



*Constitution
and Bylaws*

*Ratified
Spring 2007*

**CONSTITUTION
NEW DOMINION CHORALIERS OF
PRINCE WILLIAM COUNTY, INC.**

Article I: Name

The name of this organization shall be the New Dominion Choraliers of Prince William County, Inc. This organization shall subsequently be referred to simply as the New Dominion Choraliers or NDC throughout the remainder of this document.

Article II: Purpose

The New Dominion Choraliers (NDC) is an award-winning chorus of dedicated amateur and professional musicians. We are widely recognized for our musically diverse performances as well as for our commitment to serving the communities in which we sing. We are the chorus of choice in Prince William County and have a growing audience in the Washington, D.C., area and surrounding regions. The NDC provides a supportive environment for the musical growth and development of its members and serves as an example to young performers of a quality adult chorus. The NDC is a vibrant and growing group that provides ample opportunity for individual contributions and accomplishments.

Article III: Membership

The ultimate decision making authority of the New Dominion Choraliers shall be vested in the Membership as defined in the Bylaws.

Anyone meeting the criteria set forth in the Bylaws shall be a member of this organization. Classes of membership shall be set forth in the Bylaws.

Article IV: Executive Council

The business of this organization shall be conducted by an Executive Council of nine members. The Officers of the Executive Council (Council) of the NDC shall be the President, Vice President, Secretary, Treasurer, and one representative from each of the four voice sections—Soprano, Alto, Tenor, and Bass. The Music Director shall serve ex-officio as a member.

Article V: Quorum

Five Executive Council members must be present to constitute a quorum for the transaction of legitimate business of the Council. The Membership quorum shall be as set forth in the Bylaws.

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PRINCE WILLIAM COUNTY, INC.**

Article VI: Amendment

Any amendment to the Constitution or Bylaws must be approved by the Membership. A special meeting may be called for the purpose of amending the Constitution or Bylaws by a written petition of at least 20 percent of the Membership as defined in the Bylaws. Any such amendments shall be presented to the members not less than 14 days prior to the meeting at which the amendments are brought to a vote.

NEW DOMINION CHORALIERS OF PRINCE WILLIAM COUNTY, INC.

BYLAWS

Article I. NAME

The name of this organization shall be the New Dominion Choraliers of Prince William County, Inc.

Article II. PURPOSE/VISION

The New Dominion Choraliers of Prince William County, Inc. (NDC) is an award-winning chorus of dedicated amateur and professional musicians. We are widely recognized for our musically diverse performances as well as for our commitment to serving the communities in which we sing. We are the chorus of choice in Prince William County and have a growing audience in the Washington, D.C., area and surrounding regions. The NDC provides a supportive environment for the musical growth and development of its members and serves as an example to young performers of a quality adult chorus. The NDC is a vibrant and growing group that provides ample opportunity for individual contributions and accomplishments.

Article III. AUTHORITY

The New Dominion Choraliers of Prince William County, Inc. is established as a nonprofit corporation in accordance with the provisions of section 501(c)(3) of the Internal Revenue Code 26 United States Code and chartered with the State Corporation Commission of the Commonwealth of Virginia, Chapter 10 of Title 13.1 of the Code of Virginia.

Article IV. MEMBERSHIP

Section 1. Member. An individual who has paid all applicable membership fees shall be considered a member of the New Dominion Choraliers and is entitled to participate in concerts and on committees, vote on any matter put to the membership for ratification, and hold elected or appointed office.

Section 2. Associate Member. An individual who pays 50 percent of all applicable membership fees, does not receive music, and does not participate in rehearsals or concerts is considered an associate member of the New Dominion Choraliers and is entitled to vote on any matter put to the membership for ratification and receive any printed material. Associate members may not hold elected or appointed office but may serve on and chair committees.

Article V. EXECUTIVE COUNCIL

Section 1. Officers. The Officers of the Executive Council (Council) of the NDC shall be the President, Vice President, Secretary, Treasurer, and one representative from each of the four voice sections—Soprano, Alto, Tenor, and Bass. Officers and members of the Council shall serve without compensation but may receive reimbursement for expenses incurred on behalf of the NDC for which the Council has granted prior approval. Officers shall serve two-year terms and no officer may serve on the Council more than five consecutive years without a one-year break in service. No member may run for office if the term of office shall expire after the five-year limit. The terms of the officers shall be staggered with one-half of the terms expiring each year. Vacancies on the Council, with the exception of the office of the President and in the case of removal of an officer as set forth in Section 4. below, shall be filled through appointment by the President with the concurrence of the Council. Such appointees shall serve the remainder of the unexpired term of office. Vacancies in the office of the President with six months or more remaining in the term shall be filled by special election.

Section 2. Duties. The Council shall be responsible for setting the vision and goals of the NDC, approving the strategic plan, approving goals and budgets, appointing and annually reviewing the performance of the Music Director, ensuring the financial health of the NDC, and ensuring the Council's effectiveness. The Council shall set fees and other compensation for the Assistant Director(s), accompanists, guest performers, assistants, and/or consultants as deemed necessary. The Council shall also set ticket prices of the NDC concerts and membership fees.

The major responsibilities of each Council officer include, but are not limited to, the following:

- a. Participate in Council meetings;
- b. Participate in performances and attend special events;
- c. Be active on Council committees and task forces;
- d. Assist with fundraising and advocacy; and,
- e. Identify new talent for the NDC's governance and activities.

Section 3. Election of Officers.

A. The President, Vice President, Secretary and Treasurer shall be elected by ballot by a majority of the NDC membership present at the time of election. The election of section representatives shall be by ballot by a majority of their respective voice section members present at the time of election.

B. Elections shall be conducted annually by the Planning and Governance Committee no later than April with at least 14 days advance notification to the membership. The new officers will assume office at the conclusion of the June Council meeting.

Section 4. Removal of Officers. Any officer who is unable to fulfill his or her duties and responsibilities as defined in these Bylaws may be removed by a two-thirds vote of all Council members then serving on the Council. Before an officer is removed and after two-thirds of the full Council has voted to recommend such removal, the officer will be notified of the pending removal and will be informed as to the basis of the proposed removal. The officer will be given the opportunity to show cause why removal is not in order and may exercise this right in writing and will be given the opportunity to present any evidence desired to the other members of the Council before it votes to ratify the removal recommendation. Such action shall be completed within 30 days of the two-thirds vote recommending removal, and requires another two-thirds vote of all Council members then serving on the Council in order for the officer to be removed from the Council. In the event the officer is unable to be contacted for notification of the pending removal, the Council may vote to ratify the removal after 30 days have passed from the removal recommendation, provided all reasonable efforts to contact and notify the officer have been conducted. Any vacancy created by the removal of an officer with 6 months or more remaining in the term shall be filled by a special election.

Section 5. Officer Responsibilities.

A. President. The President shall preside at all meetings of the Council and shall be responsible for ensuring that all orders and resolutions of the Council are carried into effect. The President may cast a vote only in the case of a tie. The President serves as an ex-officio member of all committees. At the first meeting of each fiscal year, the President shall appoint an officer of the Council to act as Parliamentarian. At the beginning of each fiscal year, the President shall hold a meeting of committee chairpersons to review policies, procedures and chairperson roles and responsibilities as set forth in Article VI. of these Bylaws.

B. Vice President. The Vice President shall discharge the duties of the President in the President's absence. The Vice President, in conjunction with the President, shall develop a master schedule and coordinate all committees' activities. The Vice President shall perform such other duties as may be determined by the President.

C. Secretary. The Secretary shall: Organize, prepare and distribute Council agendas and draft minutes prior to the start of each meeting at the direction of the President; record and prepare draft minutes; maintain registration and attendance records; keep all records and documents of the corporation; prepare documents and handle correspondence; and, distribute notices, documents, year-end report forms, minutes and correspondence as directed by the Council.

D. Treasurer. The Treasurer shall: Receive cash, make deposits and effect payments in a timely manner and maintain accurate records thereof, including a comprehensive donor list; disburse funds on approval of the Council; submit monthly reports to the Council and the membership reflecting the financial condition of the corporation; prepare and submit annual tax returns per IRS regulation; provide updated Bylaws to the appropriate State and Federal entities;

be responsible for all financial transactions; serve as chair of the Finance/Budget Committee; and be the legal custodian of all funds and other valuables of the corporation.

E. Section Representatives. The four Section Representatives act as liaisons between the Council and the membership at large and are ex-officio members of the Social Committee. Their primary responsibility shall be to solicit and disseminate to the Council the relevant opinions, concerns, and ideas of the membership. They shall record attendance for their respective section; be familiar with rehearsal, concert and other policies (as published in the NDC Notebook and/or as otherwise established), assist in their implementation and serve as an example through personal adherence; encourage active participation in the administration of the Choraliers; foster camaraderie among members in their respective section; and, be willing to assist members enhance their musicianship.

F. No officer shall hold more than one office at any time. No officer shall execute, acknowledge, or verify any financial or legal instrument in more than one capacity.

Article VI. EXECUTIVE COUNCIL STRUCTURE

Section 1. The Council shall establish the following committees and task forces. Committee and task force chairs shall annually be elected by the June Council meeting by their respective members with the exception of the Finance Committee, which shall be chaired by the Treasurer. The President of the Council is an ex-officio member of each committee and task force but is not eligible for election to chair any committee or task force. Elected officers are not eligible for election to chair the Planning and Governance Committee. The Chairperson of each committee shall coordinate all committee activities with the Vice President and shall be an ex-officio member of the Budget Subcommittee. The Chairperson or their representative shall attend Council meetings and shall prepare and submit to the Secretary written monthly reports on their committee's activities.

Section 2. Music Committee. The general duties of the Music Committee shall include, but not be limited to, the following:

- a. Advise and assist the Music Director in the selection of music, solos, featured performers, instrumentalists, guest performers, and concert themes;
- b. Assist the Music Director, Assistant Director(s) and Production Committee in planning the staging, special effects, and choreography of concerts and other performances;
- c. Recommend and manage auxiliary performances as approved by the Council;
- d. Advise the Council regarding selection of Music Director and accompanists and provide feedback on the performance of the Music Director, Assistant Director(s), and accompanists to the Council at the conclusion of each season; and,
- e. Order and disperse music.

Section 3. Planning and Governance Committee. The general duties of the Planning and Governance Committee shall include, but not be limited to, the following:

- a. On an ongoing basis, identify and recruit potential candidates to serve on the Council;
- b. Direct nominations and elections of the NDC Council in accordance with these Bylaws;
- c. Annually review the NDC Constitution, Bylaws, and Notebook and recommend any amendments to such to the Council;
- d. Ensure that the NDC Vision reflects the needs and concerns of the members of the NDC and conduct periodic meetings of the membership to this end, no less frequently than biennially;
- e. Develop and recommend the Vision Implementation Plan to the Council and provide an annual assessment on achievement of planned goals; and,
- f. Provide guidance and assistance to the Council on organizational dynamics and development, including Council member orientation.

Section 4. Finance Committee. The Finance committee is chaired by the Treasurer and is comprised of two Subcommittees, the Budget Subcommittee and the Ways and Means Subcommittee. The Finance Committee shall manage and report to the Council on raising, securing, expending, and monitoring the funds necessary to responsibly operate the NDC.

- a. The general duties of the Budget Subcommittee, which shall also be chaired by the Treasurer, shall include, but not be limited to, the following:
 1. Develop and recommend to the Council an annual operating budget for the NDC by May of each year;
 2. Once approved by the Council, disseminate budgets to the various committees and task forces as necessary to operate the NDC;
 3. Monitor budget expenditures by committees and task forces to ensure they operate within approved budgetary constraints; and,
 4. Review and recommend courses of action to the Council on any requests for expenditures not included in the approved annual budget.
- b. The general duties of the Ways and Means Subcommittee shall include, but not be limited to, the following:
 1. Identify opportunities for fundraising, grant proposals, and donor development;
 2. Establish annual fundraising goals and recommend to the Council short- and long-range strategies to meet these goals;
 3. Conduct fundraising, grant and development efforts as approved by the Council, and,
 4. Monitor achievement of fundraising goals and recommend changes to strategies or goals to the Council, if necessary.

Section 5. Production Committee. The general duties of the Production Committee shall include, but not be limited to, the following:

- a. Obtain rehearsal and performance facilities; Arrange for audio and/or video recording of performances subject to Council approval;
- b. Coordinate sound, lighting, staging, special effects and choreography with the Music Committee subject to Council approval;
- c. Recommend concert attire (or uniform) annually for approval by the Council; and,
- d. Box office and ticket sales (pre-sale, season tickets, recruit volunteers, coordinate with Publicity Committee).

Section 6. Publicity Committee. The general duties of the Publicity Committee shall include, but not be limited to, the following:

- a. Coordinate public relations, publicity and news coverage through development of media and community contacts, write and distribute news releases and articles, and execute any paid advertising approved by the Council;
- b. Develop and distribute all printed media and promotional materials for concerts and the NDC in general (e.g., programs, flyers, posters, tickets, website content, brochures) as approved by the Council;
- c. Conduct and administer program advertisement sales, provide sales forecasts and reports by concert season to the Council;
- d. Conduct audience development activities, including: Recommending ticket prices to the Council each performance season; analyzing audience attendance and trends; developing and maintaining audience and prospect mailing lists (including email); and, onsite promotions at concerts and other performances; and,
- e. Develop a marketing plan to generate and grow audiences for the NDC concerts and implement this plan as approved by the Council.

Section 7. Social Committee. Responsibilities may include, but not be limited to, welcoming and hospitality; social events; gifts and awards; and personal correspondence to the membership. Section Representatives shall serve as ex-officio members of the Social Committee.

Section 8. Task Forces. To accomplish the activities in the Implementation Plan not generally falling under the duties of a standing committee, or to accomplish other specific objectives that may arise, the Council may create task forces. Task forces operate similarly to committees but are generally short-term in nature or narrowly focused in scope. Creation of a task force requires approval by two-thirds of the Council present and a written statement of duties (similar in format to the committee duties included in Article VI. of these Bylaws) shall be published by the Council. A task force shall consist of volunteers from the membership of the

NDC and shall elect a chair from its members (officers of the Council, except the President, are eligible). The duties of task forces are to:

- a. Plan and implement activities as determined by the Council; and,
- b. Report their progress to the appropriate officer or standing committee as specified by the Council.

Article VII. MUSIC DIRECTOR

The Council shall appoint a Music Director who shall have responsibility, under the general direction of the Council, for all of the musical activities of the NDC. In selecting the NDC concert programs and musical selections, the Music Director shall take into account the Music Committee's advice but shall have the ultimate decision and responsibility regarding final music selection. The Music Director shall annually advise Council of plans for the members' music development and the growth and development of the NDC. The Music Director shall serve ex-officio as a voting member of the Council. However, the Music Director shall recuse him or herself from voting on issues regarding the appointment or evaluation of the Music Director. The Music Director shall, subject to the approval of the Council, appoint such Assistant Director(s) as may be needed. The Assistant Director(s) shall assume the duties and responsibilities of the Music Director in the event of the Music Director's absence. The Music Director shall, whenever requested, report to the Council and shall perform such other duties as may be assigned to him or her by the Council. Each season, the Music Director shall provide an evaluation of the Assistant Directors and accompanists. The Music Director may be removed by a three-fourths majority vote of all Council members then serving on the Council. Should the Music Director plan to leave the NDC, a 6-month advance notification is requested.

Article VIII. MEETINGS

Section 1. Meetings of the Executive Council.

A. The Council shall generally hold monthly meetings at a place and time to be announced by the President. The Council and membership of the NDC shall be notified at least 7 days in advance of the meeting. Notification via publication in the weekly NDC Newsletter, publication on the NDC website, via email, telephone call/voice mail or an announcement during rehearsal(s) shall constitute a valid meeting notification. Meetings to address time-sensitive issues may be called by the President or Vice President without regard to this advance notice requirement and shall be announced to the Council and as many NDC members as possible prior to convening any such meeting.

B. Council meetings shall be open to all NDC members and associate members and other individuals as deemed appropriate by the President. Any meeting attendee may address the Council at the discretion of the President.

C. A majority of the members of the Council shall constitute a quorum, and all matters shall be decided by a majority vote of the Council members present unless otherwise provided for in these Bylaws. The President may vote only in the case of a tie.

D. Approved minutes of each Council meeting shall be made available to the members.

Section 2. Meetings of Committees and Task Forces. Meetings shall be called and conducted as necessary by the chairperson of each respective committee or task force.

Section 3. Meetings of the Members.

A. Meetings of the NDC members may be called by the President, at the request of one-third of the Council, or at the request of 20 percent or more of the NDC members. Notice of meetings, generally 14 days in advance of such meeting, shall be announced to the membership prior to convening any meeting. Generally, meetings of the NDC members should be held in conjunction with rehearsals.

B. A majority of the members of the NDC shall constitute a quorum, and all matters shall be decided by a majority vote of the members present.

C. Approved minutes of membership meetings shall be made available to the members.

Section 4. Vision Meetings. Meetings of the members to review and set goals and objectives and to develop long-range plans shall be held no less frequently than biennially. The Governance and Planning Committee is responsible for calling and conducting these meetings.

Article IX. ISSUE RESOLUTION

A. Any member has the right to bring an issue of concern before the Council for discussion and vote, if necessary.

B. Should the member be dissatisfied with the result of the Council discussion, the member may petition to bring the issue before the membership for discussion and vote, if necessary. To do this, the member must obtain in writing the support of at least 20 percent of the membership. A special meeting shall then be called for the purpose of resolving the issue. No issue shall be voted upon at the same time at which it is presented unless it has been distributed to the membership not less than 14 days prior to the meeting at which it is to be considered.

C. Once an issue is placed before the membership for a vote, a two-third majority vote of the members present is required to overturn the original Council decision.

D. No issue may be petitioned more than once in a performing season.

E. Should an issue of concern be brought to the attention of the Council that the Council feels would be better placed before the membership, the requirement for written petition shall be waived.

Article X. CORPORATE FINANCES

Section 1. No officer or member of the NDC may receive financial gain from their positions except as permitted under applicable state law and under section 501(c)(3) of the Federal Internal Revenue Code. The NDC shall not engage in any activities which tax-exempt organizations are prohibited from undertaking under section 501(c)(3) of the Internal Revenue Code 26 United States Code section 170(c)(3).

Section 2. Negotiable Instruments and Other Evidence of Indebtedness. All checks, drafts, or orders for payment of money, notes and other evidences of indebtedness issued in the name of the NDC may be signed by the President, Vice President, Treasurer or Secretary. The President or Vice President shall approve the issuance of any payment exceeding \$500 unless previously authorized by the Council. No checks shall be signed in blank nor shall any check issued to any Council officer be signed by that Council officer.

Section 3. Fiscal Year. The fiscal year shall extend from July 1 to June 30.

Section 4. The position of Treasurer shall be bonded by the Corporation.

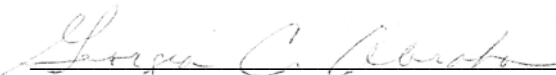
Section 5. Financial Review. Financial records shall be subject to an annual review by an outside firm. The firm chosen shall not be directly or indirectly affiliated with any officer of the Council.

Section 6. Indemnification. The Corporation shall purchase and maintain insurance for the purpose of reimbursing and indemnifying any officer, Council member, NDC member, or employee against losses reasonably incurred by him or her (including, without limitation, judgments, penalties, fines, settlements, and reasonable attorneys' fees and other expenses) in connection with any action, suit, or proceeding to which he or she may be made a party by reason of being or having been an officer, Council member, NDC member, employee, or agent of the NDC.

Section 7. Dissolution of the Corporation. In the event the NDC is dissolved, the officers shall first use the assets to pay all liabilities of the Corporation. They shall then dispose of the remaining assets in a manner consistent with the goals of the NDC and in accordance with all applicable provisions of the Internal Revenue Code governing tax-exempt organizations. Permissible disposition would include charities supported by the activities of the NDC and scholarships for music education. Members and their family may be eligible for such scholarships.

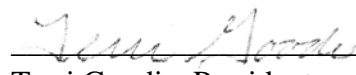
Article XI. CONSTITUTION AND BYLAWS REVIEW

Review and Amendment of Constitution and Bylaws. The Constitution and the Bylaws of the NDC shall annually be reviewed by the Governance and Planning Committee and amendments to such recommended to the Council. Amendments approved by the Council shall be brought before the members for ratification. Any such amendments shall be presented to the members not less than 14 days prior to the meeting at which the amendments are brought to a vote.



Georgia C. Abraham, Chairperson
By-Laws Committee
New Dominion Choraliers of
Prince William County, Virginia, Inc.

04/08/07
Date



Terri Goodie, President
New Dominion Choraliers of
Prince William County, Virginia, Inc.

04-08-07
Date