

## **TIMPANOGOS CHORALE CHARTER**

### **Article I - Name and Purpose**

The name of this organization shall be known as Timpanogos Chorale (the Chorale). It is a nonprofit organization whose mission is to serve our community by creating opportunities to experience beautiful, fun, and inspiring choral music from diverse cultures and genres while providing an encouraging environment in which our members can develop greater musical appreciation, talents, and skills.

### **Article II – Membership**

**1** - Membership shall be open to any resident of Utah County and surrounding areas at the discretion of the Music Director but without regard to race, creed, color, age, national origin, or sex. Such discretion may be based on the availability of members for each section (soprano, alto, tenor, and bass), the vocal quality and/or ability of the applicant(s), and other factors as determined by the Music Director during the audition process.

**2** - Members shall be at least 14 years of age (though the Music Director may grant exceptions) and must agree to attend rehearsals with reasonable regularity.

**3** - Chorale Membership shall consist of soprano, alto, tenor, and bass vocalist sections, with artistic and musical support from contracted staff, accompanists and music directors.

### **Article III - Dues and Voting Power**

**1** - Membership dues shall be collected as determined and assessed by a governing body called the Program Managers (the Managers).

**2** - Scholarships (unpaid memberships) shall be available, at the discretion of the Treasurer, to members who qualify (financial challenges, first-year, travel distance, etc.) The Treasurer shall keep such arrangements confidential with the Executive Committee. Scholarship holders shall enjoy all the rights and privileges of membership.

**3** - Each member who maintains good standing with the Treasurer, either by payment of dues or by receipt of a scholarship, shall be eligible to cast one vote at the Annual Election Meeting and at any Special Meetings that may from time to time be called as provided below and may hold elected or appointed office.

#### **Article IV – Officers and Staff**

**1** - The business of the Chorale shall be conducted by four elected officers (President, Vice President, Secretary, Treasurer) who shall together constitute the Executive Committee. Officers shall report to the membership at the Annual Election Meeting and shall serve for a term of one year or until their respective successors are elected as herein provided. Officers may succeed themselves without limitation.

- A) The President shall call and preside at meetings of the Executive Committee and the Program Managers and shall call and preside at membership meetings, both Annual and Special. The President shall perform such other functions as may be deemed necessary.
- B) In the absence of the President, the Vice President shall assume the duties of the President. The Vice-President shall perform such other functions as may be deemed necessary.
- C) The Secretary shall keep all records of the organization, excepting financial records, and shall keep minutes of meetings, handle correspondence, distribute written notices to the membership as required, prepare and submit any needed documents to the Chorale's agent, Harrington Center for the Arts, and perform such other functions as may be deemed necessary.
- D) The Treasurer shall handle the financial affairs of the organization, receive and disburse all funds, collect dues, grant scholarships, keep proper financial records of all transactions, and perform such other functions as may be deemed necessary.

**2** - The Music Director shall be hired and contracted by the Executive Committee and shall serve as staff at their discretion. The Music Director shall be solely responsible for the choice of music to be performed or studied; shall have full discretion as to the running of rehearsals and concerts; shall conduct

auditions for and select soloists; may, with the approval of the Executive Committee, recommend such other musical staff members (for example, assistants, accompanists and other performers) as may be desirable for the proper functioning of the Chorale; such staff members may or may not be paid staff. The Music Director shall perform other functions as may be deemed necessary and shall frequently be invited to Program Managers meetings for coordination and collaboration of all musical endeavors.

### **Article V – Program Managers And Committees**

**1** - The Executive Committee may, at its discretion, appoint from among the members of the Chorale four Standing Committees, directed respectively by the following committee managers: a Membership Manager, a Concert/Logistics Manager, a Marketing/Publicity Manager, and a Funding Manager. The executive Committee may also appoint two Past Presidents and/or others to assist them in managing the Chorale. The four members of the Executive Committee, together with these four Managers and up to two at-large Past President appointees shall constitute the Program Managers for Timpanogos Chorale.

**2** - The Program Managers shall have the power to conduct all day-to-day business of the Chorale by majority vote, except that it shall have no jurisdiction over the appointment or termination of service of the Music Director.

**3** - The Executive Committee may from time to time appoint or authorize the selection of other committees or individuals for any purpose deemed necessary or desirable for the “operation” of the Chorale (Refer to Timpanogos Chorale Rules of Operation).

**4** - Upon retiring from one’s term of office, any officer, program manager, staff, committee manager/chairman, music director or accompanist shall relinquish all important documents, borrowed music, keys, etc. to the Program Managers to be given to the incoming member assuming the position.

### **Article VI - Meetings**

**1** - The Annual Election Meeting of the Chorale membership and officers shall be held on a date designated by the Executive Committee, falling between January 15 and June 15, for the purpose of electing officer for the upcoming

performance year, September 1 through August 31. The place of the Annual Election Meeting shall also be designated by the Executive Committee. Written notice (or official email from the Secretary) of this meeting shall be distributed to each member of the Chorale by the Secretary not later than two weeks before the date of the meeting. Election of the Chorale officers shall take place at the Annual Election Meeting and shall be by secret ballot unless such requirement be waived as provided in Article VII, Section 1, below. The Executive Committee shall deliver its Annual Report, including the Treasurer's Report, at the Annual Election Meeting. All matters pertaining to the musical interests of the members and to the operation of the Chorale shall be proper subjects for discussion at the Annual Election Meeting.

**2** - Special Meetings of the membership may be called at any time by the Executive Committee. In addition, such meetings shall also be called by the Executive Committee upon receipt of a petition bearing the signatures of any ten members. One week's advance notice must be given of such meetings.

**3** - The minimum number of members constituting a quorum for any meeting of the membership, Special or Annual, shall be equal to fifty percent of the active number of members who are in good standing at the time of the meeting.

**4** - The Program Managers shall meet once a month, except in December and August. Anyone may attend any Managers Meetings at any time for any reason unless such meeting has been designated as a rare Closed Managers Meeting.

## **Article VII - Elections**

**1** - The Executive Committee shall appoint a Nominating Committee, consisting of two members from the Program Managers as chairs (preferably the two Past Presidents), the four section leaders from the Membership Committee, and the managers of the four standing committees, who will prepare a list of candidates for each elected office.

**2** - The election of officers shall be by secret ballot using preferential voting, and a simple majority shall constitute winning the ballot. If there is only one candidate for an office, the requirement for a secret ballot may be waived by acclamation. Elected officers and old/new board members shall serve together following elections and until elected officers and new program managers assume their leadership at the beginning of the upcoming year (September 1).

**3** - Any vacancy among the elected officers following the Annual Election Meeting may be temporarily appointed by the Executive Committee and/or the Program Managers until such time a special election is called to fill the vacancy (at the earliest opportunity); if no candidate surfaces for the vacancy, such appointee shall hold office until the next Annual Election Meeting, at which time a successor shall be elected. Such an appointee and all elected members of the Executive Committee may succeed him/herself indefinitely.

### **Article VIII - Amendments**

This Charter may be amended by a majority vote of the membership at any properly convened Annual or Special Meeting, following two weeks advance notice in writing of proposed amendments. If the Program Managers deems it necessary to revise the Charter, it shall proceed as follows:

- 1** - The President shall appoint a committee, chaired by the Vice President, to compose the language of proposed revisions.
- 2** - The Program Managers shall vote on proposed revisions.
- 3** - Copies of the revisions approved by the Managers shall be provided to the general membership at least fourteen (14) days before a special called meeting or the Annual Meeting, as decided by the Managers.
- 4** - The membership shall vote to adopt or reject the proposed revisions. Adoption of the revisions shall require a majority of the members present.
- 5** - Revisions of the Charter, if adopted, shall take effect immediately.

### **Article IX - Inurement**

No part of the assets of the Chorale and no part of any net earnings of the Chorale shall be divided among or shall inure to the benefit of any officer or member of the Chorale or any private individual or be appropriated for any purposes other than the purposes of the organization as herein set forth.

## **Article X – Non-Discrimination**

In the course of fulfilling its mission, Timpanogos Chorale shall operate without regard to race, gender, age, nationality, religious views or affiliation, disability, or other factors unrelated to supporting the mission.

## **Article XI - INDEMNITY**

Timpanogos Chorale hereby declares that any person who serves, at its request, as a Program Manager, officer, employee, chairperson, committee member, or on behalf of Timpanogos Chorale, shall be deemed an agent for Harrington Center for the Arts for the purpose of the Charter and shall be indemnified by Harrington Center for the Arts against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a part to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of such service, provided such person acted in the best interests of Timpanogos Chorale and, with respect to any criminal action proceeding, had no reasonable cause to believe his/her conduct was unlawful.

## **Article XII - Severability**

When possible, each provision of the Charter shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision of the Charter is held to be invalid, illegal or unenforceable in any respect, such provision will be ineffective only to the extent of such invalidity, illegality or unenforceability, without invalidating the remainder of the Charter or any other provision.

## **Article XIII - Dissolution**

In the event of dissolution of Timpanogos Chorale, the Executive Committee / Program Managers shall, after paying or making provision for the payment of all the liabilities of the Chorale, dispose of all the assets of the Chorale in such manner, or to such organization or organizations operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall

determine, preferably in accordance with the goals of this organization as set forth in Article I. Any such assets not so disposed of by the Executive Committee / Program Managers shall become the property of the Chorale's agent, Harrington Center for the Arts.

#### **Article XIV - General Provisions**

Where possible, the Chorale fiscal year shall coincide with the major provider(s) of grants funds awarded to the Chorale for budgetary operations, asset acquisition, and expenses for developing and presenting concerts and other performances. These include such organizations as Harrington Center for the Arts and the PARC Tax Committee of American Fork City.

Rules of order governing the conduct of any and all meetings authorized under these bylaws, including but not limited to Annual Election Meetings and Special Meetings of the membership, committee meetings, and meetings of the Executive Committee and Program Managers, shall be those laid down in Robert's Rules of Order, except as herein specified and also incorporated in the Timpanogos Chorale Rules of Operation document.