

***THE
DEER CREEK CHORALE***

**CONSTITUTION
AND BY-
LAWS**

Approved: April 20, 2017

Amended: May 7, 2019

Amended: June 26, 2023

Deer Creek Chorale, Incorporated

The Deer Creek Chorale does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status in any of its activities or operations. These activities include, but are not limited to hiring and firing of staff,

selection of volunteers and vendors, membership selection and provision of services. We are committed to providing an inclusive and inviting environment for all members of our staff, volunteers, sub-contractors, vendors, and clients.

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

- A. The name of this association shall be DEER CREEK CHORALE, hereafter referred to as DCC.
- B. The DCC is an incorporated 501(c)(3) non-profit organization.
- C. The fiscal year is August 1 to July 31.

ARTICLE II ARTICLES OF INCORPORATION

The powers of the Corporation shall be subject to the following terms, provisions, and limitations:

A. To the maximum extent that limitations on the liability of directors and officers are permitted by the Maryland General Corporation Law and the Code, as from time to time amended, no director or officer of the Corporation shall have any liability to the Corporation for money damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the Corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's charter inconsistent with this paragraph, shall apply to or affect in any respect the liability of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal, or adoption.

B. To the maximum extent permitted by the Maryland General Corporation Law and the Code, as from time to time amended, the Corporation shall indemnify its currently acting and former directors against any and all liabilities and expenses incurred in connection with their services in such capacities; shall indemnify its currently acting and former officers to the full extent that indemnification shall be provided to directors; and may indemnify its employees and agents

and persons who serve and have served, at its request, as a director, officer, partner, director, employee, or agent of another corporation, partnership, joint venture, or other enterprise. The Corporation shall, also to the same extent, advance expenses to its directors, officers, and other indemnified persons, if any, and may by Bylaw, resolution, or agreement make further provision for indemnification of directors, officers, employees, and agents. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's charter inconsistent with this paragraph, shall apply to or affect in any respect the indemnification of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal, or adoption.

BYLAWS

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. Provide and enhance arts opportunities in our region.
- D. To present public concerts.
- E. To serve as the parent organization for additional ensembles and other subgroups including, but not limited to the Deer Creek Chamber Choir and Deer Creek Youth Choir.
- F. To operate as a non-profit organization in compliance with section 501(c)(3) of the Internal Revenue Code, consistent with COMAR.

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 for the current fiscal year.
- B. Associate Members shall be those persons meeting the requirements for such membership as set forth in the By-Laws.

ARTICLE IV. MEETINGS

- A. There shall be an annual meeting in the spring of each year for affirmation of officers and directors and other business as provided in the By-Laws.
- B. Additional meetings may be called by the Board of Directors as needed.
- C. All meetings are open to all members. The Board may adjourn and then reconvene into Executive Session to discuss confidential issues.

ARTICLE V. AMENDMENTS

The Constitution may be altered or amended either in whole or in part at any DCC Board meeting 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 not more than (40) days or less than (10) days prior to the meeting.

BY-LAWS

SECTION I MEMBERSHIP

A. Singing Members

1. Individuals shall submit a membership application for acceptance by the director(s) of the appropriate ensemble/sub-group in accordance with the ensemble/sub-groups established policies and procedures.
2. Singing Members shall pay membership dues and music fees for the current fiscal year.
3. Singing Members are expected to comply with the expectations and policies set forth in the Membership Agreement.

B. Associate Members

1. Associate members are non-singing individuals who desire to be a part of the organization to offer support and/or assistance. Associate members are not required to pay dues since they provide “in-kind” pro bono services; however, they are expected to contribute financially to the DCC annual campaign.
2. Associate members may serve on the DCC Board or Advisory Board.
3. The Advisory Board members are individuals who provide specific expertise and counsel to the DCC Board on an “as needed” basis.
There are no term limits for members of the Advisory Board.

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 implemented.
- 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 shall 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 directors and assistant directors at the first Board meeting following that concert.

- H. Election/Appointment and Term of Service
 - 1. The Board shall consist of at least 10 and no more than 15 members of DCC in good standing, of which at any time no less than 1/2 shall be Singing Members.
 - 2. Prospective members of the DCC Board shall be presented for affirmation 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 Past-President, President, President-Elect, Secretary, or Treasurer. The term for Past-President will be at least one (1) year.
4. Newly elected Board members shall assume responsibilities at the beginning of the new fiscal year (August 1).
5. Should a Board Member resign in the middle of his/her term or there is a need for more members, the Board can nominate and appoint a successor to fill the position with a majority approval. Board Members appointed in the middle of a term will count the fiscal year in which they were appointed as their first year, and the following year their second.
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.

I. Expectations of Board Members

1. Board members shall serve on at least one standing committee.
2. Board members shall make a financial contribution to the annual campaign.
3. Board members shall attend DCC functions.
4. Board members shall serve as ambassadors to the membership and community.
5. Board members shall be responsible for recruiting replacements to serve on the Board.

J. Meetings of the Board of Directors

1. The Board shall meet at least 6 times annually. Additional meetings may be called at the discretion of the President.

2. A simple majority of the total current membership of the Board shall constitute a quorum for the transaction of business.
3. 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.

SECTION III. OFFICERS

- A. The Officers shall be:
 1. President
 2. President-Elect
 3. Treasurer
 4. Secretary
- B. Officers shall be nominated by a Nominating Committee named for this purpose by the President.
- C. Officers shall be presented for affirmation for a term of two (2) years by the general membership of DCC at the annual meeting.
- D. If the Secretary, Treasurer, or President-Elect should resign in the middle of a term, the board must appoint an interim officer from within the board to complete the term's remainder. The interim officer is not obligated to begin a full, official term following the interim term, but can do so if nominated and elected per protocols named in this section. If the President should resign in the middle of a term, the President-Elect will complete the President's term before beginning his or her own term.
- E. Duties of the Officers
 1. The President shall:
 - a. Provide leadership and direction for the overall operation of DCC.

- b. Be responsible to the Board of Directors to oversee the overall operations of DCC.
 - c. Preside over all meetings of the Board of Directors and the Executive Committee.
 - d. Prepare an agenda for each Board meeting.
 - e. Appoint committee chairs and ensure each committee fulfills its assigned duties.
 - f. Serve ex-officio on all committees.
 - g. Continue to serve as Past-President for at least 1 year as a mentor to the President and member of the Executive Committee.
2. The President-Elect shall:
- a. Succeed the office of President upon the conclusion of the outgoing President's term.
 - b. In the absence of the President, have all the powers and perform all the duties of the President.
 - c. Serve as chair of a committee as determined by the President.
 - d. 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 President-Elect.
 - 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. These minutes shall be disseminated to Board members in a timely manner.
 - b. Receive and file the written year-end reports from the chair of each Standing Committee.
 - c. Assist in preparing annual grant applications.
 - d. Oversee the maintenance and type of various contact lists.

SECTION IV. EXECUTIVE COMMITTEE

- A. The Executive Committee shall consist of the Officers and Past President.
- B. The Executive Committee, when all attempts have been made to involve the Board of Directors, 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 shall be provided to the Board of Directors and may be subject to repeal or amendment.
- C. At all meetings of the Executive Committee, a simple majority shall constitute a quorum.

- D. The Executive Committee shall meet at the call of one or more of the Executive Committee members.

SECTION V. CONTRACTED SERVICES

- A. The Board of Directors shall contract for the services of :
 - 1. Artistic staff, e.g. Artistic Director, Assistant Director, and Accompanist.
 - 2. Other services as needed.
 - 3. The Board of Directors shall employ staff as needed.

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 shall 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 shall 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

- 1. The Membership Committee shall:
 - a. Provide a Membership Agreement to Singing Members that state expectations for membership.
 - b. Work with the Treasurer to collect monies for dues and music from Singing Members.
 - c. Arrange for name tags.
 - d. Obtain names and contact information from all members, create and publish a Membership Directory, and maintain its accuracy.
 - e. Send notification of new season start-up to all Singing Members.
 - f. Seek, recruit, and enroll new members.
 - g. Arrange for social functions such as Christmas Party and receptions.
 - h. Arrange for sending flowers and cards to Singing Members when necessary, and annual meeting.
 - i. Welcome new members, visitors and guests.
 - j. Oversee the scholarship fund.
 - k. Submit a written report for each meeting to the Board for approval before action and to the Secretary for inclusion in the minutes.
 - l. Submit a written year-end report to the Secretary by July 31st.

D. Marketing and Public Relations Committee

1. The Marketing and Public Relations Committee shall:
 - a. Work with web manager to maintain website and update content.
 - b. Manage all social media.
 - c. Arrange for the mailing and/or distribution of all communication to mailing list.
 - d. Submit articles to newspapers and other publications in appropriate time frame for publication.
 - e. Submit spot announcements to radio station three (3) weeks in advance of the concerts.
 - f. Make appointments for interviews on radio for the Artistic Director, the President, and/or others as appropriate.
 - g. Prepare flyer for notification of the Winter and Spring Concerts and arrange for mailing of same to all Singing Members and Contributors.
 - h. Coordinate the contents of all printed materials with the Board.
 - i. Submit a written report for each meeting to the Board for approval before action and to the Secretary for inclusion in the minutes.
 - j. Submit a written year-end report to the Secretary by July 31st.

E. Personnel Committee

1. The Personnel Committee shall:
 - a. Coordinate the recruitment and interviewing process as staffing needs arise.
Following this process, provide a recommendation to the Board.
 - b. Develop and update annually staff contracts.
 - c. Collaborate with the Board to recommend contracted staff payment rates.
 - d. Work to resolve any contracted staff issues that may arise.
 - e. Conduct annual reviews for appropriate contracted staff.

- f. Collaborate with the other DCC standing committees to determine staffing needs.

SECTION VII. GENERAL AND SUNDRY PROVISIONS

- A. The fiscal year of DCC shall begin with the first day of August in each year and terminate with the last day of July.
- B. The season for DCC shall begin in September and end in May after the Spring Concert and consist of two (2) semesters; one ending after the Winter Concert and the other beginning in January.
- C. All meetings of the Corporation will adhere to the Ethics guidelines in the Policy & Procedure section.
- D. Indemnification

To the maximum extent permitted by the Maryland General Corporation Law and the Internal Revenue Code of 1986, as from time to time amended, the Corporation shall indemnify its currently acting and its former directors and officers and may indemnify its agents and employees to the full extent required by the Charter. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation.

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.

POLICIES AND PROCEDURES

I. ETHICS

It is the policy of the Deer Creek Chorale that its Board members, employees and singers uphold the highest standards of ethics and professional behavior as specified in the Ethics Policy. Should the Ethics Policy be violated, the following Ethics Procedures shall be used to remove the individual from the Deer Creek Chorale.

A. Removal of a Board Member, Employee, or Singer of the Deer Creek Chorale

1. There may be an occasion when a Board member, employee, or singer of the Deer Creek Chorale must be removed from the Board, from employment, from singing and/or from any other capacity in which he or she is representing the DCC. This may occur for one or more of the following reasons:
 - a. failure to carry out his or her particular role as Board member, employee or singer;
 - b. failure to comply with the conflict of interest policy;
 - c. failure to carry out the mission of the Chorale;
 - d. failure to uphold the Ethics Policy; and/or,
 - e. failure to conduct himself or herself in a professional manner that supports the Board's cohesion and mutual trust and the DCC's mission. This means any behavior that is disrespectful or disruptive to the Board, to employees, or to DCC singers and diminishes DCC's mission may be grounds for removal.
2. Should an individual's conduct become an impediment to the effective functioning of the Board or to DCC's mission, the following actions shall occur:
 - a. the President and one other Board member or two Board members as designated shall intervene and initiate one-on-one communication in person or by telephone conversation with the individual to address his or her conduct and request immediate and sustained improvement of the same.

- b. following the request, should there be no sustained improvement in conduct or should there be additional behavior that reflects a continued failure to comply with the Ethics Policy, the individual will be advised in writing that the noted failure to improve such behavior has resulted in his or her request for resignation and that subsequent removal from the Board, from employment, and/or from singing may occur with or without such resignation.
- c. the individual shall also be advised in this letter that the Board shall meet to discuss such matter and will conduct a vote requesting the individual's removal from the Board, from employment or from singing. The individual shall also be advised that removal from the Board, from employment, and/or from singing may not first require the individual's resignation either verbally or in writing.
- d. at the time the letter is sent, each member of the Board shall be advised in a regularly scheduled meeting or in one called for this purpose of the particulars, i.e., the individual's offending conduct, the request for compliance with the Ethics Policy, the noted failure to improve such conduct and the letter advising the individual of the request for resignation and possible removal from the Board, from employment and/or from singing.
- e. a vote for removal shall be taken at this meeting. Removal requires a majority vote of the Board members present and the individual shall be advised in writing if the Board determines removal is necessary.

B. FORM TO BE USED FOR BOARD MEMBERS, EMPLOYEES, AND SINGERS

DEER CREEK CHORALE ETHICS POLICY

It is the policy of the Deer Creek Chorale that its Board members, employees, and singers uphold the highest standards of ethical, professional behavior. To that end, these Board members, employees and singers shall dedicate themselves to carrying out the mission of this organization and shall:

1. Hold paramount the safety, health and welfare of the public in the performance of professional duties.
2. Act in such a manner as to uphold and enhance personal honor, integrity and the dignity of the Deer Creek Chorale.
3. Treat with respect and consideration all persons regardless of race, religion, gender, sexual orientation, maternity, marital or family status, disability, age or national origin.
4. Engage in carrying out Deer Creek Chorale's mission in a professional manner that reflects respect, concern, courtesy and responsiveness.
5. Collaborate with and support Deer Creek Chorale colleagues in carrying out its mission.
6. Act with professional competence, fairness, impartiality, efficiency and effectiveness.
7. Refrain from disrupting meetings or acting in any manner during the course of activities that is destructive, offensive or demoralizing to Deer Creek Chorale colleagues.
8. Accept as a personal duty the responsibility to keep up to date on emerging issues of the Deer Creek Chorale and its Board of Directors.
9. Respect the structure and responsibilities of the Board of Directors, provide them with facts and advice as a basis for making their policy decisions, and uphold and implement policies adopted by the Board of Directors.
10. Keep the Deer Creek Chorale community informed about issues that affect it.
11. Conduct organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.
12. In accordance with 501(c)(3) rules and regulations, exercise whatever discretionary authority provided under the law to carry out the mission of the organization.
13. Demonstrate the highest standards of personal integrity, truthfulness, and honesty in all Deer Creek Chorale activities in order to inspire confidence and trust in such activities.
14. Avoid any interest or activity that is in conflict with the conduct of official duties.
15. Respect and protect confidential information to which there may be access in the course of official duties.

I have read and understand the Ethics Policy and agree to comply with its standards.

Signature

Date