



BY-LAWS
Of
MASTER CHORALE OF SOUTH FLORIDA, INC.
A Non-profit Corporation

ARTICLE I
Name and Purpose

Section 1: The name of this corporation shall be the “Master Chorale of South Florida, Inc.” aka “Master Chorale of South Florida.” and referred to in this document as MCSF.

Section 2: The Master Chorale of South Florida is a nonprofit 501(c)(3) corporation whose purpose is to present choral music concerts of highest musical excellence, to promote the art of choral singing, to support composition of new choral works, to develop and maintain educational programs in choral music, to serve a diverse population, to be recognized as a premier choral organization locally and beyond, and to foster in audiences the unity and joy expressed through the common language of music.

Section 3 The fiscal year of the MCSF shall begin on June 1 and end on May 31.

ARTICLE II
Membership and Rehearsals

Section 1.A Selection of performing members shall be based solely on musical standards as determined by the Artistic Director. Each person applying shall be auditioned by the Artistic Director or the Artistic Director’s designee.

Section 1.B A term is defined as the period of time from the start of rehearsals for a concert series through the completion of the series.

Section 1.C Regular attendance at rehearsals is mandatory for the success of the MCSF and will be expected of all members. Location of rehearsals must be geographically convenient (centrally located) for the tri-county (Palm Beach, Broward, and Miami/Dade) members.

Section 2.A A performing member may not miss more than three rehearsals (3) per term unless absences are excused by the Artistic Director or Associate Director. In the event of extreme hardship, a member may petition, in writing, the Artistic Director or Associate Director for approval of any additional absences.

Section 2.B In the event this policy has been exceeded, the member may be asked not to perform the concert under preparation.

Section 2.C After two successive absences, the member may be asked to perform an RTS (Repertory Testing Session) with the Artistic Director. At this time, determination shall be made whether the performing member will perform the concerts under preparation.

Section 3.A Members will pay fees as determined by the Board. The amount of fees shall be announced at the first rehearsal of each term.

Section 3.B Members must pay the registration fee specified by their fourth (4th) week of participation. In addition, members will be responsible for the purchase of their own music.

Section 3.C A member will not be permitted to participate in any concert until all financial obligations to the organization have been met to the satisfaction of the Board.

Section 3.D Registration fees are non-refundable.

Section 3.E All members will be required to wear specified concert attire.

ARTICLE III **Rights and Privileges of Members**

Section 1.A Each member is entitled to one vote for each of the choral positions to be filled on the Board of Directors, and for any Amendments to these By-Laws, in any regular or special election.

Section 1.B In order to retain voting status, chorus members shall keep current all financial obligations.

Section 2 Performing members may, at their own discretion, take a leave of absence. At the Artistic Director's discretion, an audition may be required upon return.

Section 3 A **Steering Committee** shall be formed as a subcommittee of the Board of Directors to oversee day-to-day activities of the chorale. This committee may serve as a link between members, the Board of Directors and the Artistic Director.

ARTICLE IV

Board of Directors

Section 1.A The Board of Directors of the MCSF shall consist of a maximum of thirty members, with representation from each of the three counties. Nominations will be proposed by a Nominating Committee appointed by the President.

Section 1.B A minimum of 51% of the total Board will be comprised of Broward County residents.

Section 1.C The number of Board Members may be increased or decreased by amendment of the By-Laws.

Section 1.D Additional Board members, who are not chorus-affiliated, will be appointed by the Board.

Section 1.E Board members are responsible for the fiscal stability of the organization. They shall have a yearly financial obligation to the Corporation in an amount established by the Board, which is due no later than the end of the fiscal year. This obligation may be met through a personal donation or through the acquisition of an equivalent amount or more from individual fundraising that is not part of a Board-sponsored fundraising event.

Section 2 The Board shall be responsible for the control, management, and supervision of the affairs of the MCSF. This shall include the hiring or terminating of Artistic Director and Executive Director.

Section 3.A The Artistic Director, Associate Director, Executive Director, and/or Chorus Administrator will serve as ex-officio, non-voting members on the Board of Directors, but without the financial obligations of other directors.

Section 3.B The Board shall have the power to establish any special committees or standing committees that it deems necessary. Board members are required to sit or serve on at least one committee.

Section 3.C The Board shall be responsible for compiling a proposed budget for the ensuing fiscal year and shall be responsible for the administration of that budget. The Board may authorize any officers or agents to sign checks, maintain bank accounts, and otherwise conduct any necessary and authorized business for and on behalf of the Chorale.

Section 3.D The Board of Directors shall authorize all performances and concerts of Master Chorale of South Florida. The board may authorize the Artistic Director to schedule performances of the chorus or ensembles.

Section 3.E The Board of Directors shall conduct at least one fundraising event each year.

Section 4.A Board members will serve a 2-year term. Each year, one-half of the Board members will complete their term, to allow for proper rotation. Board members may serve unlimited consecutive two-year terms. Terms are June 1 through May 31.

Section 4.B In the event of a resignation of a board member, the vacancy will be filled through the nominating process designated in Article IV, Section 1A.

Section 5 If a Board member does not fulfill his or her responsibilities, termination will be at the discretion of the Board of Directors.

Section 6 No compensation will be paid to any member of the Board of Directors for services as a member of the Board.

Section 7.A The full Board shall conduct regular meetings at least four times per year. Additional meetings may be called at the discretion of the President. A Board member may miss no more than two meetings in a fiscal year.

Section 7.B Board members shall not be responsible for the day-to-day activities of the chorus.

Section 7.C A quorum shall consist of one-third-plus-one of the voting Directors. All actions taken by the Board of Directors shall be by majority vote of those Board members present, except as specifically provided otherwise in the By-Laws.

Section 8 The Board members shall not be personally liable for the debts, liabilities, or other obligations of the MCSF.

Section 9 The Board members and officers of the MCSF shall be indemnified by the corporation to the fullest extent permissible under the law of this state.

Section 10.A MCSF shall have an Honorary Board, with members voted in by current board members. The Honorary Board will have an unlimited number of members.

Section 10.B Honorary Board members will serve as ex-officio, non-voting members on the Board of Directors.

ARTICLE V

Officers of the Board of Directors

Section 1.A The officers of the Board of Directors shall be the President, Vice-President, Secretary, and Treasurer. The officers shall be elected from among the members of the Board.

Section 1.B In the absence of the President, the Vice- President shall act as presiding officer at Board meetings.

Section 1.C A Board Member or Board Officer may resign at any time by delivering written notice to the President or the Secretary.

Section 1.D Any vacancy of an office that may occur on the Board of Directors shall be filled by the remaining members of the Board, to serve until the next General Elections.

- President -

Section 2.A The President will be the chief executive officer of the MCSF. It will be the duty of the President to preside at all meetings of the governing Board of Directors. The President will have general supervision of the affairs of the MCSF.

Section 2.B The President will execute on behalf of the MCSF all deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the organization.

– Vice- President –

Section 3 It will be the duty of the Vice- President to act in the absence or disability of the President and to perform such other duties as may be assigned by the President.

- Secretary –

Section 4.A The Secretary will be responsible for keeping corporate records. The Secretary will give, or cause to be given, all notices of meetings of the Board of Directors, meetings of general membership, and all other notices required by law or by these By-Laws.

Section 4.B The Secretary will prepare, or cause to be prepared, minutes of all regular and special meetings of the general membership and Board of Directors.

Section 4.C The Secretary will maintain, or assign maintenance of, accurate records of attendance for each Board meeting.

Section 4.D The Secretary will be responsible for all records, correspondence, and papers relating to the business of the MCSF, except those of the Treasurer.

- Treasurer -

Section 5.A The Treasurer shall perform, or cause to be performed, all the ordinary duties of that office, including overseeing the keeping of books of accounts and the maintenance of all records pertaining to income and expenditures.

Section 5.B The Treasurer shall oversee the maintenance of accurate current records of all incoming and outgoing monies.

Section 5.C The Treasurer will oversee preparations of check requisitions, administration of receipts and other items necessary for the function of the MCSF's financial needs.

Section 5.D The Treasurer shall prepare, or cause to be prepared, an oral or written comprehensive financial report, at least quarterly. Said report shall include income receipts and disbursements.

Section 5.E The Treasurer shall submit an annual report prior to June 30, as well as such other reports as may be required by the Chairman or Artistic Director.

Executive Committee

Section 6.A The Executive Committee will be comprised of the President, Vice- President, Secretary, Treasurer, Artistic Director , and Executive Director/Chorus Administrator.

Section 6.B The Executive Committee shall undertake business as designated by the Board of Directors.

Steering Committee

Section 7.A The Steering Committee of the Board shall be formed as a subcommittee of the Board of Directors and will be comprised of officers and committee chairpersons.

Section 7.B The Steering Committee will meet 12 times a year and will be responsible for the day-to-day functioning of the chorale.

Section 7.C Four of those meetings will include the full Board. Any member of the Board is welcome to attend Steering Committee meetings.

- Additional Duties -

Section 8 Any officer of the MCSF, in addition to the powers conferred upon him or her by these By-Laws, will have such additional powers and perform such additional duties as may be prescribed by the Board of Directors.

ARTICLE VI **STEERING COMMITTEE**

Section 1.A The Steering Committee may create one or more additional committees, as needed for the running of the MCSF.

Section 1.B Committee members may be members of the chorus or other interested individuals. The chair of the committee will be appointed by the President of the Board of Directors of the MCSF.

Section 1.C All committees shall serve at the pleasure of the Board of Directors and may be dissolved with or without cause.

Section 2.A Each committee chairperson shall keep a record of committee activities and shall report to the President as deemed appropriate.

Section 2.B The Artistic Director, Associate Director, Executive Director, and/or Chorus Administrator will serve as ex-officio, non-voting members on the Steering Committee.

ARTICLE VII **Committees**

Section 1.A The Board of Directors may designate one or more standing or ad hoc committees, as needed.

Section 1.B Committee members may be members of the Board of Directors, or other interested individuals. The chair of the committee will be appointed by the Board of Directors for the MCSF, and will act with the Board's approval.

Section 2 Each committee shall keep a record of its activities, and shall report to the Board as deemed appropriate by it and/or the Board, but at least once each fiscal year.

ARTICLE VIII **Personnel**

Section 1.A The Board of Directors shall have the authority to hire and terminate an Artistic Director with a 75% vote of the entire Board membership.

Section 1.B The Board shall have the authority to hire or terminate an Executive Director with a 75% vote of the entire Board membership.

Section 2.A The Artistic Director shall have the authority to:

- select an Associate Director.
- hire and terminate all other artistic employees of the MCSF as deemed necessary to assist in the running of day-to-day operations.
- select and program all musical literature within fiscal and logistical constraint.
- choose section leaders.
- hire Staff Singers to supplement vocal sections when needed.

Section 2.B If any of the above requires an expenditure of funds, it is subject to the approval of the Board of Directors.

ARTICLE IX **Annual Meeting**

Section 1 There will be an annual business meeting of the Board of Directors and the general membership of the MCSF. A Special Business Meeting may also be called by the Board as deemed necessary.

ARTICLE X **Special Meeting**

Section 1 A special meeting of the MCSF may be called upon petition by one-third (1/3) of the members in good standing.

ARTICLE XI **Amendments**

Section 1 Amendments to these By-Laws shall be made by a majority vote of those members in good standing. Voting shall occur at any regular or special meeting of the MCSF, or by mail or email. Ten (10) days' notice shall be given of the intent to amend. The notice shall include a summary of the amendments proposed.

10/12/09