

Portsmouth Pro Musica Bylaws 2018

Bylaw revision for membership approval

Respectfully submitted:

Chris Turner
Tom Tennant

ARTICLE I - NAME

(This is under review for possible revision) The name of the Corporation shall be Portsmouth Pro Musica, herein noted throughout as Portsmouth Pro Musica (PPM).

ARTICLE II - PURPOSE

The purpose of Portsmouth Pro Musica (PPM) is to:

1. Promote choral music;
2. Present professional-level concerts of choral music to the community; and
3. Provide members the opportunity to enhance their musical knowledge and skills.

Mission Statement: *Portsmouth Pro Musica is dedicated to providing an enriching musical experience to our members and the community through the **preparation** and presentation of a professional, quality, diverse choral repertoire.*

We will achieve this by:

- *Performing at least two major concert programs per season;*
- *Collaborating with other cultural organizations;*
- *Performing a repertoire of music **from many style periods** that encompasses a wide variety of music for mixed voices; and*
- *Furthering the musical education of both our audience and members.*

ARTICLE III - MEMBERSHIP

Performing members

- A. Performing members shall be members who, by audition with the Music Director, are accepted on the basis of musical ability, sing regularly with the chorus, and pay annual chorus dues. Performing memberships shall expire after twelve **(12)** months, but may be renewed indefinitely thereafter, upon audition and/or acceptance by the Music Director. Annual chorus dues shall be determined by the Board of Directors.

Article III - MEMBERSHIP (continued)

- B. All performing members shall meet the following minimum participation requirements:
 - a. Members must not miss more than two (2) rehearsals per concert term, unless there are extenuating circumstances. In the case of more than two absences, *a member's* eligibility to sing in a concert will be determined by the Music Director;
 - b. Attendance at dress rehearsals and at all scheduled season concerts is mandatory; *and*
 - c. All members are expected to participate in chorus fundraising activities and to serve on committees.

ARTICLE IV - BOARD OF DIRECTORS

1. VOTING MEMBERS

- a. The Board of Directors shall collectively share the responsibility of developing an annual fundraising strategy and budget, increasing community support, and promoting the goals and purposes of Portsmouth Pro Musica (PPM) in the community.
- b. Voting members shall consist of the President (*or Co-Presidents*), Vice President, Secretary, Treasurer, immediate past president for one year, and chorus members, not to exceed 14 voting Board members.
- c. The Board reserves the right to appoint individuals from the community to the Board with full voting privileges.
- d. The President (*or Co-Presidents*), Vice-President, Secretary, and Treasurer shall also serve as officers of the organization.
- e. Term of Board membership shall be two years.
- f. Each of these members has one vote.

2. NON-VOTING MEMBERS

- a. Non-voting members of the Board of Directors shall consist of the Music Director and the *Operations* Manager.
- b. **MUSIC DIRECTOR** *The Music Director shall:*
 - i. *Be in in charge of selecting all performing members, including soloists, and hire the accompanist and all other musicians - including paid ringers - as necessary for the concerts. The Music Director may require additional auditions or resignations of performers at any time;*
 - ii. *Be paid a salary, the amount of which shall be determined by the Board of Directors;*
 - iii. *Be responsible for maintaining and improving the artistic standards of the chorus;*
 - iv. *Prepare weekly 2.5-hour rehearsals from September through April/May;*
 - v. *Conduct two major concerts per season, plus various performances, both paid and donated;*
 - vi. *Recruit and audition singers to fill any vacancies;*
 - vii. *Assemble music and determine cost per singer;*
 - viii. *Arrange for tuning of rehearsal piano in September and January*
 - ix. *Arrange for tuning of pianos at performance sites;*
 - x. *Confirm concert sites and dates for holiday/spring concerts and other performances;*
 - xi. *Rehearse/contract with professional musicians and soloists as needed (and budgeted) before concerts;*
 - xii. *Write applications requesting use of space for concerts; and*
 - xiii. *Rehearse with accompanist at location determined by Music Director September /January as needed.*

- c. **OPERATIONS MANAGER** *The Operations Manager shall:*
- i. *Collect and deposit payments from members for dues, music CD's, and concert attire;*
 - ii. *Collect and deposit monies from ticket sales, grants, and individual and business donations on a regular and timely basis;*
 - iii. *Maintain PPM checkbook and prepare payments for Treasurer or President's (or a Co-President's) signature for all obligations as required, including, but not limited to, monthly bills, employee wages, and rental fees to churches in September and January;*
 - iv. *Organize marketing materials such as concert posters, post cards, and programs, and print tickets;*
 - v. *Maintain PPM's mailing lists and database of donors;*
 - vi. *Generate all fundraising materials, such as letters, inserts, and envelopes, and send these materials to PPM mailing list;*
 - vii. *Prepare W-2 forms for employees in January;*
 - viii. *Prepare quarterly 941 payroll tax returns; and*
 - ix. *Maintain ledger of income/expenses and provide monthly reports to the Treasurer.*

ARTICLE V - QUALIFICATIONS AND DUTIES OF THE BOARD OF DIRECTORS

1. **PRESIDENT (or Co-Presidents)** *The President (or Co-Presidents) shall have served as a member of the Board of Directors and will preferably be a performing member of the chorus, with these duties:*
 - a. *Have general supervision of all the business affairs of the chorus, including overseeing fundraising activities, the budget, and the duties of the Operations Manager;*
 - b. *Appoint committee chairs as required;*
 - c. *Communicate with the Music Director, Board members, Operations Manager, and chorus members on a weekly basis;*
 - d. *Set agendas for the Board meetings* (in consultation with the Music Director), and preside at all meetings of both the chorus and the Board of Directors. *Board meeting agendas should be sent to the Board members by either e-mail or any other method approved by the Board of Directors on the Wednesday prior to the meeting; and*
 - e. *Oversee the recruitment and nominations of new Board members, along with the assistance of the Board of Directors.*

2. **VICE PRESIDENT** The Vice President shall be a Board member with these duties:
 - a. Chair the fundraising committee;
 - b. Assume the President's (*or a Co-President's*) duties in the absence of the President (*or Co-President*); *and*
 - c. Attend regularly scheduled meetings of the Board of Directors.

3. **SECRETARY** The Secretary shall:
 - a. Be responsible for all correspondence of the chorus;
 - b. Record, *publish, and archive* the minutes of all meetings of the Board of Directors and *of* any other meetings;
 - c. Give advance notice of all meetings;
 - d. Take attendance at all rehearsals, and, *in conjunction with the Operations Manager*, maintain chorus rosters with addresses, phone numbers, and email addresses; *and*
 - e. Attend regularly scheduled meetings of the Board.

4. **TREASURER** The treasurer shall:
 - a. *Prepare the annual budget (with the assistance of the Budget Committee)*;
 - b. Have custody of all documents of title and value of the Corporation
 - c. Give a financial report at each regular meeting of the Board of Directors and other meetings;
 - d. *Review/prepare/assist with the completion of annual tax returns and related obligations as needed, including (a.) quarterly Employer Tax Return (941) and related obligations as necessary (b). end-of-year reports for NH Attorney General Division of Charitable Trusts, grant evaluations, etc.;*
 - e. Attend regularly scheduled meetings of the Board; *and*
 - f. *Carefully monitor the budget and any changes to the budget.*

5. **CHORUS BOARD MEMBERS** Chorus Board members shall:
 - a. Act as a liaison between the performing chorus members and the Board of Directors;
 - b. Serve on committees and assist on special projects;
 - c. Set a leadership example to the members of the chorus in supporting chorus activities and fundraising initiatives;
 - d. Act as *ambassadors* of Portsmouth Pro Musica in the community; *and*
 - e. Attend regularly scheduled meetings of the Board.

ARTICLE V - RESIGNATIONS

Resignations are effective upon receipt of written notification by the Secretary of the Portsmouth Pro Musica organization.

ARTICLE VI - REMOVAL

An officer may be removed by the Board of Directors at a meeting, or in writing in the absence of a meeting, whenever, in the Board's judgment, the best interests of the chorus will be served. Three unexcused absences in one year shall be cause for automatic removal.

ARTICLE VII - MEETINGS

1. Annual meeting

- a. ***Portsmouth Pro Musica is a 501 (c) (3) organization. In compliance with this status, the performing chorus members shall hold an annual meeting at the conclusion of the concert season to elect new Board members and officers, review the Treasurer's report, and transact any new business.***
- b. A quorum at the annual meeting is established by those voting members who are present.

2. Board of Directors meetings

- a. The Board of Directors shall meet ten (***10***) times throughout the fiscal year (***September 1 to August 31***), or as often as is needed to conduct the affairs of Portsmouth Pro Musica.
- b. All meetings shall be open to the general membership of the group.
- c. In order for items of PPM business brought before the Board meeting to qualify for a vote, a quorum of the Board must be present.
- d. A quorum is defined as two-thirds of the Board of Directors.
- e. Any vote taken at a qualified meeting of the Board of Directors shall carry with a majority vote.
- f. ***For individual issues that arise between regularly scheduled Board meetings and require Board approval, a conference will be arranged. A quorum will be required for any business conducted in this manner.***

ARTICLE VIII - AMENDMENTS TO THE BYLAWS

1. Proposed amendments

- A. Amendments to these bylaws may be proposed by a majority vote of the Board of Directors or by petition of 25% of the current active membership.
 - a. Amendments will be voted on at the annual meeting of the membership, or at a special meeting called by the Board of Directors for that purpose.
 - b. Any special meeting must be announced to the membership at least thirty (30) days in advance *via email or a reasonable delivery method.*
 - c. Copies of the proposed changes will be made available to the membership thirty (30) days in advance of the meeting.
 - d. Amendments to these bylaws shall require a 2/3 majority of those voting.
 - e. Copies of the bylaws are always available upon request.

ARTICLE IX - PARLIAMENTARY AUTHORITY

All Parliamentary questions shall be settled by *Robert's Rules of Order, Revised Edition.*

ARTICLE X - DISSOLUTION

Any funds remaining upon the dissolution of this organization shall be distributed to a suitable non-profit organization within the meaning of Section 501(c) (3) of the Internal Revenue Code, as determined by the Board of Directors. *Should the* Board of Directors fail to distribute remaining funds within the twelve months after Portsmouth Pro Musica is dissolved, any remaining funds shall be distributed to the New Hampshire Charitable Foundation, Piscataqua Region, or similar foundation, to support the choral arts in the Seacoast community.

ARTICLE XI - COMMITTEES

The Board has the authority to create committees for special projects that are deemed in the best interest of the chorus. Standing or ad hoc committees may be convened and disbanded with Board approval and shall have at least one member from the Board.

Standing committees:

- a. The *FUNDRAISING COMMITTEE* shall consist of the Vice President as chairperson and other members of the Board of Directors, as well as performing members of the chorus. The duties of the Fundraising Committee shall be to coordinate the annual fundraising campaign effort by the Board and the chorus members.
- b. The *NOMINATING COMMITTEE* shall consist of the ***President (or Co-President)***, the Music Director, and appointees from the Board of Directors and chorus members. The duties of the Nominating Committee shall be to develop and present a slate of nominations for all elected positions for the upcoming year at the annual meeting of members.
- c. The *MARKETING/PUBLICITY COMMITTEE* shall consist of the ***President (or a Co-President) or a designee*** as chairperson and other Board members or chorus members. The duties of the Marketing/Publicity Committee shall include: a.) advertising and marketing; b.) media and print outreach; and c.) ***updates of PPM Web and Facebook pages.***
- d. ***The BUDGET COMMITTEE shall consist of the Treasurer as chairperson, the Operations Manager, President (or Co-President), other members of the Board of Directors, as well as performing members of the chorus.***
- e. ***The OPERATIONS COMMITTEE shall consist of the President or a Co-President as chairperson, members of the Board of Directors, and performing members of the chorus. The Operations Committee shall execute all pre-, current, and post-concert duties such as riser set-up, chorus procession and recession, and riser takedown; and will also coordinate with the contact person at the concert site.***