

BYLAWS

PREAMBLE

This document shall constitute the Bylaws of the Chicago Gay Men's Chorus (referred to in these Bylaws as the "Chorus") adopted in accordance with Article VI of the Chorus Constitution and shall, together with the Constitution, constitute the governing rules of the Chorus. Unless otherwise noted, all capitalized terms used in these Bylaws shall have the same meaning attributed to them in the Constitution.

I. NOMINATIONS AND ELECTIONS

- A. An Elections Committee shall be appointed each year to oversee the nomination and annual election of the elected Members of the Board. Elections Committee members shall be appointed by the President with the approval of a simple majority of the Members of the Board present at a Board meeting. The Elections Committee shall have at least three (3) and no more than five (5) members, a simple majority of who must be Voting Members of the Chorus. The Elections Committee each year must be appointed no later than sixty (60) days after the installation of the Executive Committee of the Board.
- B. The President shall appoint an Elections Committee Chair from among the members of the Elections Committee. The Elections Committee Chair shall preside at all meetings of the Elections Committee, at the annual Election Meeting of the Chorus and at any meetings of the Chorus or portions of meetings dedicated to the nomination, presentation, or discussion of candidates for Board election.
- C. No member of the Elections Committee may be or become a candidate in any election for which the Elections Committee on which he serves is appointed to oversee.
- D. The Elections Committee shall seek out and solicit qualified candidates for the Board on a continuous basis from the general membership of the Chorus, eligible current and past Board members and upstanding members of the community-at-large.
- E. The Elections Committee shall evaluate each candidate's eligibility and qualifications, explain to the candidate the responsibilities of service, and ascertain the candidate's interest in serving on the Board.
- F. The Elections Committee shall distribute to the Voting Members of the Chorus a list of qualified candidates for the Board no later than five (5) weeks prior to the annual Election Meeting. The list must include, but is not limited to, the following for each candidate: name, current occupation and business affiliations, and a synopsis of relevant experience (including service on other boards). At the same time, the Elections Committee shall announce the number of Board positions that will be filled in the upcoming election. The Executive Committee, in consultation with the Members of the Board, shall decide the number of Board positions that will be filled in an election.
- G. Within seven (7) days after the presentation of the slate of Board candidates to the Voting Members of the Chorus, any Voting Member of the Chorus may present to the Elections Committee Chair a petition signed by at least twenty (20) Voting Members of the Chorus nominating an additional individual for election to the Board. A signed statement from the candidate verifying his or her interest in serving a full term on the Board must accompany the petition. The Voting Member of the Chorus presenting the petition must also submit to the Elections Committee Chair a brief written profile of the candidate, including his or her current occupation and his or her business affiliation and service on other boards. Upon the Election Committee Chair's verification of receipt of the three (3) documents named above (petition, profile, and candidate's signed statement), the Elections Committee will add the individual to the list of qualified candidates. Separate petitions must be submitted for each additional candidate.
- H. Each candidate will be asked to submit a brief written position statement to the Chorus. The statement should include: (a) the candidate's rationale for seeking office (b) his or her goals for the Chorus, and (c) any information that would help the Voting Members of the Chorus make informed choices. The Elections Committee shall gather, format and distribute the statements to the Voting Members of the Chorus at least two (2) weeks prior to the Election Meeting.
- I. At a General Membership meeting one (1) week prior to the Election Meeting, each candidate will be invited to participate in a question and answer session presided over by the Elections Committee Chair. The Elections Committee shall determine the format of this session.

II. ELECTION OF THE BOARD OF DIRECTORS

- A. The Elections Committee shall conduct Board elections in accordance with the Constitution and these Bylaws.
- B. The Elections Committee Chair shall preside at the Election Meeting. In the absence of the Elections Committee Chair, the President shall appoint another member of the Elections Committee to preside at the Election Meeting.
- C. Elections shall be conducted by written secret ballot. Votes must be cast at the time of the Elections Meeting. Voting by proxy shall not be allowed.
- D. The Elections Committee may propose a mechanism for absentee balloting to the Board. The Members of the Board may approve the use of, and procedures for, absentee balloting by a simple majority vote of the Members of the Board present at a Board meeting.
- E. Each Voting Member of the Chorus is entitled to one (1) vote for each position to be filled in a given election. Casting more than one (1) vote for a single candidate is not allowed.
- F. The Elections Committee shall collect and tabulate all ballots. Blank ballots, ballots with more votes than the allowable total number, ballots with more than one (1) vote cast for any single candidate, and other ballots that the Elections Committee determines to be ineligible shall be set aside and not included in the final count. Ballots with fewer votes cast than the total number of allowable votes are valid. The Elections Committee shall make the final determination of the validity of any ballots.
- G. To be elected, a candidate must receive more than fifty percent (50%) of the total number of valid ballots cast. In the event that the number of candidates receiving a sufficient number of votes for election is greater than the number of vacant Board seats, the candidates with the highest numbers of votes will fill the open positions.
- H. If any election results in a tie that prevents a complete selection of the Members of the Board, the Elections Committee shall schedule and hold, within two (2) weeks, a run-off election between the candidates with the tying number of votes.
- I. If a sufficient number of candidates do not receive the required number of votes to fill all positions, the Elections Committee shall schedule and hold, within two (2) weeks, a single run-off election between all remaining non-elected candidates.
- J. The Elections Committee Chair shall announce the results of the election within twenty-four (24) hours after tabulation of the voting is completed. The decisions of the Elections Committee shall be final.
- K. If, after a run-off election, the Constitutional requirements for the number of elected Members of the Board are not met, the current President shall appoint a person(s) to serve for a one (1) year term, according to Section (IV)(A) of the Constitution. The appointee(s) may not be a candidate(s) who failed to win election in the immediate past election, including run-off elections.
- L. The Elections Committee members' term ends upon the election or appointment of the new Board members.
- M. For purposes of Chorus business and these Bylaws, the terms "vote" and "ballot" are different. A vote is an individual, single expression of approval or disapproval for a specific motion, proposal, or candidate for office. A ballot records the total number of votes cast by a single voter. Ballots may contain multiple votes. The number of ballots in a given election shall never exceed the total number of eligible voters.

III. THE EXECUTIVE COMMITTEE

- A. The Executive Committee shall consist of the President, Secretary, and the Treasurer. The Executive Committee acts as the primary representative of the Board to direct the governance, operation and growth of the Chorus in order to fulfill its mission and serve the community.
- B. The Executive Committee's functions include, but are not limited to:
 - Executing all responsibilities and duties as outlined in the Constitution and these Bylaws
 - Engaging in strategic planning for the Chorus' growth and development
 - Overseeing Board operations and administration
 - Recommending legal counsel, financial accountant(s), and external auditor for the Chorus to the Board.
 - Ensuring legal compliance and sound financial management of the Chorus

- Monitoring and evaluating overall operations of the Chorus
 - Proposing amendments to the Constitution and these Bylaws
 - Supervising Chorus staff
 - Proposing candidates for Honorary Membership to the Board (for nomination by the President)
 - Establishing standard form(s) of communications for Chorus business
 - Providing leadership for the Board and the Chorus in any area the Executive Committee and the Board deem necessary
- C. The President shall convene and preside at meetings of the Executive Committee.

IV. ELECTION OF THE EXECUTIVE COMMITTEE

- A. Within two (2) weeks after the final results of the annual Board election are announced, the newly elected Members of the Board and those Members of the Board continuing in their positions past July 1st of that year shall meet in person or via conference call to elect its Executive Committee. A three-fourths (3/4) majority of the Members-Elect and those Members of the Board continuing in their positions past July 1st of that year must participate in the election in order for the election to be valid.
- B. Members of the outgoing Executive Committee shall conduct the election of the new Executive Committee in closed session. The outgoing President shall preside.
- C. Separate elections shall be conducted for each position, beginning first with President, then Treasurer and then Secretary. Election requires a simple majority of those present at the meeting (either in person or by teleconference).
- D. The outgoing President shall call for nominations and seconds for each position before each election. Each candidate must accept nomination for the position for which he or she is nominated. A candidate may nominate himself, but may not second his or her own nomination.
- E. Neither absentee ballots nor voting by proxy shall be allowed.
- F. The outgoing President shall tabulate and announce the results of the Executive Committee election. If the outgoing President is standing for re-election, another member of the outgoing Executive Committee that is not a candidate for President shall tabulate and announce the results for that position.
- G. The Members of the Board shall treat the vote tallies for the Executive Committee elections as confidential and will not disclose the results of the election outside of the election meeting.

V. COMMITTEE STRUCTURE AND OPERATIONS

The following provisions apply to all standing committees of the Chorus unless otherwise specifically exempted by provision of these Bylaws.

These provisions do not apply to the Board, the Executive Committee, or to any subcommittee(s) that may be established as part of a standing committee.

A. COMMITTEE MEMBERSHIP

1. Any interested party may volunteer for appointment and service on a committee, including members of the Chorus and members of the community-at-large. Those interested shall submit (in writing) their name and the name of the committee on which they wish to serve to the General Manager (or a designee appointed by the President). The General Manager or the designee shall forward the information to the appropriate Committee Chair.
2. The Chair of each committee shall appoint committee members for his or her committee from the list of volunteers and any others he or she solicits for service on the committee.
3. A Committee Chair may remove committee members at his or her discretion.

B. COMMITTEE CHAIRS

1. Each standing committee shall have at least one (1) Chair
2. Each committee chair is charged with the successful operation of his or her committee to fulfill the charter of the committee as outlined in these Bylaws. Committee Chairs' functions include, but are not limited to:

- Informing the Board and Chorus about the ongoing work of the committee, its goals, projects and accomplishments
 - Effectively and efficiently using Chorus material, funds, and human resources in implementing projects authorized by the Board and the Executive Committee
 - Ensuring that the work of his or her committee reflects the appropriate image and quality and serves the strategic needs of the Chorus as directed by the Board and the Executive Committee
3. The term of appointment for each standing committee Chair is twelve (12) months to eighteen (18) months, as determined by the President after consultation with the Executive Committee at the time of the appointment. A committee Chair may serve no more than four (4) consecutive terms.
 4. A committee Chair may be removed at the discretion of the President in consultation with the Executive Committee.
 5. All standing committee Chairs should meet monthly as a group to review project timelines, look for cooperative opportunities in projects and reduce redundancy in work. These meetings shall be convened by the General Manager or his designee. In the absence of a General Manager, the President shall convene these meetings.
 6. Semi-annually, each committee Chair shall submit a written report on the work of his or her committee to the Board. The report should include an evaluation of the status of the committee's achievement of its goals, project completions, performance to budget, timeline variance, and other information the Executive Committee requests. The President shall set the due dates for the reports and advise the committee Chairs at least four (4) weeks in advance.

C. COMMITTEE MEETINGS

1. The committee Chair shall convene and preside at committee meetings. Notice of the meetings will be announced to the Chorus through the standard Chorus communication channels.
2. Meetings of all standing committees shall be open for observation to all members of the Chorus except as noted below.
3. In exceptional circumstances, the committee Chair may convene his or her committee in closed session for confidential discussions of personnel matters or other matters of a confidential nature. Executive sessions are closed to everyone but appointed members of the committee. The committee Chair shall provide notice of closed sessions to the Chorus when feasible.
4. The committee Chair or his designee shall take and record minutes of each committee meeting. The committee Chair will file copies of the minutes with the General Manager and the Secretary or his designee no later than one (1) week after the meeting.

D. SUBCOMMITTEES AND TASK FORCES

1. Committees may create subcommittees or working task forces as needed to accomplish the work of the committee. The charter, resources, timeline and outcomes for the work of each subcommittee and task force shall be clearly stated at the time of its creation.
2. The committee Chair shall appoint a champion for each subcommittee or task force.
3. The members of the standing committee shall determine the membership on a subcommittee or task force.
4. A subcommittee or task force will dissolve when its work is complete, its established timeline expires, or the standing committee Chair deems the subcommittee or task force is no longer necessary.

VI. STANDING COMMITTEES

The following shall exist as standing committees:

- Performance Committee
- Finance Committee
- Fund Raising Committee
- Marketing Committee

The Board may establish additional Committees and Subcommittees as it deems necessary for the work of the Chorus.

Committees shall report their activities to the Board through the Executive Committee and/or the General Manager, according to the policies and procedures established by the Executive Committee and as outlined in these Bylaws.

A. PERFORMANCE COMMITTEE

1. The primary purpose of the Performance Committee is to ensure the quality and consistency of all Chorus performances and to oversee all activity associated with such work.
2. The Performance Committee should be composed of at least seven (7) persons. The Artistic Director, the General Manager, the champion from each of the Performance standing subcommittees and a minimum of two (2) Members of the Board shall serve on the Committee.
3. The Performance Committee's functions include, but are not limited to:
 - Ensuring that all performance-related activity is consistent with the artistic mission and vision and goals of the Chorus as directed by the Board
 - Seeking and identifying opportunities across all performance-related areas for streamlining operations, eliminating duplication of work and minimizing costs
 - With the Marketing Committee, creating and maintaining a consistent and accurate depiction for the public of all Chorus performances and merchandise
 - Informing the Board regarding all performance-related activity
4. The following are standing subcommittees of the Performance Committee:
 - Music and Artistic Development (“MAAD”)
 - Production
 - Outreach
5. The Board shall establish the following additional subcommittees of the Performance Committee, as it deems necessary and timely:
 - Recordings
 - GALA Festival
6. The Performance Committee shall meet at least once during each concert preparation period.

A.I. MUSIC and ARTISTIC DEVELOPMENT (“MAAD”) SUBCOMMITTEE

The MAAD Subcommittee advises and consults with the Artistic Director on artistic matters.

1. The MAAD Subcommittee should have at least five (5) people. Individuals with no Chorus affiliation may sit on the MAAD Subcommittee if the Artistic Director deems appropriate.
2. The Artistic Director shall select the MAAD Subcommittee members after consultation with the Executive Committee.
3. The MAAD Subcommittee shall advise the Artistic Director and, when appropriate, the Board on areas including, but not limited to:
 - Development of artistic and creative policies and goals for the Chorus
 - Planning for the Chorus' upcoming season performances
 - Music research and repertoire selection for the Chorus
 - Development of the singing membership's musical skills
 - Commissioning original works and arrangements for the Chorus
 - Audition criteria and standards for the singing membership
 - Maintenance of the Chorus' music library
 - Development of new performing ensembles of the Chorus
 - Chorus Performance dedications
 - Seeking and considering Chorus members' artistic feedback

A.II. PRODUCTION SUBCOMMITTEE

The Production Subcommittee shall plan, budget, organize, coordinate and execute regularly scheduled Chorus performances striving for the highest standards of excellence.

1. The membership of the Production Subcommittee shall consist of the Artistic Director, the General Manager, the Stage Manager and other key production staff, regardless of Chorus membership or affiliation.
2. The Production Subcommittee shall be responsible for all aspects of production of the Chorus' productions including, but not limited to the following areas:
 - Proposing and monitoring approved budgets
 - Developing a production calendar listing key deadlines for casting, final set and costume design, vendor payments, etc.
 - Coordinating set designs and decoration
 - Coordinating with concert venue management
 - Coordinating production staff and house management
 - Coordinating costume design and construction
 - Coordinating lighting and sound design
 - Coordinating production-related transportation
 - Coordinating materials moving to and from storage
 - Providing for and coordinating storage inventory
 - Arranging for recording (video and audio) and archiving Chorus performances

A.III. OUTREACH SUBCOMMITTEE

The Outreach Subcommittee will foster and develop the Chorus' stated commitment to activities that make a positive contribution to the entire community and educate and edify a variety of audiences.

1. The Outreach Subcommittee should consist of at least three (3) members.
2. The Outreach Subcommittee's functions include, but are not limited to:
 - Recommending to the Board and regularly assessing a policy for identifying and accepting outreach performance opportunities for the Chorus
 - Recommending (and recommending changes when needed) to the Board (a) a policy regarding payment for outreach performances and (b) a system for collection of payment, when applicable
 - Coordinating outreach performances with Chorus staff, members of the Chorus and the performance sponsor

A.IV. RECORDINGS SUBCOMMITTEE

When constituted, the Recordings Subcommittee will plan, budget, organize and execute all non-artistic activities required to complete audio recordings of the Chorus intended for commercial sale.

1. The Recordings Subcommittee should consist of at least three (3) members.
2. The Recordings Subcommittee's functions include, but are not limited to:
 - Developing and presenting a detailed budget, including estimated revenue and expenses, for Board approval prior to implementing a recording project
 - Recommending a proposed marketing plan for recording sales
 - Monitoring the Board-approved production budget, with regular reporting to the Executive Committee
 - Coordinating Chorus members participation and arranging for recording sessions, working with the Chorus artistic staff
 - Researching and recommending to the Artistic Director and Executive Committee potential recording locations, sound engineers and mixing studios
 - Developing artwork and copy
 - Recommending a duplication firm for mass production of the recording
 - Coordinating distribution of the recording with retail and other outlets
 - Warehousing stock and maintaining inventory records

A.V. GALA SUBCOMMITTEE

When the Board authorizes participation in a Gay and Lesbian Association of Choruses (“GALA”) festival, it shall appoint a GALA Subcommittee to provide the logistical and administrative support for the Chorus to successfully participate in the Festival.

1. The committee should consist of a minimum of three (3) members.
2. The GALA Subcommittee’s functions include, but are not limited to:
 - Working with the Executive Committee to establish budgets and monitor expenses
 - Actively communicating with, and obtaining information from, GALA regarding the festival
 - Coordinating all travel and housing arrangements for the Chorus.
 - Coordinating and communicating information about dates, costs, deadlines and other information as necessary to members of the Chorus participating in the festival.

B. FINANCE COMMITTEE

1. The Finance Committee shall provide sound fiscal leadership and practices for the Chorus to maximize resources for the continued pursuit of the Chorus’ mission.
2. The Chorus Treasurer shall be a member of the Finance Committee.
3. The Finance Committee’s functions include, but are not limited to:
 - Preparing the Chorus’ annual budget
 - Overseeing the collection of all Chorus revenues
 - Supervising and performing periodic internal audits of the Chorus’ financial records
 - Recommending fiscal goals to the Board to achieve continued growth
 - Recommending pricing to the Board for all Chorus concert and product sales based on recommendations from the appropriate committees and subcommittees
 - Overseeing a mandatory annual external audit of the Chorus’ financial records

C. FUND RAISING COMMITTEE

1. The Fund Raising Committee shall seek revenues outside of the Chorus’ ticket sales and membership fees, helping to ensure financial stability that will allow the Chorus to pursue its short- and long-term objectives.
2. The Fund Raising Committee’s functions include, but are not limited to:
 - Identifying funding goals for the Chorus
 - Developing fund raising proposals
 - Generating donor cultivation proposals
 - Executing fundraising proposals approved by the Board
 - Evaluating the success of proposals, once implemented
 - Nurturing and continuing to cultivate those donors who support the Chorus

D. MARKETING COMMITTEE

The Marketing Committee shall generate awareness of the Chorus leading to greater ticket and product sales by informing the Chorus members and the general public about the Chorus’ activities and accomplishments.

1. The Marketing Committee’s functions include, but are not limited to:
 - Developing and submitting a marketing and public relations plan for the Chorus to the Board
 - Proposing the Chorus’ concert ticket prices and program advertising rates to the Finance Committee
 - Preparing and distributing press releases and press packages about the Chorus
 - Maintaining press and general mailing lists for the Chorus
 - Maintaining photos and press packages for the Chorus
 - Consulting with the Artistic Director on creative approaches to marketing and public relations activities
 - Preparing promotional materials to fulfill the Chorus’ marketing plan
 - Coordinating the Chorus’ concert and event programs

- Preparing advertising and editorial copy, layout, and design of internal and external Chorus newsletters
 - Supervising and monitoring the use of the Chorus Website and other technologies, as needed
2. The following are standing subcommittees of the Marketing Committee:
- Merchandising
 - Pride Parade and Market Days
 - Ticket and Season Subscription Sales
 - Website and Member Newsletter
 - Concert Program Advertising

D. I MERCHANDISING SUBCOMMITTEE

The Merchandising Subcommittee is responsible for the marketing, sales, distribution and inventory management of official Chorus merchandise offered to the public.

The Marketing Subcommittee's functions include, but are not limited to:

- Creating marketing plans for Chorus merchandise, as appropriate for the product and opportunity
- Ensuring appropriate inventory of Chorus merchandise is available for sale
- Coordinating volunteers for sales and distribution efforts
- Securing and setting up sales venues for Chorus merchandise, when appropriate
- Balancing Chorus merchandise sales and inventory receipts
- Generating sales of Chorus merchandise
- Advising the Marketing Committee Chair on the need for additional stock of Chorus merchandise

D.II PRIDE PARADE AND MARKET DAYS SUBCOMMITTEE

The Pride Parade and Market Days Subcommittee is responsible for organizing the Chorus' participation in the annual Chicago Gay Pride Parade and Northhalsted Market Days and any other neighborhood or themed festival in which the Board agrees to participate.

The Pride Parade and Market Days Subcommittee's functions include, but are not limited to:

- Creating a plan for the Chorus' participation in each event
- Arranging for, coordinating, and training volunteers to support each event
- Informing the members of the Chorus about participation timelines and schedules
- Coordinating with the event management to insure appropriate participation of the Chorus at each event
- Estimating and reporting the financial requirements for Chorus' participation to the Marketing Committee Chair
- Creating, purchasing or otherwise arranging for floats, sets, booths, signs, and other similar equipment and materials to represent the Chorus

D.III. TICKET AND SEASON SUBSCRIPTION SALES SUBCOMMITTEE

The Ticket and Subscription Sales Subcommittee is responsible for increasing ticket sales for Chorus performances and for maintaining customer loyalty.

The Ticket and Season Subscription Sales Subcommittee's functions include, but are not limited to:

- Creating an annual plan for the Board's approval to increase the sale of season subscriptions and the number of repeat audience members for the Chorus' performances
- Increasing each year the number of season subscriptions sold for the Chorus' performances
- Educating and motivating members of the Chorus to increase sales of tickets for the Chorus' performances
- Conducting specific planned activities that drive ticket sales for each Chorus performance
- Soliciting and training members of the Chorus and other volunteers to sell tickets for the Chorus' performances
- Developing and coordinating strategies for group ticket sales for the Chorus' performances
- Overseeing the administration of the ticketing process for the Chorus' performances

D. IV WEBSITE AND MEMBER NEWSLETTER SUBCOMMITTEE

The Website and Member Newsletter Subcommittee is responsible for all activities related to the smooth operations of the Chorus' Web-based communications.

The Website and Member Newsletter Subcommittee's functions include, but are not limited to:

- Determining the technical requirements for the Chorus' Web-based communication activities
- Designing the Chorus' Website(s) or Web-based ads or communications to the members of the Chorus and the general public
- Providing quality control of the Chorus' Web-based communications
- Maintaining Web lists and links for operation of the Chorus' Web-based communications
- Executing necessary security and data backup plans to safeguard the Chorus' Website(s) and the privacy of Chorus members', audience and donor's data.

VII. MEMBERSHIP COUNCIL

The Membership Council shall ensure a productive, disciplined, supportive, and satisfying rehearsal and production experience for members of the Chorus. It shall strive to balance the needs of the Chorus' artistic and administrative staff with the needs of the Chorus members by recommending policies and establishing practices for Chorus members' participation in the Chorus.

A. GENERAL

1. The Membership Council shall consist of elected representatives of the Voting Members of the Chorus.
2. The General Manager shall be an *ex-officio* member of the Membership Council. In the absence of a General Manager, a member of the Executive Committee selected by a simple majority of the Members of the Board present at a Board meeting shall serve as an *ex-officio* member of the Membership Council.
3. The Membership Council shall recommend and administer Board-approved rules and regulations, facilitate activities and enforce procedures relevant to Chorus membership, including, but not limited to:
 - Rehearsal responsibilities of members of the Chorus
 - Chorus members' attendance at rehearsals, performances, and other Chorus events
 - Appropriate behavior management
 - Recommendations for dismissal or discipline of members of the Chorus
 - Recommendation of policy regarding Chorus members' payment of financial obligations and how such payment affects both a Chorus member's status as a Voting Member of the Chorus and being able to participate in Chorus performances
 - Audition scheduling with the Artistic Director
 - Member orientation
 - Maintenance of a Chorus Member Handbook
 - Integration of new members into the Chorus
 - Maintenance of the Chorus member roster
 - Planning, arranging, and producing Chorus social functions
 - Identifying and channeling Chorus member resources to support Chorus activities
 - Chorus membership retention and recruitment
4. The Membership Council should meet monthly. The Membership Council Chair shall convene and preside at the meetings. The Membership Council Chair is designated according to the procedures in Section VII (B)(5) of these Bylaws. Meetings of the Membership Council shall be open to members of the Chorus except when the Membership Council is discussing individual personnel or confidential member issues. In those cases, the Membership Council Chair may convene the Membership Council in closed session for the portion of the meeting in which the confidential matter(s) is addressed.
5. The Membership Council Chair will take or appoint another Membership Council Representative to take minutes of all Membership Council meetings. The Chair shall file copies of the minutes with the General Manager and the Secretary or his designee no later than one (1) week after each meeting.

6. Because of the importance of these meetings for the smooth operation of the Chorus and general member satisfaction, active participation of all elected Membership Council Representatives is essential. Any Membership Council Representative who misses three (3) meetings during his or her term of service will be automatically dismissed from the Membership Council and a new election to fill the vacancy will be called within three (3) weeks after the dismissal. A dismissed Membership Council Representative is barred from reelection to the Membership Council for one (1) calendar year, commencing with the date of dismissal.

B. ELECTION OF THE MEMBERSHIP COUNCIL

1. Membership Council Representatives shall be elected from each of the four (4) primary singing sections of the Chorus (*i.e.*, First Tenors, Second Tenors, Baritones, and Basses). To ensure adequate representation and assistance, each singing section shall elect one (1) or more Membership Council Representatives according to the following table:

Section Membership	Number of Representatives Elected
• 1 – 25 Voting Members of the Chorus -----	1 Representative
• 26 – 50 Voting Members of the Chorus -----	2 Representatives
• 51 – 75 Voting Members of the Chorus -----	3 Representatives
• 76 or more Voting Members of the Chorus-----	4 Representatives
2. To calculate the number of allotted Membership Council Representatives, the number of members in a section shall be defined as the average number of Voting Members of the Chorus in the section at the end of each of the three previous concert preparation periods.
3. To be eligible for election to the Membership Council, each nominee shall have been a Voting Member of the Chorus at the end of at least three (3) out of the five (5) concert preparation periods prior to the election.
4. The President may appoint a Membership Council Representative to represent the Auxiliary Members. The Auxiliary Member Representative shall be a full voting member of the Membership Council. The Auxiliary Member Representative’s term shall correspond to the term of office of the elected Membership Council Representatives.
5. As soon after the annual Membership Council election as practicable, the Membership Council shall elect from its members, by a simple majority of the Membership Council Representatives present at a Membership Council meeting, a Chair who will also serve as liaison to the Board. The Chair shall not be a Voting Member of the Board.

C. ELECTION PROCEDURES

1. Election of the Membership Council shall be conducted at a Chorus General Membership meeting separate from the Election Meeting called to elect the Members of the Board.
2. Membership Council elections shall take place no earlier than the second rehearsal of the Spring Concert preparation period and no later than February 14th.
3. Nominations for Membership Council Representatives shall be solicited from the Voting Members of the Chorus at the two (2) regular rehearsals prior to the scheduled election. Each nomination shall require one (1) second. Candidates shall be nominated and seconded only by Voting Members of the Chorus within the candidate’s singing section. The candidate shall accept or decline their nomination.
4. On the day of the Membership Council elections, each nominee shall deliver a brief statement of his or her experience and qualifications prior to the voting. The election shall be by secret written ballot. Each Voting Members of the Chorus shall vote only for those candidates standing to represent the member’s current singing section (as an example, First Tenors may only elect from among First Tenors running for the Membership Council). Write-in, absentee, and proxy ballots are not allowed. The candidates receiving the largest numbers of votes shall fill the available number of vacancies for each singing section. A quorum of each singing section is necessary for a valid election in the singing section. A quorum is a simple majority of the Voting Members of the Chorus in each singing section eligible to vote in that election.

5. The Executive Committee or its designee shall facilitate the Membership Council election process, including the verification of each candidate's eligibility to stand for election to the Membership Council. The President will preside at the election.

D. RECALL OF MEMBERSHIP COUNCIL REPRESENTATIVES

1. The process for the recall of a Membership Council Representative begins when a petition for the recall signed by a simple majority of the Voting Members of the Chorus within that singing section is presented to the Executive Committee by any Voting Member of the Chorus from that singing section.
2. Following presentation of such a petition to the Executive Committee, a Membership Council Representative may be recalled by a minimum seventy-five percent (75%) majority vote of the Voting Members of the Chorus within that Representative's singing section present at a meeting called for the purpose of the recall. Such meeting shall take place within three (3) weeks after the presentation of the recall petition to the Executive Committee.
3. The President shall provide notice to the Voting Members of the Chorus within the Representative's singing section of a meeting called for the purpose of a recall vote at least two (2) weeks in advance of the meeting. Only current Voting Members of the Chorus within the Representative's singing section may vote at the meeting.
4. Any recalled Membership Council Representative shall be removed from the Membership Council effective immediately after a successful recall vote. A Membership Council Representative's recall from the Membership Council does not affect the Representative's status as a Voting Member of the Chorus.
5. Within fourteen (14) days after the recall of a Membership Council Representative, the Membership Council Chair shall submit to the President the name of a replacement to fill the remainder of the recalled Representative's term. The President shall appoint the replacement to fill the remainder of the recalled Representative's term.
6. Should the Membership Council Chair be recalled, the remaining Membership Council Representatives shall meet within fourteen (14) days to elect a new Chair to fill the unexpired term of the recalled Chair according to the procedures in Section VII (B)(5) of these Bylaws.

VIII. USE OF THE CHORUS NAME

No member of the Chorus shall present himself as an official representative of the Chorus unless he is authorized to do so by the President, nor shall any member of the Chorus use the name or logo of the Chorus for any purpose, business or otherwise, unless specifically authorized to do so by the President.

IX. INDEMNIFICATION

Each person who was, is, or shall have been a director, officer, employee or agent of the Chorus, or is or shall have been serving as a director, officer, employee or agent of any other entity at the Chorus' request, shall be indemnified by the Chorus in accordance with and to the full extent permitted by the Illinois Not For Profit Corporation Act ("Act"). The Chorus shall purchase and maintain insurance against any liability asserted against any such director, officer, employee or agent of the Chorus to the full extent permitted by the Act.

X. FISCAL YEAR

The fiscal year of the Chorus shall begin on September 1st and end on August 31st of the following year.

XI. EXPENDITURES

- A. Any non-budgeted expenditure of Chorus funds requires approval of two (2) of the three (3) members of the Executive Committee.
- B. Except as stipulated in subsection G below, any disbursement of Chorus funds in excess of fifty dollars (\$50.00) shall be made by check.
- C. All disbursements of Chorus funds shall be evidenced by a receipt, invoice or other supporting documentation.
- D. The Chorus may maintain petty cash in an amount not to exceed four hundred dollars (\$400.00).
- E. All Chorus funds shall be kept in accounts maintained in financial institutions approved by the Board.

- F. The persons authorized to sign drafts on behalf of the Chorus are the President, Treasurer, Secretary, and any other person approved by the Board to do so. Two (2) signatures shall be required on any non-electronic draft over fifty dollars (\$50.00).
- G. The Board may preauthorize electronic payments. All existing preauthorized electronic payments shall be reviewed at the first Board meeting of each fiscal year

XII. TRANSITION

To ensure a smooth transition between the Bylaws and the 2004 Bylaws, the following provisions shall govern initial elections, appointments, and operations until all provisions of the 2004 Bylaws are met or until the transitional provisions expire. For convenience in reference, the specific section of the 2004 Bylaws is included in this section.

Unless specifically noted below, all provisions of the 2004 Bylaws take effect upon ratification by the Voting Members of the Chorus.

A. APPOINTMENT OF ELECTIONS COMMITTEE – Article I (A)

To facilitate the election of the initial Board of Directors under the 2004 Constitution, an Elections Committee shall be established within (7) days after the ratification of the 2004 Constitution and Bylaws. This Elections Committee shall oversee an abbreviated nomination and election process for the initial Board of Directors.

The sitting President, with the approval of a simple majority of the sitting Members of the Board, shall appoint this Elections Committee. The Elections committee shall have at least three (3) and no more than five (5) members. All members of this Elections Committee must be Voting Members of the Chorus and should have been Voting Members of the Chorus for at least fifty percent (50%) of the most recent two (2) concert seasons prior to the date of appointment to the Elections Committee.

B. APPOINTMENT OF ELECTIONS COMMITTEE CHAIR – Article I (B)

The sitting President shall appoint an Elections Committee Chair from among the members of the Elections Committee.

C. SOLICITATION OF BOARD CANDIDATES – Article I (D)

For the initial elections of the Board following the ratification of the 2004 Constitution and Bylaws, the Elections Committee shall seek out and solicit qualified candidates for the Board for no less than two (2) weeks and no more than three (3) weeks following the Election Committee's appointment.

For this initial election, the candidates shall be solicited from within the current Voting Members of the Chorus. For this initial election, nine (9) and only nine (9) Board positions will be filled.

D. PRESENTATION OF THE QUALIFIED CANDIDATES – Article I (F)

For the initial Board elections following ratification of the 2004 Constitution and Bylaws, the Elections Committee shall distribute to the Voting Members of the Chorus a list of qualified candidates for the Board no later than two (2) weeks prior to the scheduled date of the Election Meeting.

E. POSITION STATEMENTS OF BOARD CANDIDATES – Article I (H)

For the initial election of the Board following ratification of the 2004 Constitution and Bylaws, Article I (H) of the 2004 Bylaws is suspended.

F. Q&A SESSION WITH BOARD CANDIDATES – Article I (I)

For the initial election of the Board following ratification of the 2004 Constitution and Bylaws, each candidate for the Board shall be invited to briefly address the Voting Members of the Chorus no later than one (1) week prior to the scheduled date of the Election Meeting to discuss his or her candidacy and answer questions posed by the Voting Members of the Chorus. The appointed Elections Committee shall determine the specific format of this session.

G. MEMBERSHIP COUNCIL – Article VII

For the period after the ratification of the 2004 Constitution and Bylaws and until the election and installation of the Membership Council, the Membership Committee that existed immediately prior to the ratification of the 2004 Constitution and Bylaws shall serve in the capacity of the Membership Council.

H. MEMBERSHIP COUNCIL ELECTIONS – Article VII(C)(2)

For the election of the Membership Council following the ratification of the 2004 Constitution and Bylaws, the election procedures shall begin on January 9, 2005.

XIII. AMENDMENTS AND RATIFICATION

These Bylaws may be amended in accordance with Article VI of the Constitution.

These Bylaws are to be adopted according to Article VI of the Constitution