

GOVERNING RULES AND PROCEDURES of the YAKIMA SYMPHONY CHORUS

The Yakima Symphony Chorus, referred to as the YSC, is a subsidiary organization of the Yakima Symphony Orchestra (the “YSO”), a non-profit 501(c)3 organization.

ARTICLE I: PURPOSE

The purpose of the Yakima Symphony Chorus is to perform choral-orchestral repertoire with the Yakima Symphony Orchestra, as well as to foster appreciation of choral music in Central Washington.

In keeping with this purpose, the YSC will present a minimum of one YSC concert which provides the communities of Central Washington with an educational and enjoyable experience of the highest musical quality and features local singers, soloists and instrumentalists.

For its members, the YSC provides a unique opportunity to participate in an educational, cultural and social experience based on their shared love of music. Significant benefits of the experience include: the study and performance of music of a wide variety of periods and styles, the improvement of the individual’s singing technique, the opportunity to perform as a soloist, and the fellowship that comes from creating music with others.

ARTICLE II: MEMBERSHIP

- 2.1 **Eligibility:** Membership in the YSC shall be determined by an audition with the YSC Chorusmaster for the purpose of evaluating musical ability of the applicant. Upon successful completion of the audition and Membership form, along with payment of applicable fees, the applicant will be a member of the YSC. Membership in the YSC shall be open to any person eighteen years of age or older who is interested in promoting and furthering the purposes of the YSC.
- 2.2 **Rights & Responsibilities:** Members in good standing shall have all the rights and privileges of membership, including the right to vote at general meetings. A Member in good standing shall be any member who is current in dues and is actively participating in the Chorus. Membership information and requirements are further outlined in the Member Handbook.
- 2.3 **Dues:** The Governing Committee (GC) may establish a dues structure for members, which may include scholarship/incentive opportunities. Such dues shall be used to support the operation of the Chorus.

ARTICLE III. MEETINGS OF THE MEMBERSHIP

- 3.1 **Annual Meeting:** The YSC shall hold an annual meeting of its members before June 30 of each year for the purpose of electing officers, approving the upcoming fiscal year budget, receiving the annual report of the Chair, Treasurer, and Chorusmaster, and for the transaction of such other business as may properly come before the meeting.
- 3.2 **Special Meetings:** Special meetings of the membership of the YSC may be called at any time by the Chorusmaster, the Chair, or the Governing Committee. A special membership meeting must be called by the Chair upon the receipt of a written request by not less than fifteen members of the YSC.
- 3.3 **No Voting by Proxy:** Voting by proxy is not allowed at membership meetings. Decisions on any

question at a meeting of the membership shall be by majority vote of the members present and voting.

- 3.4 **Quorum:** At any annual or special meeting of the membership of the YSC, fifteen members shall be a quorum, but in the absence of a quorum, a lesser number may adjourn the meeting to a time when a quorum is present.
- 3.5 **Notice:** Written notice of all membership meetings shall be given to the membership at least two weeks prior to the meeting. If the notice is given to members at a regular rehearsal of the Chorus, the GC must mail notice the next business day to all members not present at the rehearsal. Notice of special meetings is not required so long as no changes are made to the Governing Rules and Procedures and no election of officers is held.
- 3.6 **Fiscal Year and Concert Season:** The fiscal year for the Chorus shall be from July 1st to June 30th of the following year. The YSC shall have two concert seasons, with the first being from September through December, and the second from January through June.

ARTICLE IV: GOVERNING COMMITTEE

- 4.1 **Composition:** The Governing Committee (GC) shall consist of a Chair, Vice-Chair, Secretary, At-Large Representative, and Section Representatives: S-A-T-B, and the immediate Past Chair. The Chorusmaster shall be a voting member of the GC. The YSO Music Director is a voting member of the GC; however, he/she is not expected to attend GC meetings on a regular basis. The GC may invite the YSO Music Director for specific meetings, especially those at which an important vote is expected.
- 4.2 **Responsibility:** The GC shall have responsibility for the management of the affairs and property of the YSC.
- 4.3 **Purpose, Planning:** The GC shall use its best efforts to carry out the purpose of the YSC as expressed herein. The GC shall devote one meeting each year to evaluate and discuss the goals and objectives of the YSC. In furtherance thereof, the Chair and Chorusmaster shall develop a long range plan to be presented to the GC for input and approval.
- 4.4 **Meetings:** Regular meetings of the GC shall be held as established by the GC. Special meetings may be called by the Chair and must be called upon the written request of any three members of the GC. Written or oral notice of all meetings of the GC shall be given or mailed to each Governing Committee Member (GCM) no later than five days prior to each meeting.
- 4.5 **Quorum:** A quorum for the transaction of business by the GC at all meetings shall be no less than five GCMs. Each GCM shall have one vote at all meetings, and no voting shall be by proxy. A lesser number may adjourn the meeting to a time when a quorum is present.
- 4.6 **Minutes:** The GC Secretary shall maintain minutes of all meetings, which shall be made available for inspection upon request by any member of the YSC.
- 4.7 **Budget:** At the annual meeting, the GC shall present to the membership a budget to be approved for

the upcoming concert year. The categories in the budget shall be determined by the GC. The approved budget shall be submitted to the YSO Executive Director by June 30th.

- 4.8 **Use of Name:** The name(s) of the association (YSO, YSC, YYSO) shall not be used for any purpose without the prior approval of the YSC GC and YSO Board.

ARTICLE V: DUTIES OF THE MEMBERS OF THE GOVERNING COMMITTEE

- 5.1 **Duties:** The duties of the GCMs shall be as follows: **Please see attached Job Descriptions for more detail.*

A. **Chair:** The Chair shall preside at all membership and GC meetings. The Chair shall be an ex-officio member of all committees. The Chair shall be the principal officer of the YSC, shall have general charge and supervision of the YSC's affairs, and shall perform such other duties as the GC may delegate.

B. **Vice-Chair:** The Vice-Chair shall exercise his or her best efforts to become familiar with the office and duties of the Chair and to prepare for taking that office if necessary. In the event of the Chair's absence or disability and/or at the request of the Chair, the Vice-Chair shall perform any and all duties of the Chair. The Vice-Chair shall be the Nominating Committee's candidate for Chair for the next year if the Chair may not be re-elected.

C. **Secretary:** The Secretary shall have responsibility for preparing and maintaining accurate minutes of all membership and GC meetings and shall perform all other duties normally incident to the office of Secretary.

D. **Treasurer:** The Treasurer shall be the YSO accountant and shall have the joint responsibility with the Chair for the finances of the YSC under the guidance of the GC and shall have control of all YSC funds subject to such regulations as may be prescribed by the GC. The Treasurer shall prepare such financial statements as the GC and/or YSO may require and shall perform all duties normally incident to the office of Treasurer.

E. **Section Representatives:** Section Representatives shall represent their sections at GC meetings, take attendance at rehearsals within their sections, and perform all duties normally attributed to the office of Section Representative.

F. **At-Large Representatives:** The At-Large Representative shall represent the entire active membership at GC meetings and perform all duties normally attributed to the office of At-Large Representative.

ARTICLE VI: COMMITTEES

- 6.1 **Nominating Committee:** The Chair shall appoint a Nominating Committee consisting of not less than three members, to be chosen from the members of the YSC. The Vice-Chair shall be the chair of

the Nominating Committee. After contacting possible candidates, the committee shall prepare a slate of candidates for presentation to the membership at its annual meeting.

- 6.2 **Standing Committees:** The GC may establish standing committees. The chairs of all standing committees shall be members of the GC, but members of the committees may be any member of the YSC. The GC shall approve the duties and responsibilities of such committees and periodically review their activities. The chair and membership of the standing committees shall be appointed by the Chair, with the advice and consent of the GC.
- 6.3 **Ad Hoc Committees:** The GC may establish ad hoc committees as it sees fit and shall determine or provide for the definition of their duties and functions. The Chair shall appoint the chair and membership of all ad hoc committees.

ARTICLE VII: ELECTIONS AND TERMS

- 7.1 **Nominations:** The Nominating Committee, chaired by the Vice-Chair, shall propose one candidate for each office at the annual meeting each year. Nominations from the floor shall be accepted as well. If two or more persons are nominated for one office, voting shall be by secret ballot. If the Chair cannot or will not run for re-election, the Vice-Chair shall be the Committee's candidate for Chair, unless the Vice-Chair is unwilling or unable to act as Chair.
- 7.2 **Elections:** All GCMs shall be members of the YSC and shall be elected at the annual meeting of the membership to be held in May/June. All GCMs shall serve without compensation.
- 7.3 **Terms:** GCMs serve a term of **two** years. A GCM may serve for no more than two consecutive terms, exclusive of any temporary term to which he/she may have been elected by the GC. A GCM who has served two terms in any office may be immediately elected to a different office, regardless of the number of terms served in the prior office. Each GCM shall pass on to his/her successor any materials and documents which may be helpful in the successor's term, and shall be available if possible during the successors term to lend guidance and give advice.
- 7.4 **Vacancy:** With the exception of the Chair, any vacancy in the GC may be filled temporarily by appointment by the GC, and such appointee shall serve until the next annual or special membership meeting. If the Chair becomes vacant, the Vice-Chair shall be Chair.
- 7.5 **Resignation:** Any GCM wishing to resign from the GC must submit a written resignation to the GC Secretary.
- 7.6 **Removal of Committee Members:** Any GCM may be removed from office by a majority vote at any GC meeting for conduct detrimental to the interests of the YSC, for refusal to render reasonable assistance in carrying out its purposes, or for missing three consecutive regular or special GC meetings. Any GCM proposed to be removed is entitled to at least five days notice of the GC meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard by the GCMs at such meeting.

ARTICLE VIII: CHORUSMASTER

- 8.1 **Duties, Authority:** The Chorusmaster shall be the Music Director of the Yakima Symphony Chorus and a member of the GC. The Chorusmaster shall exercise sole and exclusive artistic control of the YSC and shall preside at all rehearsals and concerts. The Chorusmaster shall consult with the YSO Music Director to determine frequency and dates of concerts with the YSO. The Chorusmaster shall have sole and exclusive authority to select frequency and dates of non-YSO concerts. The Chorusmaster's salary shall be determined on an annual basis by the YSO and YSC.
- 8.2 **Interim Chorusmaster/Sectional Leaders:** In the event that the Chorusmaster is unable to temporarily fulfill his/her duties, he/she may select an Interim Chorusmaster who shall serve under the direction and control of the Chorusmaster. The Interim Chorusmaster shall preside at all rehearsals and concerts in the absence of the Chorusmaster. The Chorusmaster may also appoint Sectional Leaders to assist with regular rehearsal, as needed.
- 8.3 **Accompanists:** The Chorusmaster may select an accompanist or accompanists for all YSO and non-YSO concerts. Accompanists shall serve under the direction and control of the Chorusmaster. Pay for YSO concert accompanist shall be determined by the YSO per the annual YSO/YSC agreement; pay for non-YSO concert accompanists shall be determined by the YSC on a case-by-case basis (see Guest Artist contract).
- 8.4 **Vacancy:** If the position of Chorusmaster becomes vacant, the GC shall participate in the Search Process in conjunction with the YSO.
- 8.5 **Grievances:** Should the GC have major concerns regarding the performance of the Chorusmaster, such concerns may be submitted via the YSC Chair to the YSO Music Director for his/her consideration. The YSO Music Director shall make any recommendations he/she deems necessary to the YSO Board.

ARTICLE IX. ATTENDANCE AND CONCERT DRESS CODE

- 9.1 **Rehearsal Attendance:** The YSC shall hold regular rehearsals as scheduled by the Chorusmaster in preparation for each concert. Consistent attendance at regular rehearsals and dress rehearsals (the final rehearsals before any concert) is mandatory for all members. A maximum of two excused absences from rehearsal is allowed per concert. An absence is excused if the member notifies his/her Section Representative of the absence before the missed rehearsal.
- 9.2 **Attendance Code:** The GC may change the attendance code at any time, provided they give notice of the changes to the membership at least 4 weeks prior to any concert. The Chorusmaster shall have the authority to refuse to allow a member to participate in a concert if he/she determines that the member is not prepared.
- 9.3 **Leave of Absence:** A Leave of Absence form is intended to communicate the unavailability of a chorus member for an individual concert. Should a chorus member need to miss more than an individual concert, continued membership will be considered on a case by case basis by the GC in conjunction with the Chorusmaster.

- 9.4 **Concert Dress Code:** All members of the YSC shall abide by the concert dress code set forth by the GC. The GC may change the concert dress code at any time, provided they give notice of the changes to the membership at least 4 weeks prior to any concert. The Chorusmaster shall have authority to refuse to allow a member to participate in a concert if that member is not in compliance with the dress code.

X. MISCELLANEOUS PROVISIONS

- 10.1 The YSC shall be subject to the provisions of the YSO. No YSC Governing Committee Member, group, or persons associated with YSC shall have the power to act as an agent for or otherwise bind the YSC or YSO in any way whatsoever, except to the extent specifically authorized by the YSC Governing Committee and the YSO Board of Directors.

ARTICLE XI: AMENDMENTS

The Governing Rules and Procedures of YSC may be amended, revised or otherwise changed by a two-thirds vote of the YSC Governing Committee and YSO Board approval. A copy of any proposed amendment(s) to these Guidelines must be given to the membership with the notice of the meeting at which a vote will be taken.

Done and dated this _____ (day) of _____ (month), 2011.

Attest:

Board Chair, YSO

Committee Chair, YSC