

CONSTITUTION

NEWBURYPORT CHORAL SOCIETY

Dated November 1985 as Amended in June 2003, September, 2012 & June 2015



NEWBURYPORT
CHORAL SOCIETY
P.O. BOX 92 · NEWBURYPORT, MA 01950

CONSTITUTION

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ARTICLE I: NAME AND CHARTER

Section I. Name

The name of this organization is the Newburyport Choral Society (hereinafter, the Society).

Section 2. Purpose

The purpose of the Society is to offer sacred and secular musical performances for the cultural enrichment of Newburyport and surrounding communities.

Section 3. Political Activities

The Society shall not participate, or otherwise intervene, in any political activity outside the Society's own operation and Purpose.

Section 4. Charitable Intent

The Society shall conduct its activities in accordance with the requirements of Section 501(c)(3) of Federal Internal Revenue Code and Chapter 180 of the Massachusetts General Laws.

ARTICLE II: FISCAL YEAR

The Fiscal Year of the Society shall be from July 1 through June 30.

ARTICLE III: MEMBERSHIP AND SPONSORS

Section I. Categories

There are two categories of Membership:

A. Active Members

Persons who meet the qualifications for such membership as defined in Section 2 of this Article.

- B. Honorary Members
Persons who are voted to such status by the Board of Directors of the Society.

Section 2. Eligibility of Active Members

- A. Active Member Attainment
Any person of at least high school age is eligible for Active Membership in the Society.
- B. Membership Dues
The Board shall establish dues for Active Members as necessary to meet the Society's expenses. No dues will be attached to Honorary Membership status.
- C. Active Member Qualifications
 1. *Payment of Dues*
Dues approved by the Board must be paid no later than two rehearsals after the amount of such dues has been announced at the beginning of each concert period. Any candidate for Active Member status may appeal to the Membership Director who in agreement with the President/Vice President shall waive membership dues due to financial hardship, and such appeal may be granted or denied by the President / Vice President solely on their judgment of the merits of the appeal.
 2. *Attendance*
In the event that any Active Member is absent from three or more rehearsals in any one concert, that individual's ability to continue as an Active Member shall be subject to review by the Membership Director, and the Membership Director & Section Leader in consult with the Music Director will determine the appropriate course of action.
 3. *Musical Proficiency*
Active Members must meet standards of musical proficiency determined by the Music Committee.

Section 3. Sponsors

There are two Sponsor categories:

- A. Individual Sponsors
Individuals who financially support the Society whether or not they are Active members will receive acknowledgment in concert programs.
- B. Business Sponsors
Business organizations that financially support the Society either through donations or ads will receive acknowledgment in concert programs.

ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS

Section 1. Officers

The officers of the Society, and their principal duties, are as follows:

- A. The President is the chief administrative officer administering the affairs of the Society, and is principally responsible for:
 - 1. Presiding at all meetings of the Society and of its Board
 - 2. Coordinating the activities of all other officers, members of the Board, and Committees.
 - 3. Establishing Special Purpose Committees as authorized by the Executive Committee.
- B. The Vice President assists the President in administering the affairs of the Society, and may assume directorship of standing committees at the President's discretion in the absence of an elected Board member.
- C. The Treasurer collects, maintains, and disburses the Society's funds, maintains financial records, makes financial reports to the Board, and to outside agencies as required, and to the membership at the Annual meeting.
- D. The Secretary & Historian is the Clerk of the Corporation, and records the minutes of Society and Board meetings including current year Board meeting attendance records. The Secretary is also responsible for safeguarding and maintaining current and all historical records of the Society.

Section 2. Board of Directors

- A. Authority for Policymaking and overview of the governance of the Society are vested in the Board.

- B. Content
The Board shall contain at least five (5) and no more than seventeen (17) Active Members including all Officers as defined in Article IV, Section 1 above.

- C. Composition of the Board Members of the Board shall be elected to the following positions within the Board:
 - 1. Community Outreach Director who is responsible for expanding awareness of the Society and its concerts through outreach to schools, senior centers and retirement communities, other community groups, and other organizations.

 - 2. Concert Manager who is responsible for overseeing concert operations that include communication with ticket outlets, direct ticket sales, concert ushers, and concert receptions.

 - 3. Development Director who is responsible for developing and implementing plans to expand the revenue base of the Society through business sponsorship, grants, and other sources of revenue.

 - 4. Fund Raising Director who is responsible for the conduct of the Society's fund raising activities including, but not limited to, special fund raising events and sales of special items.

 - 5. Logistics Director who is responsible for coordinating logistical arrangements for the Society's concerts, rehearsals, and special events including arranging for venue, lighting, risers, and orchestra set-up.

 - 6. Media Director who is responsible for concert and Society publicity and media coverage including promotion , and public information dissemination.

 - 7. Membership Director is responsible for the maintenance of the Society membership records, including monitoring attendance and updating the membership database, the updating and distribution of a Society Membership Handbook describing the policies that govern membership, and music procurement and its distribution to

Members.

8. Printing Director who is responsible for the production and printing of programs, posters, and tickets for the Society's performances.
 9. Sponsorship Director who is responsible for coordinating individual sponsor contributions to the Society, including maintaining and updating the sponsor database; seeking new sponsors; and ensuring the distribution of concert tickets to both individual and business sponsors of the Society.
 10. Board Members At Large (up to 3) who are responsible for conducting specific activities as necessary to support other Board functions, concert arrangements, or specific initiatives, and to assist in addressing specific issues that arise.
 11. Past President will serve as an advisor to the sitting president for a term of one year and is not required to attend board meetings.
- D. Direct Management of Affairs of the Society
The direct management of the affairs of the Society is the responsibility of the Executive Committee of the Board, except that the President, Vice President and/or Treasurer may enter into agreements previously approved by the Board on behalf of the Society. (See Schedule A attached hereto)

Section 3. Nominations and Elections

A. Nominations

1. Candidate Eligibility

All persons nominated must be Active Members in good standing, and no person may be nominated who has not agreed to accept the responsibilities of the position for which nominated.

2. Nominating Committee

No later than six weeks before the annual Meeting, the President will appoint a Special Purpose Committee consisting of three Active Members of which one will be designated to Chair the Committee, preferably from different voice sections, to prepare and present a slate of nomination to the Annual Meeting. The Committee will submit its slate of Officers and Directors to the Society at least one rehearsal prior to the Annual Meeting.

3. *Additional Nominations*

Additional nominations may be made from the floor by any Active Member at the time of the Annual Meeting.

B. Election at Annual Meeting

1. *Timing*

The election of Officers and Directors will occur at the Annual Meeting.

2. *President*

The President will conduct the election, except that in the event that the President is nominated for re-election, then the chair of the Nominating Committee will conduct the election. If that person is nominated for any office, the President will name an un-nominated Active Member to conduct the election.

3. *Uncontested Office Election*

For any positions where no alternative nominations are made, voting will be by voice vote on the entire uncontested slate of candidates presented by the Nominating Committee.

4. *Contested Office Election*

If any additional nominations are made for any position, voting will be by a single paper ballot for all positions for which there are two or more candidates, any such paper vote to commence after the voice vote for uncontested positions, and after each candidate for any of the contested positions has had the opportunity to present orally to the Society their qualifications for the position for which they are a candidate.

Section 4. Vacancies and Replacements

A. Resignation

Any Officer or Director of the Society may resign by written resignation delivered to the President or Secretary, effective upon delivery or thereafter in accordance with its terms.

B. Removals

Any Officer may be removed with or without cause by affirmative vote of two-thirds of the Active Members. A Director may also be removed with or without cause by affirmative vote of two-thirds of the Board of Directors.

C. Disqualification

1. *Failure to Attend Meetings*

Any Member of the Board who misses two Board Meetings within a fiscal year will be advised by the President that failure to attend a third such meeting could result in termination from the respective incumbent position, and therefore removal from the Board. If a third meeting is not attended by any Member of the Board, the President will inform the Board at that meeting that the immediate review of possible termination of the absent Member is mandated by the Constitution. Following a review of possible extenuating circumstances the Board will then vote on the question of termination for which a majority of votes taken are required to terminate the Board Member.

2. *Loss of Active Membership*

Any Member of the Board who ceases to be an Active Member of the Society shall coincidentally cease their incumbency as an Officer, or Director as the case may be, and Member of the Board unless there are extenuating circumstances the BOD may vote to retain the inactive member on the BOD.

D. Replacements

1. The President shall appoint, pending approval by the Board, any replacement of an Officer, and pending approval by the Executive Committee of the Board, any replacement of a director. Any such replacement will serve until the next Annual Meeting election.
2. Should the Presidency become vacant, the Vice President will become President for the remainder of that term.

E. Continuity of Office

Vacancies in the Board shall not affect the respective powers, duties, and responsibilities of the vacant office or its respective Committee.

Section 5. Incumbency Limitations

There is no limit to the number of terms an Officer or Director may serve except that the President may serve up to but not more than five consecutive terms in that office.

ARTICLE V. SOCIETY MEETINGS

Section 1. Annual Meeting

- A. Timing and Agenda
The Society will hold an Annual Meeting on or about a date not more than six weeks after the Spring Concert for the election of Officers and Directors, and for the conduct of any other business requiring a vote of the full Active Membership.
- B. Protocol
Any proposed Amendments to this Constitution duly placed before the Society in accordance with Article IX shall be acted upon prior to any Elections.
- C. Quorum
Ten percent (10%) of Active members shall constitute a quorum for the conduct of business at any Annual or Special Meeting except as may be otherwise required by law.
- D. Voting
Each Active Member shall have one vote. When a quorum of Active Members is present at any meeting, the vote of a majority of Active Members present and entitled to vote on any question, other than an election by Active Members, shall, except where a larger vote is required by law, by the Articles of Organization or by this Constitution, decide any questions brought before such meeting. Any election by Active Members shall be determined by a Plurality of the votes cast. However, no ballot shall be required to elect a candidate for any office or to decide any other questions unless requested by an Active Member present or represented by proxy and entitled to vote on the question.

Section 2. Special Meetings

- A. Notification
All meetings of the Board shall be called by giving at least forty-eight hours' notice to each member by the President stating the place and time for the meeting and the purpose therefore.
- B. Mandated Meetings
Any three members of the Board may mandate a meeting by so notifying the President in writing, who will then convene a meeting.
- C. Frequency
There shall be at least two meetings of the Board each fiscal year.
- D. Quorum
A majority of the members of the Board shall constitute a quorum.

Section 5. Board of Director Meetings

A. Notification

All meetings of the Board shall be called by giving at least forty-eight hours' notice to each member by the President stating the place and time for the meeting and the purpose thereof.

B. Mandated Meetings

Any three members of the Board may mandate a meeting by so notifying the President in writing, who will then convene a meeting.

C. Frequency

There shall be at least two meetings of the Board each fiscal year.

D. Quorum

A majority of the members of the Board shall constitute a quorum.

Section 4. Vote of the President

The President will vote only to break ties in any Annual Meeting, Special Meeting, or Board Meeting of the Society.

ARTICLE VI. COMMITTEES

Section 1. Standing Committees

There shall be four permanent Standing Committees of the Society: The Executive Committee chaired by the Society's President (See Schedule A attached hereto); the Budget Committee chaired by the Treasurer(See Schedule B attached hereto); the Planning Committee chaired by the Vice President (See Schedule C attached hereto); and the Music Committee chaired by the Music Director (See schedule D attached hereto).

The President shall be a member ex officio of the Budget Committee Music Committee and the Planning Committee.

Section 2. Special Purpose Committees

Subject to the approval of the Executive Committee, the President may establish other Special Purpose Committees in the best interests of the Society to accomplish specific and extraordinary purposes of the Society, and appoint an Active Member to chair any such Committee.

A. Term of Committee Membership

Membership in any Special Purpose Committee shall expire at the next Annual Meeting, or upon achievement of that Committee's Purpose, as approved by the Executive Committee.

B. Responsibilities

The individual appointed to chair any Special Purpose Committee shall be held responsible for the Committee's results to the Executive Committee.

ARTICLE VII. FINANCIAL REGULATIONS

Section 1. Monetary Transactions

All monetary transactions (deposits or withdrawals) on behalf of the Society shall be authorized and signed by the President, Vice President or the Treasurer of the Society. Signatures of any shall be required to make a transaction binding on the Society.

Section 2. Indebtedness

Any indebtedness incurred by way of financing on behalf of the Society shall be authorized and signed by two of the President, Vice President and/or the Treasurer after approval by a majority vote of the Board.

Section 3. Use of Earnings

No part of funds received by the Society shall inure to the benefit of its members or other private persons except that the Society shall pay reasonable compensation for services rendered, and make payments, including without limitation, providing scholarships, in furtherance of the Charter as set forth in Article I.

ARTICLE VIII. INDEMNIFICATION

Section 1. Personal Liability

The Officers, Members of the Board, and Members of the Society shall not be

personally liable for any debt, liability or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any claim, debt, damages, or judgment against the corporation.

Section 2. Corporate Indemnification

Except as limited by law or by the provisions of Section 3 of this Article, any Member of the Society shall be indemnified by the corporation against all loss or expense incurred by such Member in connection with any activity in which the Member was engaged on behalf of the Society.

Section 3. Exclusion

A. Exclusion

No indemnification shall be provided under Section 2 of this Article to any person with respect to a matter as to which it shall have been finally adjudicated in any proceeding that any Member did not act in good faith in the reasonable belief that Member's action was in the best interests of the corporation.

B. Good Faith Determination

In the event that a proceeding is compromised or settled so as to impose liability or obligation on any Member of the Society, no indemnification shall be provided to such Member with respect to the matter involved in such proceeding if it is determined by a majority of the disinterested Members of the Board then in office that in respect to such matter such Member did not act in good faith in the reasonable belief that Member's action was in the best interests of the corporation; in the absence of any disinterested Member of the Board, the issue shall be submitted for determination by a majority of the disinterested Active Members at a special meeting called for such purpose.

Section 4. Payment Authorization

To the extent authorized by the Board, the corporation may pay indemnification in advance of final disposition of a proceeding, upon receipt of an undertaking in writing by the person indemnified to repay such indemnification if it shall be established that such person is not entitled to indemnification by virtue of the provisions of Section 3 of this Article.

Section 5. Limitations

Nothing in this Article shall limit any lawful rights to indemnification existing independently of this Article.

Section 6. Insurance

The Board may, in its discretion, authorize the purchase and maintenance of insurance on behalf of any Active Member against any liability incurred by that Active Member in any capacity, or arising out of that Member's status as such, whether or not the corporation would have the power to indemnify such Active Member against such liability under this Article.

ARTICLE IX. AMENDMENTS

The Directors may make, amend or repeal the by-laws, in whole or in part, except with respect to any provision, which by law the Articles of the Organization or the By-Laws require action by the members. Such changes shall be made by a majority of the Board Members present. Any active member may propose an amendment to the Constitution and submit it in writing to the President who, in turn, will distribute the written amendment proposal to the Board of Directors for consideration.

CONCLUSION OF NEWBURYPORT CHORAL SOCIETY CONSTITUTION

SCHEDULE A

Executive Committee

I. Responsibilities

It is the responsibility of the Executive Committee to manage the affairs of the Society including the Normal Budgeted Affairs of the Society and its Special Purpose and Standing Committees.

Normal Budgeted Affairs of the Society represent those activities, which go on within the framework of the Constitution, and within the Society's budget approved by the Board of Directors.

The Executive Committee is responsible for monitoring the progress of each Standing and Special Purpose Committee, and, in the pursuit of this responsibility, may establish such progress reporting requirements as it deems necessary.

The Executive Committee is specifically responsible for the following activities pursuant to the respective portions of the Constitution:

IV.1.A.3. Authorizing special Purpose Committees.VI.2

IV.2.D. Direct management of the affairs of the Society.

IV.4. D. Approval of replacements of Directors.

Objective

II. It is the objective of the Executive Committee to maintain the effective implementation of the Society's activities, and to insure that the operating objectives of the Society are met within plans approved by the Society's membership and Board of Directors

III. Content

The Executive Committee shall consist of the President, who shall chair the Committee, Vice President, Treasurer, and Secretary.

IV. Expenditure Authorization

The Executive Committee is authorized to approve the expenditure of any funds of the Society in the performance of its obligations so long as the expenditures are within the budget. Expenditures in excess of the budget must be approved by the Board of Directors.

SCHEDULE B

Budget Committee

I. Responsibilities and Objectives

A. Annual Budget

The Budget Committee is responsible for preparing for the Board of Directors approval the operating budget of the Society for a period from July 1 through June 30 of the following fiscal year. The budget will include projections of the planned sources of funding by category and detailed projections of all expenditures of the Society.

The Budget Committee shall be provided by the Board the following information as required elements to be incorporated into the budget:

1. Any approved musical programs, which fall within the period to be budgeted.
2. Compensation levels for contract professional services.
3. Approved future expenditures, which exceed \$500.00.
4. Historic actual Society expenditures and receipts.

The Budget Committee shall present to the Board their budget recommendations no later than June 15th. Sponsorship, Development, and Fund raising projections shall be reviewed with the respective Board Directors, and any different assessments of the potential achievement of funding levels shall be included in the Budget Committee report.

II. Content of the Committee

The Budget Committee shall consist of no less than five Active Members, which will include the President, Vice President, Treasurer, another Member of the Board chosen by that body, and an at-large Active Member.

The Treasurer who discretionarily may appoint additional Active Members as members of the Committee shall chair this Committee. The Committee may establish subcommittees as deemed necessary, any such subcommittees to be chaired by a member of the Budget Committee.

III. Expenditure Authorizations

This Committee is not authorized to expend any funds in the performance of its obligations. The Treasurer shall provide any supplies required of this Committee.

SCHEDULE C

Planning Committee

I. Responsibilities and Objectives

A. Long Range Planning

The Planning Committee is responsible for an annual review of the Long Range Plan and the evaluation of the progress of the Society in achieving organizational goals. It is the responsibility of this Committee to receive any and all ideas from Active Members or the Board, and to report back to the Active Membership and the Board the results of this evaluation along with recommendations of any actions contemplated to be taken by or on behalf of the Society.

Action plan recommendations requiring Constitutional amendments are to be presented to the Board no later than three months prior to an Annual Meeting in order for the Board to give such recommendations adequate review. Such future significant changes would include at least:

1. Changes to the basic structure of the Constitution.
2. Additions or deletions of Standing Committees.
3. Extended period off-site performances (e.g., involving foreign travel).
4. Activities which, in and of themselves, would require an investment by the Society of more than ten percent (10%) of the current year's funding budget, etc.

II. Content of the Committee

The Planning Committee shall consist of no less than five Active Members, which will include the President, Vice President, Development Director, another Member of the Board chosen by that body, and an at-large Active Member.

This Committee shall be chaired by the Vice President who discretionarily may appoint additional Active Members as members of the Committee. The Committee may establish subcommittees as deemed necessary, any such subcommittees to be chaired by a member of the Planning Committee.

IV. Expenditure Authorizations

This Committee is not authorized to expend any funds in the performance of its obligations. The Treasurer shall provide any supplies required of this Committee.

SCHEDULE D

Music Committee

I. **Responsibilities**

This Committee is responsible for supporting the efforts of the Music Director pursuant to Schedule E of the Constitution (the job description of the Music Director). Specific responsibilities of this Committee are:

- A. Assist the Music Director in setting a programmatic vision for Newburyport Choral Society Concerts that reflects an outstanding range of choral music and includes music with high appeal for both singers and audience.
- B. When needed, provide input to the Music Director about ideas, options and opportunities for the NCS "We Sing Program," which is designed to promote community, children, and youth participation in choral music.
- C. Evaluate and provide assistance in developing music program recommendations for NCS concert programs, including a possible sequence of concert programs.
- D. Review and assist in the development of one year and multiple year music program budgets.
- E. Assist the Music Director in reviewing and making decisions about orchestra and soloist options and requirements for each concert performance.
- F. Act as a sounding board for the Music Director in reviewing any proposed changes o approved music programs.
- G. Coordinate with and assist other Committees as needed with respect to any extraordinary requirements of approved music programs.

II. **Objective**

It is the objective of the Music Committee to ensure that the quality of the Society's musical programs reflect the highest standards possible, contribute to the growth and development of NCS as a music organization, and that concert performances are conducted within approved budget levels.

III. **Content**

This Committee shall consist of no less than five members, including the Music Director, who shall chair the Committee, two members of the Board of Directors, and two at-large Active Members.

IV. **Expenditure Authorizations**

The Music Committee is authorized to expend funds only for the purchase of music which, in turn, is to be repaid by members. It is not authorized to expend any other funds without the approval of the Executive Committee.

Schedule E

Music Director, Newburyport Choral Society

The Music Director has the following duties and responsibilities:

Candidates for this position shall have directed the musical affairs of a choral group whose size and activities were, or are, equivalent to those of the Newburyport Choral Society.

I. Artistic Direction and Management

- A. Provides overall artistic direction and vision for the Society in accordance with the organizational mission and in collaboration with the Board of Directors (BOD)
- B. Prepares a sequence of music programs in collaboration with the BOD to facilitate planning.
- C. Provides a positive and enriching musical experience for the Society's members at weekly rehearsals and with professional orchestra and soloists in preparation for concert performances.
- D. Selects professional musicians and soloists for concert performances subject to budgetary constraints and BOD approval.
- E. Prepares program notes, and solicits orchestral arrangements when necessary for concert pieces.
- F. Participates in the selection of venues for concert performances with the BOD.
- G. Conducts the Winter, and Spring Concerts and the Annual Summer Sing Program including a talk on the program and composer.
- H. Participates in the selection of section leaders (SL) to facilitate section performance and conducts voice placement for new singers.
- I. Provides direction to the accompanist works collaboratively with the accompanist on rehearsal plans.
- J. Provides direction to the accompanist and/or assistant conductor for rehearsal plans in the event that the Music Director is absent from a rehearsal.

II. Board Relationship

- A. Reports to the BOD and works collaboratively in an advisory capacity with the BOD and Executive Committee of the BOD.
- B. Collaborates with the BOD to identify development opportunities.
- C. Participates in monthly BOD meetings, annual retreat and the Society's annual meeting.

III. Public Relations and Development

- A. Participates in community activities that further the name recognition and mission of the Society.
- B. Participates in media events/interviews to promote the Society and its performances.
- C. Contributes to singer recruitment, expanding audience, community outreach, sponsor relationships, fundraising and grant development efforts that promote the growth and viability of the Society.
- D. Explores collaborative opportunities with schools, and music and artistic organizations. Participates on the Society's Gillette Scholarship Committee.

VI. Financial Responsibilities

- A. Recommends, prepares and presents comprehensive budgets for concert performances within the financial parameters defined by the BOD.
- B. Collaborates with the BOD in the development of the annual budget.

Schedule F

Society Responsibilities to the Music Director

The Society, through its Board of Directors, is responsible for:

- I. Engagement of the Music Director and collaborate and work in partnership with the Music Director for the betterment and growth of the society and high standards of performance
- II. Providing materials and support necessary or reasonably requested by the music director in performing his/her duties, including but not limited to music, rehearsal accompanist, rehearsal venue, concert venue and equipment for performance.
- III. Providing an approved budget for concert performances.
- IV. Payment of the Music Director services in accordance with the Society's budget and the agreement reached annually between the Board of Directors and the Music Director.
- V. An annual written Performance Appraisal prepared by the Executive Committee of the Board and presented prior to the end of the fiscal year.
- VI. The society shall provide a written agreement and reimbursement for professional soloists who are chosen at the discretion of the Music Director.