the current year.
- G. The Board shall review the artistic and administrative aspects of each major concert with the artistic and assistant directors at the first Board meeting following that concert.

- H. The Board shall require written reports from each committee one (1) week prior to each meeting.
- I. Meetings of the Board of Directors
  - 1. The Board shall meet at least six (6) times annually. Additional meetings may be called at the discretion of the President.
  - 2. The Secretary shall give written notice at least ten (10) days in advance of the meetings.
  - 3. Emergency meetings may be called at the discretion of the President.
  - 4. A simple majority of the total current membership of the Board shall constitute a quorum for the transaction of business
  - 5. If no quorum is achieved at two (2) consecutive meetings, the Executive Committee shall have full authorization to conduct the business of the Board of Directors.
- J. Election, Term of Service, and Responsibilities of Board Membership
  - 1. The Board shall consist of 15 members of DCC in good standing, of which at any time no less than eight (8) shall be Singing Members.
  - 2. Members of DCC shall be elected to existing Board vacancies by the general membership of DCC at its annual meeting having been nominated by a Nominating Committee named for this purpose by the President. Nominations may also be made from the floor at the annual meeting provided the member being nominated consents.
  - 3. The term of service on the Board is two (2) years, and no member shall be elected to serve more than two (2) consecutive terms, not counting terms served in the positions of President, Vice-President, or Treasurer.
  - 4. Newly elected Board members shall assume responsibilities at the beginning of the new fiscal year (July1).
  - 5. If a mid-term vacancy occurs on the Board, a majority of the remaining members of the board shall have power to appoint a DCC member to fill the vacancy.
  - 6. Any member of the Board who is absent from three (3) Board meetings in a fiscal year may be requested by the Executive Committee to submit his/her resignation.
  - 7. Board members must serve on at least one standing committee.

### SECTION III EXECUTIVE COMMITTEE

- A. The Executive Committee shall consist of the Officers.
- B. At all meetings of the Executive Committee, a simple majority shall constitute a quorum.
- C. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise, all the powers of the Board in the management and affairs of DCC consistent with its By-Laws. A full and accurate report of all its actions and proceeds

shall be kept and reported to the Board of Directors for approval and may be subject to repeal or amendment at its next meeting.

- D. The Executive Committee shall meet at the call of one or more of the Executive Committee members. The Secretary shall give written notice to each Executive Committee member at least five (5) days in advance of the meeting.

#### SECTION IV. OFFICERS

- A. The Officers shall be:
1. President
  2. Vice-President
  3. Treasurer
  4. Secretary
- B. Officers shall be nominated from the membership of the Board of Directors by a Nominating Committee named for this purpose by the President. Nominees for all offices must have at least one (1) year of service as a member of the Board of Directors.
- C. The President, Vice-President, and Treasurer shall be elected by the general membership of DCC at the annual meeting for a term of two (2) years. (Amended 4/3/13). The Secretary shall be appointed by the Board, after the annual meeting, from the nominees for that office.
- D. If an Officer resigns from the position during the year, the Board of Directors shall have the power to fill the vacancy for the remainder of the term.
- E. All officers shall provide the Secretary with a written year-end report.
- F. Duties of the Officers
1. The President shall:
    - a. Be responsible to the Board of Directors to oversee the overall operations of DCC.
    - b. Preside over all meetings of the Board of Directors and the Executive Committee.
    - c. Prepare an agenda for each Board meeting.
    - d. Research grant opportunities and if obtained, help with the preparation of annual grant applications with the assistance of the Executive Committee.
    - e. Seek financial support with the assistance of the Development Committee Chair, and Artistic Director.
    - f. Work with the Artistic Director and Membership Committee in recruiting members.
    - g. Appoint Committee Chairs.
    - h. Serve ex-officio on all committees.

2. The Vice-President shall:
  - a. In the absence of the President, have all the powers and perform all the duties of the President.
  - b. Serve as Chair of the Development Committee.
  - c. Assist President in the recruiting, selection, and training of new Board members
3. The Treasurer shall:
  - a. Keep an account of all receipts and disbursements of DCC.
  - b. Pay bills rendered against DCC with the approval of the President or the Vice-President.
  - c. Pay the employees and contractors.
  - d. Work with Concert Committee as it contracts rehearsal/concert facilities, guest artists, musicians, and other needs as authorized by the Board.
  - e. Prepare an annual financial statement for external review.
  - f. Assist President in researching grant opportunities and preparing annual grant applications.
  - g. Arrange for liability insurance when required.
  - h. Prepare a financial statement for each regularly scheduled meeting of the Board of Directors.
  - i. Serve as a member of the Development Committee which is responsible for preparing a budget for the upcoming fiscal year and submitting it to the Board of Directors for approval.
4. The Secretary shall:
  - a. Keep and record the minutes of all meetings of DCC, the Board of Directors and the Executive Committee.
  - b. Receive and file the written year-end reports from the Officers and various Standing Committees.
  - c. Give notice of the time and place of the Board of Directors and Executive Committee meetings as provided in the By-Laws.
  - d. Assist President in researching grant opportunities and preparing annual grant applications.
  - e. Perform such other duties as shall be assigned by the Board.

#### SECTION V. EMPLOYEES

- A. The Board of Directors shall contract for the services of an Artistic Director, Assistant Director, and Accompanist.

- B. The responsibilities of the Artistic Director shall be:
1. Be available for rehearsals, dress rehearsals, and concerts of the Chorus as set forth in the signed agreement.
  2. Select and prepare the music for concerts and rehearsals, after taking into consideration any suggestions made by members of DCC.
  3. Present the program for the upcoming year to DCC at the annual meeting.
  4. Submit candidates for Accompanist and Assistant Director to the Board of Directors for approval.
  5. Conduct auditions for soloists and instrumentalists who wish to try-out for such positions, from within the group. Should a soloist instrumentalist, guest conductor, guest clinician need to be hired from outside the group, select such person(s) within the budgetary limits and with prior approval of the Board.
  6. Rehearse such soloists and instrumentalists.
  7. Manage and direct the activities of the Chamber Choir.
  8. Assist Concert Committee Chair in the selection of the place and date of all concerts and in the physical set-up of the concert.
  9. Prepare or delegate the preparation of program notes for each printed program.
  10. Serve as an ex-officio member of the Board of Directors and the Executive Committee.
  11. Participate in an annual evaluation with the Board designated reviewer.
- C. The responsibilities of the Assistant Director shall be:
1. Upon recommendation to the Board of Directors by the Artistic Director, an Assistant Director may be employed to fulfill the following duties.
  2. Call the Chorus to order at practice sessions with emphasis placed on starting on time.
  3. Arrange for necessary equipment for rehearsals and concerts.
  4. Prepare a seating plan for rehearsals.
  5. Assist the Artistic Director by organizing Singing Members prior to entry on stage for all concerts.
  6. A go-to and/or contact person for all Singing Members.
  7. Other responsibilities and/or duties as assigned by the Artistic Director or President to assist with rehearsals, concerts, and other operations of DCC..
  8. Serve as an ex-officio member of the Board of Directors and the Executive Committee.
  9. Chair the Concert Committee.
  10. Participate in an annual evaluation with the Board designated reviewer.
  11. Substitute for the Artistic Director as needed.

D. The responsibilities of the Accompanist shall be:

1. The Accompanist shall be available for rehearsals, dress rehearsals, and concerts of the Chorus as set forth in the signed agreement.
2. Participate in the annual evaluation with the Board designated reviewer.

SECTION VI. STANDING COMMITTEES

The following are Standing Committees of DCC. At the first meeting of the Board of Directors, the President shall appoint from the members of the Board of Directors 4 (four) committee chairs for the ensuing year.

A. Concert Committee

1. The Assistant Director shall chair this committee.
2. A Librarian will be appointed by the Board to serve on this committee.
3. The Concert Committee shall:
  - a. Work with the Artistic Director and Treasurer to arrange for and obtain contracts for rehearsal, concert facilities, and other musicians.
  - b. Be responsible for the storage of any sheet music, scores, and audio/visual material which are the property of DCC.
  - c. Prepare a rehearsal seating plan.
  - d. Maintain a record/inventory of all music performed.
  - e. Coordinate with the Membership and Recruitment Chair to distribute music to members and collect money to be turned over to the Treasurer.
  - f. Arrange for set-up and take-down of risers, chairs, podium, music stands, decorations, floral arrangements (if required), and any other needed equipment for the concerts and the rehearsals at the concert facility.
  - g. Arrange for persons to sell and collect tickets, give out programs, and usher at concerts.
  - h. Coordinate and prepare for publication the contents of printed materials as required, including, but not limited to, concert programs (including program notes), brochures, posters, flyers, and tickets.
  - i. Make arrangements for recording of concerts.
  - j. Arrange for reproduction of concert and practice cd's/dvd's.
  - k. Supervise production and distribution of learning files.
  - l. Submit all monies collected from tapes to the Treasurer.
  - m. Submit a written report after each meeting to the Board for approval before action and to the Secretary for inclusion in the minutes.
  - n. Submit a written year-end report to the Secretary by July 31st.

B. Development Committee

1. Membership will include the Treasurer.

2. The Development Committee shall:
  - a. Assist the President in seeking financial support.
  - b. Arrange for advertisements for the concert programs with assistance from the general membership and submit to the appropriate people.
  - c. Plan and supervise all fund raising events including at least one (1) major event per fiscal year.
  - d. Locate international or local community, charity or outreach projects.
  - e. Submit all monies earned by category to Treasurer.
  - f. Research and submit applications for grant opportunities.
  - g. Under the leadership of the Treasurer, prepare a budget to be presented to the Board of Directors before May 31st.
  - h. Submit a written report for each meeting to the Board for approval before action and to the Secretary for inclusion in the minutes.
  - i. Submit a written year-end report to the Secretary by July 31st.

C. Membership Committee

The Membership Committee shall:

1. Provide a Membership Agreement to Singing Members that state expectations for membership.
2. Work with the Treasurer to collect monies for dues and music from Singing Members.
3. Arrange for name tags.
4. Obtain names and contact information from all members, create and publish a Membership Directory, and maintain its accuracy.
5. Send notification of new season start-up to all Singing Members.
6. Seek, recruit, and enroll new members.
7. Arrange for social functions such as Christmas Party and receptions.
8. Arrange for sending flowers and cards to Singing Members when necessary, and annual meeting.
9. Welcome new members, visitors and guests.
10. Oversee the scholarship fund.
11. Submit a written report for each meeting to the Board for approval before action and to the Secretary for inclusion in the minutes.
12. Submit a written year-end report to the Secretary by July 31st.

D. Marketing and Public Relations Committee

The Marketing and Public Relations Committee shall:

1. Work with web manager to maintain website and update content.

2. Manage all social media.
3. Arrange for the mailing and/or distribution of all communication to mailing list.
4. Submit articles to newspapers and other publications in appropriate time frame for publication.
5. Submit spot announcements to radio station three (3) weeks in advance of the concerts.
6. Make appointments for interviews on radio for the Artistic Director, the President, and/or others as appropriate.
7. Prepare flyer for notification of the Winter and Spring Concerts and arrange for mailing of same to all Singing Members and Contributors.
8. Coordinate the contents of all printed materials with the Board.
9. Submit a written report for each meeting to the Board for approval before action and to the Secretary for inclusion in the minutes.
10. Submit a written year-end report to the Secretary by July 31st.

#### SECTION VII. GENERAL PROVISIONS

- A. The fiscal year of DCC shall begin with the first day of July in each year and terminate with the thirtieth day in June.
- B. The season for DCC shall begin late-September and end early May after the Spring Concert and consist of two (2) semesters; one ending after the Winter Concert and the other beginning in late-January.

#### SECTION VIII. AMENDMENTS

- A. The Board of Directors of this Corporation shall have the power to make, adopt, alter amend and repeal the By-Laws provided such action is consistent with the Constitution, or with its charter, or with the laws of the United States of America, or the State of Maryland, by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors present and voting, at any meeting. Due notice of the purpose of the meeting having been given to all members of the Board ten (10) days prior to the date set. Meetings to consider amendments may be called at the written request of three (3) members of the Board or of twenty (20) members of DCC, for which meeting the Secretary shall give written notice mailed to each of the members of the Board at least ten (10) days in advance of the meeting.
- B. All changes in the By-Laws made by the Board of Directors shall be subject to the power of the members of DCC to change or repeal such action.
- C. In the event of dissolution of the Deer Creek Chorale, the net assets of the organization shall be distributed as follows:
  1. All liabilities and obligations shall be paid, satisfied, and discharged or adequate provisions shall be made thereof.

2. All remaining assets shall be transferred to any non-profit corporation with similar purposes as determined by the Board.