

# CODA Chorus By-Laws

## ARTICLE I - NAME

Section I The name of the Organization will be Community Organists and Directors Association. It will be referred to as CODA Chorus or CODA.

*Article I names the Organization.*

## ARTICLE II - PURPOSE:

Section I CODA, a non-profit 501(c)(3) Corporation organized under the regulations of the Internal Revenue Code of 1986, exists to encourage the enjoyment of singing and raise the level of music appreciation in Winthrop and surrounding communities by presenting concerts.

Section II Concert(s) time and place is/are determined by the Board of Directors and the Music Director.

*Section II This gives the Board of Directors and not the whole chorus the authority to determine the concert schedule with the Music Director. The addition of 'Music' is made so the Music Director not to be confused with an elected Director.*

## ARTICLE III - MEMBERSHIP

Section I Membership is open to anyone with a musical interest of high school age or older. Middle school students are welcome when accompanied by an adult. The Board of Directors may permit a middle school student to attend meetings, rehearsals and performances unaccompanied.

*Section I The Board of Directors may permit Middle School Students to attend meetings, rehearsals and performances unaccompanied*

Section II An active member is a person who has paid seasonal dues in the present or immediate past season.

*Section II is changed to define an active member.*

## ARTICLE IV - DUES

Section I The Board of Directors will determine the seasonal dues for CODA and the date they are to be paid by. Dues are used to help defray the expenses of CODA.

Section II The Board of Directors may waive the total amount of the seasonal dues or reduce the seasonal dues if requested by an individual. A request for waiver or reduction of seasonal dues must be submitted to one member of the Board of Directors in writing. This Director will bring the request for waiver in confidence to the attention of the Board of Directors for action. The person whose seasonal dues are waived or reduced will be an active member. Seasonal dues will be waived for middle school and high school students.

Section III Participation in rehearsals or performances is contingent upon payment of the present season dues.

*Section III requires dues be paid in a season to permit attendance at rehearsal and/or performance in that season.*

## **ARTICLE V - OFFICERS, DIRECTORS, and DUTIES**

Section I The Officers will be: President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer.

Section II An Officer will be an active member. Officers shall be elected at the Annual Meeting for a term of one year. Officer terms will commence immediately upon the completion of elections, whether all offices are filled or not.

*Section II defines the required membership status of Officers, Officer terms and term commencement.*

Section III A Director will be an active member. The number of Directors will be four (4). Director(s) shall be elected to at the Annual Meeting for a term of two (2) years. A Director's term will commence immediately upon the completion of elections, whether all offices are filled or not.

*Section III brings the By-Laws into agreement with the Charter. Nothing should be stated in the bylaws about staggering the term for Directors. The provision for staggering will be in the motion to approve the amendments.*

Section IV A Nominating Committee will be appointed by the President no later than November 1 to nominate a slate of officers for the next year. The report of the Nominating Committee will be given at the Annual Meeting. Nominations may also be made from the floor.

Section V Should a vacancy occur in the office of President, the vacancy will be filled by the Vice President. Other Officer position vacancies will be filled by a majority vote at a Special Membership Meeting. The replacement term commences upon election and ends at the next Annual Meeting.

*Section V makes provision for filling an Officer vacancy*

Section VI Director position vacancies will be filled by election by the Board of Directors at the first Board of Directors meeting following the vacancy. The replacement term will be the remainder of the Director's term who is being replaced.

*Section VI makes provision for filling a Director vacancy.*

Section VII The President will preside over all Membership and Board of Directors meetings, appoint Standing Committee Chairs, commission committees and appoint their chairs, and is an ex-officio (voting) member of all committees.

*Section VII defines the duties of the President*

Section VIII The Vice President will assume the duties of the President if the President is absent or can no longer fulfill the Presidential duties and will assume other duties as assigned by the President.

*Section VIII defines the duties of the Vice President*

Section IX The Recording Secretary will record and distribute minutes of all Membership and Board of Directors meetings; will store and safeguard all historical minutes and documents of CODA; and will assume other duties as assigned by the President. The Recording Secretary may also be the Corresponding Secretary.

*Section XIX defines the duties of the Recording Secretary*

Section X The Corresponding Secretary will be responsible for all external correspondence and will assume other duties as assigned by the President. The Corresponding Secretary may also be the Recording Secretary.

*Section X defines the duties of the Corresponding Secretary*

Section XI The Treasurer will manage and record CODA finances in accordance with established policies, practices and procedures; will comply with State and Federal statutes; will provide a Treasurer's Report at each Board of Directors meeting; will have the financial records audited and the Audit Report presented at the Annual Meeting; and will assume other duties as assigned by the President.

*Section XI defines the duties of the Treasurer*

Section XII Officers and Directors may be removed from office by a two-thirds (2/3) secret ballot at a Membership Meeting.

**ARTICLE VI - MEETINGS**

Section I The Annual Membership Meeting (Annual Meeting) will be held in January. CODA business will be transacted at the Annual Meeting. The date, time and place of the Annual Meeting will be established by the Board of Directors and communicated to the active members at rehearsal, by the use of a telephone tree, or the United States Postal Service no later than fourteen (14) days prior to the Annual Meeting.

*Section I defines The Annual Meeting and how it will be called.*

Section II A Special Membership Meeting will be called by the President when:

The President determines a Special Membership Meeting is required or

A request is made to the President by ten (10) or more active members or

A request is made to the President by the Board of Directors.

Notification procedures and timeliness shall be the same as with the Annual Meeting notification.

*Section II defines a Special Membership Meeting and how it will be called.*

Section III Active members will have voting privileges at any CODA Membership Meeting. Voting privileges will be applied by statute

*Section III defines who may vote at The Annual Meeting and Special Meetings and limits who may vote to those allowed by law.*

Section IV A quorum at any CODA Membership Meeting will be twenty five percent (25%) of the active members with voting privileges.

*Section IV defines a quorum for The Annual Meeting and Special Meetings.*

Section V A majority vote will carry business at any CODA Membership Meeting.

*Section V defines the percentage of votes need to carry business at any meeting.*

Section VI Taking a vote at any CODA Membership Meeting will be by raising the hand.

*Section VI defines the method of voting.*

## **ARTICLE VII - BOARD OF DIRECTORS**

*Article VII authorizes a Board of Directors. The Executive Committee is changed to the Board of Directors. Normally the Executive Committee is a sub-committee of the Board of Directors*

Section I The Board of Directors shall be: The Officers, the Directors, the Standing Committee Chairs, and the immediate Past President

Section II The Board of Directors shall have all the authority of CODA except for those authorities held specific to the whole body of CODA by these By-Laws.

Section III The Board of Directors will determine the seasons for CODA.

Section IV The Board of Directors will approve the Annual Budget for CODA. The approved Annual Budget will be presented at the Annual Meeting.

Section V The Board of Directors will approve policy statements.

Section VI Regular Board of Directors Meetings will be held monthly in those months when CODA is in rehearsal. The time and place will be determined by the President and communicated to the members of the Board of Directors at rehearsal, by the use of a telephone tree or the United States Postal Service no later than seven (7) days prior to the meeting.

*Section VI defines when the Board of Directors will meet and when and how the meeting will be called.*

Section VII A Special Board of Directors Meeting will be called by the President when:

The President determines a Special Board of Directors Meeting is required or

A request is made to the President by ten (10) or more active members or

A request is made to the President by the three (3) members of the Board of Directors.

*Section VII defines a Special Board of Directors Meeting and how it will be called.*

Section VIII A quorum at Board of Directors meetings will be five (5) members of the Board.

*Section VIII defines a quorum at any Board of Directors meeting.*

Section IX A majority vote will carry business at Board of Directors Meetings.

*Section IX defines the percentage of votes need to carry business at any meeting.*

Section X Taking a vote at Board of Directors Meetings will be by raising the hand.

*Section X defines how a vote will be taken at any Board of Directors Meeting.*

### **ARTICLE VIII - COMMITTEES,**

Section I The following are standing committees for CODA: Finance, Advertising/Program, Long Range Planning, Concert Coordinator.

*Section I is changed because Article IV, Section VII authorizes the President to appoint chairs.*

*Section II is deleted because Article IV, Section VII authorizes the President to commission Committees and appoint chairs.*

*Section III is deleted because the Executive Committee is normally a sub-committee of the Board of Directors and has the authority to act as the Board of Directors between Board Meetings.*

### **ARTICLE IX - Rehearsals**

Section I Each member is expected to attend all rehearsals

*Article IX will be in a policy statement.*

### **ARTICLE X - Scholarship**

Section I The Jeanette Cumber CODA Music Scholarship will be offered annually, if funds permit, to an eligible (Grades 7-12) student at Winthrop Schools, Monmouth Academy and Maranacook Community School, rotating each year. The amount will be determined at the annual meeting. It will be used for vocal study, preferentially, or for instrumental study if no vocal student is found at the school which is to receive the scholarship. The student selection will be made by the Music Departments of each of the schools. If conditions prevent selection by the relevant Music Department, the recipient may be chosen by action of the CODA President and the Music Director.

*Section I There is no change to the Scholarship Section*

**ARTICLE XI - Parliamentary Authority**

Section I Robert's Rules of Order will be the Parliamentary Authority

*Article X defines the Parliamentary Authority.*

**ARTICLE XII - Amending the By-Laws**

Section I These By-Laws may only be amended at a Membership Meeting.

Section II The motion to amend the By-Laws will be presented at a Membership Meeting and immediately postponed for a period of from thirty (30) to three hundred sixty five (365) days.

*Section II defines the requirement to wait before the motion to amend may be debated and voted on.*

Section III A two thirds (2/3) positive vote of the active members present is required for passage of the motion to amend the By-Laws.

*Section III defines the requirement for percentage of positive votes to amend the By-Laws.*

**ARTICLE XIII - Dissolution**

Section I If for any reason CODA should dissolve, any funds in the treasury will be made available to the music programs at Winthrop Schools, Monmouth Academy, and Maranacook Community School in equal amounts.

Section II Disposition of all other assets of CODA will be made by the members at a dissolution meeting to schools, churches or others claiming the greatest need for the items involved. A copy of the complete Dissolution Attachment will be kept in the Recording Secretary's note book.

*Article XI has no changes other than article number.*

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