



BYLAWS

Modified May 11, 2010

RAINIER CHORALE

BYLAWS

ARTICLE I

Board of Directors

SEC. 1 GOVERNING BOARD

Sec. 1a The government of the Rainier Chorale, herein known as the Chorale, shall be in the hands of a Board of Directors, herein known as the Board.

SEC. 2 BOARD ELECTIONS AND TERMS

Sec. 2a The members of the Board shall be elected by the Chorale and shall hold his/her positions for three (3) years, until he/she are re-elected or his/her successors are elected.

Sec. 2b The number of members to be elected per year shall be as documented in Appendix A.

SEC. 3 OFFICER ELECTIONS AND TERMS

Sec. 3a At the first Board meeting following the Annual Business Meeting, the Board will elect four officers to one (1) year terms: President, Vice President, Secretary and Treasurer. The remaining five (5) members will be Members at Large. A Board member may not serve as President until he/she has served at least one year in another capacity on the Board.

Sec. 3b All current Board members are eligible for election to an officer's position.

Sec. 3c All current officers can be re-elected to his/her position an unlimited number of terms.

Sec. 3d Upon completion of his/her term, the past President will serve a one (1) year term as a non-voting advisor to the Board.

Sec. 4 VACANCIES

Sec. 4a Should a vacancy occur among the Board members, the Board shall fill the vacancy from the latest Board candidate election list, or by appointment of a Chorale member. Should a vacancy occur among the officers, the Board shall fill the vacancy from the current Board members, by appointment. These vacancy appointments shall only be valid until the next Board member elections.

SEC. 5 QUORUM

Sec. 5a Unless specifically otherwise required by these bylaws, Board action shall be by majority vote of the Board members present. Five (5) members of the Board shall constitute a quorum for the transaction of business.

SEC. 6 RESPONSIBILITY OF THE BOARD

Sec. 6a The Board shall have control of the affairs of the Chorale. It shall generally manage and direct everything of interest to the Chorale, not specifically provided for in these bylaws.

SEC. 7 EXECUTIVE DIRECTOR

Sec. 7a The Executive Director, if retained by the Board, shall be the community spokesperson for the Chorale and the liaison between the Chorale and the Arts, Business and Public sectors. The Executive Director will take direction from and be responsible to the Board.

SEC. 8 FINANCIAL REVIEW

Sec. 8a The Board shall order a certified review of the books and accounts of the Chorale to be prepared within sixty (60) days of the close of the Chorale's fiscal year. Copies of said review are to be delivered to all Board members promptly upon completion.

SEC. 9 MEETINGS OF THE BOARD

Sec. 9a The Board shall meet for the transaction of business at the call of the President, or at least once a month, during the Chorale's concert season (see Article IX, Sec. 1a).

SEC. 10 ELECTION OF PRESIDENT PRO-TEM

Sec. 10a If a regular meeting of the Board is not called by the President for more than two (2) months, a quorum of the Board may elect a President Pro-tem for the sole purpose of calling and conducting said meeting.

SEC. 11 SUSPENSION OF MEETINGS OF THE BOARD

Sec. 11a Regular meetings of the Board may be suspended upon consensus of at least six (6) members of the Board.

SEC. 12 SPECIAL MEETINGS OF THE BOARD

Sec. 12a Special meetings of the Board may be called by the President or at least six (6) members of the Board.

SEC. 13 ACCOUNTABILITY OF THE BOARD

Sec. 13a All actions and responsibilities of the Board shall be accountable to the Chorale.

ARTICLE II

Duties of Elected Officers

SEC. 1 PRESIDENT

Sec. 1a The President of the Chorale shall be responsible for presiding at all meetings of the Chorale, and shall be an ex-officio member of all committees of the Chorale. The President shall be empowered to appoint from the Active Membership of the Chorale such persons for specified duties as may be necessary to conduct the business of the Chorale. The President shall also be empowered to hire such employees, i.e. instrumentalists, soloists, etc., as are needed to facilitate conducting of the business of the Chorale. All such appointments or employments shall be with the approval of the Board, and unless otherwise specifically provided for by action of the Board, no such appointment or employment shall exceed one year. The President shall also be responsible, in coordination with the Treasurer and the Board as a whole, for preparing the budget of the Chorale.

SEC. 2 VICE PRESIDENT

Sec. 2a In absence or disability of the President, the Vice President shall perform the duties of the office of President, and during such time, shall be an ex-officio member of all committees of the Chorale. In the absence of both the President and Vice President, Board shall appoint one (1) of its number as acting president.

Sec. 2b The Vice President shall assist the President in the execution of the duties as described in Article II, Sec. 1a, as requested by the President.

Sec. 2c The Vice President shall be responsible for maintaining a current list of all Active Members with their places of residence and telephone numbers.

SEC. 3 SECRETARY

Sec. 3a The Secretary shall maintain a current copy of these bylaws and other records as designated by the Board and shall perform such other duties as requested by the President.

SEC. 4 TREASURER

Sec. 4a The Treasurer shall receive and disburse the funds of the Chorale. The Treasurer shall keep the accounts in books belonging to the Chorale, which shall at all times be open to the inspection of the Board; shall promptly deposit in such depositories as shall be designated by the Board all monies received, and said deposits shall be made to an appropriate account of the Chorale. The Treasurer shall provide a report of the current financial status of the Chorale at each meeting of the Board. All withdrawals of money must be by authority of the Treasurer and one (1) other officer designated by the President. No bills shall be paid by other than check. At the discretion of the Board, the Treasurer shall give good and sufficient bond in a surety company, for an amount to be decided by the Board; the expense for obtaining the bond to be borne by the Chorale.

ARTICLE III
Ad Hoc Committees

SEC. 1 APPOINTMENT OF COMMITTEES

Sec. 1a Specific committees shall be appointed on an as-needed basis and dissolved upon completion of their specified task(s) or at the discretion of the Board.

SEC. 2 COMMITTEE LIAISON

Sec. 2a A member of the Board shall be appointed to each committee to serve as liaison between the Board and the committee.

SEC. 3 COMMITTEE OFFICERS

Sec. 3a Each committee shall elect such officers as it deems necessary for the performance of its task(s).

ARTICLE IV
Artistic Director and Accompanist

SEC. 1 CONTRACTING OF ARTISTIC DIRECTOR AND ACCOMPANIST(S)

Sec. 1a The President shall, with the advice and approval of the Board, engage by contract the services of an Artistic Director and an Accompanist. Any contract between the Chorale and Artistic Director or Accompanist(s) shall be approved by the Board, and no provision of any such contract shall run for more than one (1) year.

SEC. 2 ROLE OF ARTISTIC DIRECTOR

Sec. 2a The Artistic Director shall provide the overall artistic direction and appearance of the Chorale. The Artistic Director and the Board shall define the qualifications, suitability and temperament of needed artists for particular programs. The Artistic Director shall be responsible for all his/her actions to the Board, and shall put forth every effort to make and keep the Chorale in the first rank of all musical organizations in the area.

SEC. 3 RESPONSIBILITY OF ARTISTIC DIRECTOR

Sec. 3a The Artistic Director shall have complete charge of all rehearsals and concerts including music selection, complete authority to preserve order and, with the consent of the Board, to suspend an inattentive, indifferent, or recalcitrant member from participation in any rehearsal or concert. The Artistic Director shall relinquish charge of any rehearsal to the President for a reasonable period of time for a recess, for announcements, or to conduct Chorale business.

SEC. 4 AUDITIONS

Sec. 4a The Artistic Director, with the support of the Board, shall have the power to re-audition any or all Active Members of the Chorale.

SEC. 5 RESPONSIBILITY OF ACCOMPANIST(S)

Sec. 5a The Accompanist(s) shall accompany, as needed, the Chorale at all rehearsals and performances.

SEC. 6 SELECTION OF SUBSTITUTES

Sec. 6a In the event the Artistic Director and/or Accompanist(s) is unable to perform his/her duties at a regular rehearsal(s) or performance, the President may hire a substitute, upon the recommendation of the Artistic Director and/or the Accompanist(s), for the period of incapacity. The compensation for the substitute shall be according to the ability and status of the artist hired.

ARTICLE V Membership

SEC. 1 MEMBERSHIP REQUIREMENTS

Sec. 1a The requirements for Active (Performing) Membership in the Chorale shall consist of payment of current dues and music fees and adherence to such other guidelines as published by the Board. The Board may establish honorary or scholarship memberships as it deems appropriate.

SEC. 2 ACTIVE MEMBERSHIP

Sec. 2a Only Active Members shall be permitted to sing in concerts or to vote at any meeting of the Chorale. Persons of musical ability may become Active Members upon application and verification of said ability by the Artistic Director, in consultation with the Board. Such verification of musical ability will be as deemed appropriate by the Artistic Director. An Applicant will become an Active Member upon payment of dues (or as provisioned in Article V, Sec. 1a). Thereafter, a person remains an active member until (a) the resignation of the member, (b) failure to pay dues (or to make provision as stated in Article V, Sec. 1a) for any reason within the time limit stated in Article VI, Sec. 2a, (c) removal from Active Membership by the Chorale in accordance with these bylaws, or (d) lack of active participation for a period in excess of twelve (12) months.

SEC. 3 SUSPENSION/REVOCAION OF MEMBERSHIP

Sec. 3a The President and/or Artistic Director shall have the power to recommend to the Board the suspension or removal of any individual from Active Membership by reason of negligent attendance, indifference to instruction, or demeanor or conduct deemed not in the best interest of the Chorale. Notice of such recommendation shall be given to the individual involved, and such individual shall be granted the opportunity to appear before the Board to give an explanation and to answer questions, prior to any decision by the Board. Thereafter, if the Board, by a majority vote, determines that such individual should be suspended or dropped for any of the reasons stated above, the individual shall be suspended or removed from Active Membership by written notice.

ARTICLE VI
Dues and Assessments

SEC. 1 SETTING OF DUES

Sec. 1a Any change in the amount and scheduling of intervals of payment of the dues will require the affirmative vote of three-fourths (3/4) of the Active Members present and voting at a Chorale business meeting. The new dues rate and scheduling will be documented in Appendix B.

SEC. 2 DUES INTERVALS

Sec. 2a Dues for continuing Active Members other than honorary or scholarship members shall be due and payable at the first rehearsal of the month shown in Appendix B.

SEC. 3 FAILURE TO PAY DUES

Sec. 3a If any Active Member in default of payment thirty (30) days after the scheduled date of each interval, it shall be the duty of the Treasurer to give notice of such default to applicable Active Member(s), whereupon the Active Member(s) shall be required to make satisfactory arrangements with the Treasurer for deferred payment of dues.

Sec. 3b If any Active Member is in default of payment sixty (60) days after the scheduled date of each interval, it shall be the duty of the Treasurer to notify the Board of such failure. The Board shall have the responsibility of determining the action to be taken. If so instructed by the Board, the Vice President shall notify the Active Member(s) in writing of the Board's decision.

SEC. 4 EXCEPTIONS

Sec. 4a Dues shall be set by the Board for any member who joins in mid-season.

ARTICLE VII
Business Meetings

SEC. 1 DATE AND AGENDA

Sec. 1a The date and agenda of the annual business meeting of the Chorale shall be determined by the Board.

SEC. 2 FINANCIAL REPORT

Sec. 2a The Board shall make a comprehensive financial report to the Active Membership and shall keep the Active Members informed of all matters concerning the welfare of the Chorale.

SEC. 3 NOTICE OF ANNUAL BUSINESS MEETING

Sec. 3a The President shall, at least two (2) weeks before the annual business meeting, announce to the Active Members the time and place of said annual business meeting. The annual business meeting may, by majority vote of the Active Members present, be postponed to a later date.

SEC. 4 SPECIAL BUSINESS MEETINGS

Sec. 4a Special business meetings of the Chorale may be held at any time at the call of the President or at the written request of ten (10) Active Members of the Chorale or of a majority of the Board, which call shall set forth the special business to come before the Chorale. The Active Membership shall be notified of any special meetings. All regular rehearsals, without further notice, may be considered meetings for the transaction of any business. A simple majority of the Active Members present shall constitute a quorum for the transaction of business at any regular or special meeting.

ARTICLE VIII Elections

SEC. 1 ELECTION INTERVALS

Sec. 1a Board elections shall be held before the end of the Chorale's concert season (see Article IX, Sec. 1a).

SEC. 2 NOMINATIONS OF CANDIDATES

Sec. 2a The President shall appoint a nominating committee, none of whom shall be officers of the Chorale, whose duty it shall be to nominate candidates for the Board. The nominating committee shall deliver a list of nominations to the President no later than two (2) weeks prior to the election. The candidates selected by the Nominating Committee shall be announced and introduced to the Active Membership at each rehearsal thereafter until the election.

SEC. 3 FLOOR NOMINATIONS

Sec. 3a Other nominations for the vacant or open Board positions may be made from the floor by any member of the Chorale at the annual election, but only with the prior approval of the nominee.

SEC. 4 ELECTION METHODS

Sec. 4a In the event there are more candidates in nomination than there are Board positions to be elected, the elections shall be by secret ballot. Otherwise, a voice vote of the Active Membership shall suffice. In the event the election is by secret ballot, the President shall appoint two (2) tellers to distribute and count ballots.

SEC. 5 ELECTION REQUIREMENTS

Sec. 5a A simple majority of the Active Members voting will determine the election of each Board member.

ARTICLE IX
Rehearsals

SEC. 1 PERIOD OF REHEARSALS

Sec. 1a Regular rehearsals of the Chorale shall be held weekly during the concert season, which shall start in September and end in June of the following year. Actual start and end dates shall be established by the Board. Additional rehearsals may be held at any time at the discretion of the Board and the Artistic Director.

ARTICLE X
Bylaws Amendments or Changes

SEC. 1 AMENDMENT METHODS

Sec. 1a Written notice of any proposed alterations or amendments to the bylaws of the Chorale shall be available to the Active Members of the Chorale, at any regular meeting of the Chorale, at least two (2) weeks before any action is taken thereon. Adoption of any such alterations or amendments requires an affirmative vote of three-fourths (75%) of the Active Members present. The bylaws will be reviewed on a yearly basis by an ad hoc committee of the Board for possible revisions.

**APPENDIX A
Election Schedule**

	2007	2008	2009	2010	2011	2012
Leaving	4 + *1	(4 -*1) =3	3	3	3	3
Elect	3	3	3	3	3	3
Term	3 Yrs	3 Yrs	3 Yrs	3 Yrs	3 Yrs	3 Yrs

**APPENDIX B
Dues Schedule**

MONTH DUE	AMOUNT DUE
September	\$20.00
October	\$20.00
November	\$20.00
December	\$20.00
January	\$20.00
February	\$20.00
March	\$20.00
April	\$20.00
May	\$20.00
June	\$20.00