

STAFFORD REGIONAL CHORAL SOCIETY

BYLAWS

Article 1 – Name

The name of the organization is the Stafford Regional Choral Society, hereafter identified as SRCS.

Article 2 – Purpose

The purpose of the SRCS is to provide a supportive musical outlet for all interested vocal musicians in the Central Rappahannock area, to support the community by producing concerts through the year, and to support the musical education of area youth by raising funds and awarding college scholarships.

Article 3 – Membership

Section 1 – Membership Categories

1. Regular members are individuals who have performed in any concert during the concert year.
2. Associate members are individuals supporting the stated purpose of the SRCS and having paid dues for any concert during the concert year.
3. The concert year begins with the Winter/Christmas concert.

Section 2 – Membership Rights

1. Regular members.
 - a. Are entitled to vote in any and all matters put before the membership during the concert season they are active.
 - b. Are entitled to serve on the Board of Directors (hereafter the Board) or as the chair or a member of any committee.
2. Associate members.
 - a. Are entitled to participate as the chair or a member of any committee.
 - b. In the event a Board member was elected to the Board while a regular member and then becomes an associate member, they may retain their Board membership, but Associate members may not be elected to the Board.
 - c. May vote for the Board if dues are paid for the concert year and they are present at the rehearsal when elections are held.
 - d. The Board is responsible to inform associate members of the election rehearsal via posting to the SRCS website and posting on social media.

Section 3 – Concert Dues

1. SRCS dues shall be set by the Board for each concert season.
2. The membership dues for any concert will include membership in the SRCS through the end of the concert year.

Section 4 – Meetings

1. The President of SRCS shall call at least one general membership meeting during each concert season.
2. The membership shall be presented with the minutes of the previous general membership meeting for review and approval.
3. The membership shall be presented with the most recent budget for review.
4. The membership shall be presented with a treasurer’s report on the current state of SRCS finances.

Article 4 – Board of Directors

Section 1 – Purpose

1. The Board shall be responsible for the day-to-day operations of the SRCS,

Section 2 – Organization

1. The Board shall consist of 5 members voted on as a slate by the membership of the current season concert when the vote is held.
2. Once elected the Board will select the Executive Board by 2/3 vote of the Board members.
3. The officers of the Executive Board shall be elected as follows:
 - a. President
 - b. Vice President
 - c. Treasurer
 - d. Secretary
4. The remaining Board members shall be members-at-large and are not part of the Executive Board.
5. Board members may not receive reimbursement for salary or fees for their work or time commitments provided to SRCS.

Section 3 – Board Meetings

1. Board Meetings are called by the President of the Board and shall be held at least monthly.
2. All members of the Board are expected to attend all Board meetings.
3. Membership shall be notified of the date and location of each Board meeting via email and/or social media not less than 5 days before the meeting is to be held.

4. Special sessions of the Board or Executive Board may be called by the President or $\frac{3}{4}$ of the Executive Board as needed.
5. Special meetings of the Board, or the Executive Board may be requested by the Artistic Director (AD) or Conductor.
 - a. Requests must be submitted in writing to the President not less than 5 days before the proposed meeting date and must include the reason for the meeting.
 - b. The President is obligated to either call a meeting, consult the Executive Board about the request and call the meeting or propose another resolution to the issue, or deny the meeting and propose a resolution to the issue.
6. Current regular and associate members of the SRCS are encouraged to attend regular board meetings.
 - a. If the member wishes to present business at a Board meeting, they must submit an agenda item with the details of their business, in writing to the secretary not less than 4 days in advance of the meeting.
 - b. Regular and associate members may be asked to leave the meeting when moving on to sensitive agenda items.
7. The Artistic Director and Conductor are welcome to attend all regular Board meetings.
8. A quorum of the Board is made up of $\frac{1}{2}$ plus one the number of Board members.

Section 4 – Authority

1. Each member of the Board shall have 1 vote.
2. The action of a $\frac{2}{3}$ majority of the Board present at any official meeting or through any “virtual meeting” held electronically shall be an act of the Board.

Section 5 – Elections

1. Elections for the Board will be held annually during the concert season determined by the current Board.
2. The Board election cannot be held less than 9 months or more than 15 months from the previous election.
3. The current Board is responsible for building the slate of nominees for the next Board as outlined in these by-laws.
4. The slate of members for the Board shall be presented to the regular and associate members not less than 14 days before the election is held.
5. The election will be held prior to the concert performance for the current season.
6. The election will be held at the designated rehearsal during the concert season.
7. The regular and associate members present at the designated rehearsal shall constitute a quorum for election of the Board.

Section 6 – Special Terms

1. Any Board member may resign their position in writing to the President or Vice President of the Board.
2. Vacancies on the Board shall be filled by appointment of the President from the regular membership.
3. Appointed members shall fill the position until the next election.
4. Vacancies in the Executive Board shall be filled with an at-large member of the Board as voted on by the remaining Executive Board members, with the exception that the Vice President automatically becomes President upon removal of the President, for whatever reason.
5. Any member of the Board may be removed by a 3/4 majority vote of the Board.

Article 5 – Officers

Section 1 – Duties and Responsibilities

1. President
 - a. Overall responsible for the business of the SRCS.
 - b. Call and preside at all Board meetings.
 - c. Establish all committees and appoint committee chairs.
 - d. Serve as ex officio member of all committees.
 - e. Be responsible for conflict resolution between Board members, Board members and general members, and any Employee conflicts with members of SRCS.
 - f. Serve as liaison between Artistic Director, Conductor, and the Board.
 - g. Present any guest conductors recommended by the AD to the Board for approval.
 - h. Serve as primary liaison or appoint appropriate liaison with all outside entities conducting business with SRCS.
 - i. Coordinate all aspects of concert production.
 - j. Hold signature authority on all SRCS bank accounts.
 - k. Order an annual review of the SRCS banking accounts.
 - l. Oversee hiring and firing of contractors.
2. Vice President
 - a. Assume the duties of President in the event the President is absent, resigns, or becomes unable to perform their duties.
 - b. Oversee the ways and means functions of SRCS, including fundraising, donations, and sponsorships.
 - c. Oversee the operations of all committees.
 - d. Serve as an advising member of all committees.
 - e. Hold signature authority on all SRCS bank accounts.

3. Secretary

- a. Record and post to website and email choir all general membership meeting minutes within 14 days of the conclusion of the meeting.
- b. Present the general membership meeting minutes at the next meeting of the membership for approval.
- c. Record all Board meeting minutes and Executive Board meeting minutes.
- d. Distribute meeting minutes to Board members not less than 7 days before the next board meeting.
- e. Post meeting announcements to website as required by these by-laws.
- f. Maintain social media postings as requested by the Board, AD and Conductor.
- g. Chair the by-laws review committee, maintain the by-laws, and provide the by-laws to the Board, the AD, the Conductor or any Regular or Associate member when requested.
- h. Distribute emails to the membership when requested.
- i. Maintain SRCS records and files in an electronic format.
- j. Serve as the Parliamentarian.

4. Treasurer

- a. Chair the budget committee.
- b. Prepare the annual budget and present it to the Board for approval.
- c. Present the budget to the membership at each general membership meeting.
- d. Present the treasurer's report on the current status of SRCS accounts at each general membership meeting.
- e. Distribute funds in accordance with the approved budget.
- f. Seek approval from the President or their Executive Board designee for any unbudgeted expenditure over \$250.
- g. Deposit all funds into the designated bank account within 2 days of receipt.
- h. Maintain accounts for all approved forms of electronic payment collection.
- i. Ensure signature authority is maintained on all bank accounts for the Treasurer, President and Vice President.
- j. Reconcile all accounts monthly and provide the President with any reconciliation reports requested.
- k. Ensure appropriate tax paperwork is completed for all hired SRCS Contractors.
- l. File all tax paperwork for SRCS and maintain the appropriate tax records.
- m. Conduct reimbursements.

Article 6 – Committees

Section 1 – Standing Committees

The following standing committees shall be maintained. Each committee shall have a Chair that manages the committee and reports to the Vice President. The chair of each committee shall attend Board meetings as required.

1. Fundraising Committee.
 - a. Chair appointed by the President for each concert season.
 - b. Reports to the Vice President.
 - c. May have as many members as needed.
 - d. Responsible for planning and executing fundraising activities.
2. Sponsorship Committee.
 - a. Chair appointed by the President for each concert season.
 - b. Reports to the Vice President.
 - c. May have as many members as needed.
 - d. Responsible for reviewing sponsorship package level descriptions annually and proposing updates to the Board.
 - e. Responsible for engaging businesses and individuals to seek sponsorship donors.
 - f. Responsible for ensuring the SRCS fulfills the advertising obligations created by the sponsorship.
 - g. Responsible for seeking grants for the SRCS.
 - h. This committee can be run by the Fundraising Committee.
3. Scholarship Committee.
 - a. Chair appointed by the President during the spring concert season.
 - b. Reports to the Vice President.
 - c. May have as many members as needed.
 - d. Develops the scholarship package for the coming year.
 - e. Proposes the list of high schools and other secondary educational facilities and private instructors to include on the distribution list for the year. Present the list to the Board for approval.
 - f. Delivers scholarship packages to schools as approved by the board.
 - g. Responsible for all aspects of running the auditions.
 - h. Reports the results of the auditions to the Board along with the scores and deliberations leading to the rankings.
 - i. Present the scholarship to each winning student at their senior awards ceremony.
 - j. Responsible for scheduling each scholarship winner to perform in a concert with the SRCS in the year following their award.
4. Marketing Committee.
 - a. Chair appointed by the President during the spring concert season.
 - b. Reports to the Vice President.

- c. May have as many members as needed.
- d. Responsible for creating all marketing material for the SRCS.
- e. Responsible for distributing marketing materials for SRCS concerts and other events as directed by the Board.
- f. Responsible for seeking marketing opportunities for SRCS events through all sources (print, radio, online, performance opportunities).

Section 2 – Special Committees

The following special committees shall be established as needed. Each committee shall have a Chair that manages the committee and reports to the Vice President. The chair of each committee shall attend Board meetings as required.

1. Budget Committee.
 - g. Chaired by the Treasurer.
 - h. Stood up annually in time to prepare the budget for the following year.
 - i. Made up of 3 non-Board members in addition to the Treasurer (total of 4).
2. By-laws Committee.
 - a. Chaired by the Secretary.
 - b. Stood up in May of every even year to review the by-laws and prepare any updates or changes for the Christmas season general membership meeting.
 - c. Made up of 3 non-Board members in addition to the Secretary (total of 4).
3. Financial Records Review Committee.
 - a. Annual review of the SRCS financial records. Not an audit.
 - b. The reviewer may be a member of SRCS or a 3rd party not affiliated with SRCS. The reviewer may NOT be a current member of the Board. (It can be the oncoming President or Treasurer.)
 - c. The reviewer will meet with the Treasurer to review the records and report to the Board on their findings.
4. Hiring Committee.
 - a. Made up of the President plus 2 members (can be Board members or general members).
 - b. Stood up when needed to find qualified candidates for the Artistic Director position.
 - c. Responsible for presenting a slate of candidates to the Board.

Article 7 – Contractors

Section 1 – Authority

The Board holds the authority to conduct all functions in relation to the hiring and firing of contractors on behalf of SRCS. The following positions are standing positions. Other positions shall be created at the discretion of the Board.

Section 2 – Regular Contractors

1. Artistic Director (AD)
 - a. The AD will coordinate with the President of the Board on all matters concerning the production of the SRCS year and concert production.
 - b. The AD will establish the theme for all concerts of the club year, and present them to the Board by the July Board meeting.
 - c. The AD is responsible for establishing the procedures and conduct of the choir and other musical ensembles for rehearsals, performances, concerts and other presentations of SRCS. This must be presented to the Board at the August Board meeting.
 - d. The AD will present any updates to the procedures for conduct of the choir and musical ensembles for rehearsals and performances by 1 July to the Board President.
 - e. The AD will establish all responsibilities for contract musicians.
 - f. The AD will recommend guest conductors for concerts.
 - g. The AD will oversee any guest conductors.
 - h. The AD will establish the performance date(s) and time(s).
 - i. The AD will work with the Board to secure the venue.
 - j. The AD will have an annual contract renewal period.
 - k. The AD will receive the contract with specific duties and responsibilities by July 1st of each year.
 - l. The AD will be presented with an annual budget for performance production and may use that money as needed to produce the budgeted number of regular SRCS concerts for the concert year.
2. Conductor
 - a. The Conductor will choose concert music to support the program theme as established by the AD.
 - b. The Conductor will prepare the choir for the performance.
 - c. The Conductor will attend all rehearsals.
 - d. The Conductor and the AD may be the same person.
 - e. A Guest Conductor will receive a contract with specific duties and responsibilities not less than 1 month before rehearsal begins.
 - f. In the event the Conductor is also the AD, the provisions from the previous AD/Conductor contract will carry over.
 - g. The Conductor will follow the Policies and Procedures Manual as applicable.
3. Accompanist
 - a. The Accompanist will attend all rehearsals unless excused by the AD and prearranged with 2 weeks' notice.
 - b. The Accompanist will attend all performances.

- c. The Accompanist will be prepared at each rehearsal to assist the Conductor in preparing the choir.
- d. The Accompanist will have an annual contract renewal period.
- e. The Accompanist will receive a contract by 1 July for the following year.

Section 3 – Performance Contractors and Volunteers

- 1. Instrumentalists
 - a. The AD is responsible for finding and hiring non-vocal performance musicians for concerts.
 - b. The AD must stay within the annual budget when negotiating performance salary.
 - c. Instrumentalists will be contracted for each concert separately.
- 2. Volunteer Performance Staff
 - a. The following position maybe stood up for performances and solicited from volunteers in the SRCS and the community. These assignments may be made by the AD or the Board.
 - b. Production Assistant – set up for concerts.
 - c. Ushers – hand out programs and seat guests.
 - d. Master of Ceremonies – leads the flow of the concert.
 - e. Stage manager.
 - f. Others as needed.

Article 8 – Disbandment

Disbandment of SRCS may take place by $\frac{3}{4}$ approval vote of the Board. In the event of disbandment, all funds and assets in excess of liabilities will be donated to 501 (c) 3 organization supporting the cultural arts in the Fredericksburg area. A majority vote of Board will be needed to approve the receiving organization.

Article 9 – Amending the By-Laws

- 1. The by-law will be reviewed in August of every even year as established in the committee section of these by-laws.
- 2. Regular Members, Associate Members, and Regular Contractors may submit revisions to the by-laws any time.
- 3. The By-Laws committee will stand-up each spring to consider any revisions submitted (and do a general review of the by-laws in every two years) and draft appropriate revisions as needed.
- 4. The Secretary will submit all proposed revisions to the Board for review by the September Board meeting.

5. The Board must vote on any revisions to the by-laws before the end of the Christmas concert performance. Revisions must be passed by a majority vote to go forward to membership.
6. The Secretary will distribute the approved by-laws revisions to the general membership of the current concert season via email not less the 14 days before the general membership meeting.
 - a. The distribution will include the proposed changes and the original document.
 - b. The distribution will include the reason for the changes.
7. The President will call for a vote on the by-law's revisions during the general membership meeting provided at least 51% of the regular members for that season are present for the vote.
8. The membership vote will be conducted by email or show of hands.
9. The Secretary and Treasurer along with one member of the general membership will tabulate the votes and report to the President.

Date Amended:
April 2026