

# **Woodbridge Community Choir, Inc. By-Laws**

The Woodbridge Community Choir was established in June of 1966, under the Directorship of Erotida (Lillian) P. Gaskill by seven church choirs in Woodbridge. The purpose of the group was to foster better community relations by presenting a joint Christmas concert. The first rehearsal was held September 26, 1966, at Covenant Presbyterian Church. The first concert was held on December 11, 1966, at Our Lady of Angels Catholic Church, Woodbridge, Virginia.

## **ARTICLE I. NAME**

The name of this organization shall be the Woodbridge Community Choir, Inc. (WCC, Inc.).

## **ARTICLE II. MUSICAL PURPOSE**

Concerts of WCC, Inc. shall be musically challenging to the members and appealing to the audience. The emphasis of the program shall be on traditional music.

## **ARTICLE III. MEMBERSHIP**

- A. Membership policies shall be published annually.
- B. Membership in the choir may be terminated if deemed necessary by a vote of two-thirds (2/3) of the Board of Directors present when such a vote is called for at a meeting of the Board of Directors. The member shall be notified of such decision in writing.

## **ARTICLE IV. FINANCES**

- A. The fiscal year shall run from 1 July to 30 June.
- B. A registration fee shall be charged to choir members at the discretion of the Board of Directors.
- C. A committee shall be appointed in January to prepare a comprehensive annual budget for the next fiscal year. This shall be presented for consideration at the April meeting and approved by the Annual Meeting.
- D. A free-will offering shall be collected at scheduled concerts to help defray expenses.
- E. No member of this organization shall contract for or incur any debt, or enter into any agreement, or otherwise obligate this organization, except by authorization of the Board of Directors.
- F. The financial records are to be audited annually within sixty (60) days of either the close of the fiscal year or upon election of a new treasurer.

- G. All checks require two signatures. In addition to the Treasurer, the Chairman and Vice Chair are authorized to sign checks.
- H. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of Section 501 (c) (3) purposes.

No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future U.S. Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or the corresponding provisions of any future U.S. Internal Revenue Law).

## **ARTICLE V. BOARD OF DIRECTORS**

- A. The government of this organization shall be conducted by a Board of Directors.
- B. All members of the Board of Directors must hold at least one office. Each office has one (1) vote. Each member shall have only one (1) vote regardless of the number of offices held. All office terms run from July 1st to June 30th. In the event of an open office or a newly created office the elected member shall begin the term immediately.
- C. Any interested individual desiring to join the Board must apply by completing a Board Membership Application Form (Attachment B) and submitting it to the Board of Directors for consideration.
- D. Board members are expected to attend all meetings of the Board of Directors.
- E. Offices:
  - (1) Elected offices may include: Chairman, Vice Chair, Production Chair, Publications Chair, Marketing/Publicity Chair, Fund Raising Chair, Secretary, Treasurer, Parliamentarian/Historian, Grants Coordinator, Membership Management Chair, and Special Events Chair.
  - (2) Non-elected: Resident Musical Director, Guest Musical Director, and Assistant Musical Directors
- F. Any member of the Board of Directors may be removed by a two-thirds (2/3) vote of the members of the Board, provided that notice of the proposed action has been provided to all Board members at least ten (10) calendar days in advance of the meeting. This action may take place at a scheduled meeting of the Board of Directors.

- G. Following removal, a person may not sit on the Board of Directors or hold office for a period of at least one (1) year, but may continue participation in the Choir.
- H. The Board of Directors will designate which Board Member(s) maintain appropriate keys as stated in the Standing Rules.
- I. The Board of Directors may create such positions and adopt such policies as necessary to achieve the purposes of the organization.

## **ARTICLE VI. EMERITUS**

- A. A Board Member Emeritus is an honorary voting position that will not be included in the determination of quorum.
- B. A Board Member may be considered for emeritus status after completing ten (10) years of continuous board service or a total of fifteen (15) years of non-consecutive service or as determined by the Board of Directors by unanimous vote.
- C. Board Member Emeritus status requires approval by two-thirds (2/3) vote of the members of the Board.
- D. Any Board Member Emeritus may choose at any time to apply for an active Board office. When no longer active, Emeritus status is automatically restored.

## **ARTICLE VII. ADVISORY BOARD**

- A. An Advisory Board member is an honorary non-voting member with professional expertise or community affiliations in areas which may benefit the choir (e.g., attorney, CPA, artist, etc.)
- B. The Advisory Board member should be available to advise the Board in matters relating to his/her field of expertise which may, on occasion, require attendance at a Board meeting.
- C. The position shall continue until terminated by either party in writing, subject to approval by a simple majority of the Board.

## **ARTICLE VIII. ELIGIBILITY, DUTIES AND TERMS OF ELECTED OFFICERS**

- A. Officers shall be elected by the Board of Directors at the June meeting for a term of one (1) year, unless otherwise stated in these By-Laws.

All officers are required to follow the Records Retention Policy.

All officers shall submit a summary report of fiscal year activities to the Vice Chair no later than the June Board Meeting or upon resignation from the Board.

All officers shall provide advertisements such as newspaper articles, programs, newsletters, photos, etc. to the Grants Coordinator.

B. Chairman

- (1) Shall preside at all meetings of the Board of Directors.
- (2) Shall be responsible for the overall operation of WCC, Inc. in coordination with the Board of Directors.
- (3) Shall appoint necessary Board committee chairs.
- (4) Shall ensure that the actions and activities of the WCC, Inc. are consistent with the adopted Constitution, By-Laws, Standing Rules and Policies.

C. Vice Chair

- (1) Shall be responsible for duties of the office as stated in the Standing Rules.
- (2) Shall assume the duties of the Chairman in his/her absence.
- (3) Shall be responsible for the consolidation of summary reports from all officers for presentation at the annual meeting.
- (4) Shall appoint and chair the Nominating Committee and fulfill all duties of this committee as stated in the Standing Rules.
- (5) Shall perform such duties as assigned by the Chairman.

D. Production Chair

- (1) Shall be responsible for all phases of production as stated in the Standing Rules.
- (2) Shall appoint any necessary committee chairs.
- (3) Shall perform such other duties as may be prescribed by the Board of Directors.

E. Publications Chair

- (1) Shall be responsible for duties of the office as stated in the Standing Rules.
- (2) Shall appoint necessary committee chairs.
- (3) Shall perform such other duties as may be prescribed by the Board of Directors.

F. Marketing/Publicity Chair

- (1) Shall be responsible for duties of the office as stated in the Standing Rules.
- (2) Shall appoint necessary committee chairs.
- (3) Shall perform such other duties as may be prescribed by the Board of Directors.

G. Fund Raising Chair

- (1) Shall be responsible for duties of the office as stated in the Standing Rules.
- (2) Shall appoint necessary committee chairs.
- (3) Shall perform such other duties as may be prescribed by the Board of Directors.

H. Secretary

- (1) Shall be responsible for duties of the office as stated in the Standing Rules.
- (2) Shall keep minutes of all meetings of the Board of Directors.
- (3) Shall handle all correspondence as requested by the Board of Directors.
- (4) Shall maintain records, including membership database and current mailing lists.
- (5) Shall notify Board of Directors of any change to regularly scheduled Board meetings.
- (6) Shall perform such other duties as may be prescribed by the Board of Directors.

I. Treasurer

- (1) Shall be responsible for duties of the office as stated in the Standing Rules.
- (2) Shall be responsible for payment of approved WCC, Inc. financial obligations.
- (3) Shall chair the Budget Committee which prepares a draft budget for the next fiscal year.
- (4) Shall keep all financial records of WCC, Inc. by established line items of the budget.
- (5) Shall be responsible for ensuring that no monies are distributed which would exceed the approved budget.
- (6) Shall maintain a checking account and/or other financial instruments as deemed appropriate by the Board of Directors.
- (7) Shall furnish a complete year-end financial statement at the August Board Meeting and shall give a financial report at each meeting of the Board of Directors.
- (8) Shall perform such other duties as may be prescribed by the Board of Directors.

J. Parliamentarian/Historian

- (1) Shall be responsible for duties of the office as stated in the Standing Rules.
- (2) Shall appoint necessary committee chairs.
- (3) Shall perform such other duties as may be prescribed by the Board of Directors.

K. Grants Coordinator

- (1) Shall be responsible for duties of the office as stated in the Standing Rules.
- (2) Shall be responsible for researching potential funding opportunities from foundations and corporations as well as local, state, and federal sources.
- (3) Shall be responsible for requesting approval from the Board of Directors to submit any applications for funding.
- (4) Shall perform such other duties as may be prescribed by the Board of Directors.

L. Membership Management Chair

- (1) Shall be responsible for duties of the office as stated in the Standing Rules.
- (2) Shall be responsible for the enforcement of the concert attire policy.
- (3) Shall document in the Summary Report a description of approved concert attire.
- (4) Shall perform such other duties as may be prescribed by the Board of Directors.

M. Special Events Chair

- (1) Shall be responsible for duties of the office as stated in the Standing Rules.
- (2) Shall be responsible for researching, coordinating, and planning tours, retreats, special events, and workshops.
- (3) Shall perform such other duties as may be prescribed by the Board of Directors.

**ARTICLE IX. ELIGIBILITY, DUTIES, AND TERMS OF NON-ELECTED OFFICERS**

A. Resident Musical Director

- (1) Should have at least five (5) years experience directing the WCC.

- (2) Shall be selected by the Board for an indefinite term.
- (3) Will provide organization history and artistic advice and act as a mentor to other musical directors.
- (4) Shall be responsible for duties of the office as stated in the Standing Rules.

B. Guest Musical Director

- (1) A request to be Guest Musical Director will be submitted to the Board of Directors and shall include a musically relevant resume. Selection criteria will be based upon review of resume and any accompanying materials including observation of applicant's style and technique, if appropriate.
- (2) Shall be selected for a term of one or more seasons. Selection shall occur three (3) or more months prior to the start of the first season.
- (3) Shall be responsible for duties of the office as stated in the Standing Rules.

Either the Resident Musical Director or the Guest Musical Director shall serve as the Director for the season. If there is no Guest Musical Director, duties fall on the Resident Musical Director.

## **ARTICLE X. MEETINGS AND QUORUMS**

A. Robert's Rules of Order shall govern the proceedings of all meetings of this Corporation except as provided in these By-Laws.

B. Board of Directors

- (1) The Annual Meeting shall be held on the third (3rd) Monday in June of each year.
- (2) Business of this Board of Directors shall also be conducted at monthly meetings. These meetings will be held on the third Monday of each month or at a date and time determined by the Chairman.
- (3) Special meetings may be called by the Chairman.
- (4) Any three (3) members of the Board of Directors may call a special meeting, provided written or electronic notice stating the purpose of the meeting is provided to all Board of Director members at least ten (10) calendar days in advance.
- (5) A quorum of the Board of Directors shall consist of fifty percent (50%) of its voting members. A quorum may be achieved by an official gathering in a room or area and/or by telecommunication which allows for simultaneous aural communication among all participating members as if they are in the same room. All members must be able to hear each other.
- (6) When a quorum is present at a scheduled WCC event, any Board Member may call an emergency meeting.

- (7) Unless otherwise so stated, all meetings are open to the public.
- (8) Board members are expected to attend all meetings of the Board of Directors. In the event a Board member is unable to attend a regularly scheduled Board meeting, advance notification to the Chairman is required except in the event of an emergency. If a member of the Board of Directors has missed more than three (3) monthly Board meetings within the fiscal year, the Secretary shall immediately bring this to the attention of the Board for review.

#### **ARTICLE XI. PERFORMANCES**

- A. The annual Spring concerts are normally held on the first Saturday and Sunday in May. Rehearsals commence the last Monday in January.
- B. The annual Christmas concerts are normally held on the first Saturday and Sunday in December. Rehearsals commence the last Monday in August.
- C. In the event of a scheduling conflict, the Board of Directors may select alternate concert dates.
- D. The Board of Directors may schedule other performances.

#### **ARTICLE XII. ELECTIONS**

- A. The election of officers shall be held at the June meeting except in the event of an open office or the creation of a new office, at which time elections shall be held at the next Board meeting to fill these vacancies.
- B. A nominating committee shall be appointed in July by the Vice Chair. This committee shall consist of the Vice Chair and a minimum of two (2) additional Board members and one member from the choir.

#### **ARTICLE XIII. AMENDMENT**

- A. The Constitution and By-Laws of this corporation may be amended or replaced by a two-thirds (2/3) vote of the Board of Directors present, provided that written, including via electronic media, notice specifying any proposed change has been provided each Board member at least ten (10) calendar days in advance.
- B. Such amendments may be modified at the meeting before being acted upon without further notice being sent to Board members.
- C. Every even fiscal year, a committee shall be appointed to review these By-Laws. The committee shall include a minimum of three (3) Board Members one of whom will have served at least five (5) years on the Board.



- D. All copies of the Constitution, By-Laws, Standing Rules, and Policies shall contain the most recent revision date on the first page of each document.

#### **ARTICLE XIV. CONFLICT OF INTEREST**

- A. Definition--A conflict of interest is defined as an actual or perceived interest by a Board member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain.

- B. Obligation—Board members are obligated to act always in the best interest of the organization. This obligation requires that any officer or member, in the performance of organization duties, seek only the furtherance of the organization mission. At all times, officers and members are prohibited from using their job title or the organization's name or property for private profit or benefit.

The officers and members of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors and vendors. This is not intended to preclude bona-fide organization fund-raising activities.

- C. Disclosure--Any possible conflict of interest shall be disclosed by the person or persons concerned.

- D. Board Action--When a conflict of interest is relevant to a matter requiring action by the Board, the interested person(s) shall call it to the attention of the Board and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Directors, excluding the person(s) concerning whose situation the doubt has arisen.

- E. Record of Conflict--The official minutes of the Board shall reflect that the conflict of interest was disclosed and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.

## **ARTICLE XV. DISSOLUTION**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as at the time shall qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized exclusively for such purposes.

Adopted: April 6, 1970

Revision Dates: 1978  
1982  
May 1984  
September 1985  
January 1987  
May 1989  
October 1990  
May 1992  
January 1994  
May 20, 1996  
July 15, 1996  
January 18, 1998  
August 16, 1999  
April 17, 2000  
January 21, 2001  
February 19, 2001  
February 18, 2002  
June 21, 2004  
February 21, 2005  
July 19, 2008  
July 23, 2011  
January 18, 2015  
September 19, 2016  
January 14, 2018  
May 21, 2018