

CONSTITUTION

I. NAME AND LOGO

The name of this organization shall be the CHICAGO GAY MEN'S CHORUS, hereinafter referred to as the "Chorus."

The Board (defined in Section IV, below) may establish and register logos, "doing business as," and other symbolic devices, images and type styles to represent the Chorus' name and identity.

II. STATEMENT OF PURPOSE

The members of the Chorus have joined together as a not-for-profit organization for the purpose of making an artistic and social statement. The Chorus will perform relevant music for the education, enjoyment and cultural enrichment of its audiences and its members. Its members choose to serve as an organization of individuals making a positive contribution to the community. The members commit themselves to the Chorus' musical goals and to growth beyond the realm of music that will deepen and enrich their lives and the lives of others.

III. GOVERNING DOCUMENTS

This Constitution and the Bylaws (defined in Section VI, below) constitute the rules governing the Chorus. All acts, orders, and regulations of the Chorus must comply with these rules. Interpretation of this Constitution and the Bylaws is vested in the Board.

IV. BOARD OF DIRECTORS

Except as specifically noted in this Constitution, all authority to determine Chorus policies, procedures, business dealings, artistic functioning, Chorus operations, and the appointment of individuals and committees shall be vested in a Board of Directors, hereinafter referred to as the "Board." The Board shall be composed of elected, appointed and *ex-officio* members. Only elected and appointed members of the Board shall have full voting rights. Elected and appointed members of the Board shall hereinafter be referred to as "Members of the Board". The Members of the Board shall consist of at least nine (9) and no more than fourteen (14) individuals. No fewer than sixty-percent (60%) of the Members of the Board shall be elected or appointed from among the Voting Members of the Chorus (defined in Section V (A)(1), below). The remainder may be filled by individuals from the larger community or by non-voting members of the Chorus.

A. ELECTION OF THE BOARD

1. Elections for the Board shall be held at an annual Election Meeting of the Chorus no earlier than May 15 but no later than June 15.
2. The quorum necessary at an Election Meeting shall be a simple majority of the Voting Members of the Chorus.
3. Additional nomination and election procedures shall be established in the Chorus Bylaws.
4. Except as otherwise provided in this Constitution or the Bylaws, each elected Member of the Board shall serve a term of three (3) years or until his successor is duly installed.
5. Newly elected Members of the Board shall serve as "Members Elect" from the time of their election until their installation. Members-Elect may be asked to participate in the work of the Board as the sitting Board of Directors deems appropriate.
6. Members-Elect shall take office on July 1 following their election.
7. Appointed Members of the Board shall be nominated and their terms of office shall be set by the President, both subject to approval by a two-thirds (2/3) majority of the Members of the Board present at a Board meeting. The term of office of all appointed Board Members shall expire according to the terms set at their installation. The term of office for an appointed Member of the Board shall not exceed eighteen (18) months. Appointed Members of the Board may stand for election no later than the completion of his appointed term but may not be reappointed for a period of eighteen (18) months after his term expires.

B. EX-OFFICIO MEMBERS OF THE BOARD

1. The Artistic Director and the General Manager of the Chorus shall be *ex-officio* members of the Board.
2. The Artistic Director shall be nominated and appointed annually by the President, subject to ratification by a seventy-five percent (75%) majority of the Members of the Board present at a Board meeting. This nomination and appointment should occur prior to the beginning of each fiscal year.
3. The General Manager shall be nominated and appointed annually by the President, subject to unanimous ratification by the Executive Committee (defined in Section IV (F)(6), below) and a simple majority of the Members of the Board present at a Board meeting. This nomination and appointment should occur prior to the beginning of each fiscal year.
4. At the discretion of a majority of the Executive Committee, *ex-officio* members of the Board may be excluded from Board discussions, deliberations and decisions.
5. *Ex-officio* members of the Board shall have no vote on the Board.

C. ELECTION OF OFFICERS OF THE BOARD

1. The Members of the Board shall elect from among their number the President, Treasurer and Secretary of the Board according to the provisions of Section IV of the Bylaws.
2. The individual elected to the position of President should have served no less than one (1) year as a Member of the Board.
3. The President, Secretary and Treasurer shall each serve in his respective office for a term of one (1) year or until his successor is duly installed.
4. No individual may serve in the same office for more than four (4) consecutive years.

D. BOARD MEETINGS

1. The Board shall meet to conduct Chorus business and to take such action as the Board deems appropriate for the proper operation of the Chorus.
2. The President shall convene and preside at all Board meetings.
3. Should the President be unable to attend a meeting, he shall appoint another Member of the Board to preside at the meeting. Should the President be unable to attend a Board meeting and be unable to appoint another Member of the Board to preside at the meeting, the Secretary (or the Treasurer, in the Secretary's absence) shall preside at the meeting. Should no officer be able to attend a Board meeting, the meeting shall be cancelled and rescheduled.
4. All Board meetings shall follow the rules of parliamentary procedure in *Robert's Rules of Order Newly Revised* (hereinafter referred to as "*Robert's Rules*"). If any provision of this Constitution or the Bylaws conflicts with *Robert's Rules*, this Constitution and the Bylaws shall prevail.
5. Board meetings shall be held at least quarterly at a time and place convenient and acceptable to a majority of the Members of the Board.
6. Notice of Board meetings shall be made to the Voting Members of the Chorus at least one (1) week prior to the meeting. The Board may be called into extraordinary session, without such notice, by an agreement of a simple majority of the Members of the Board.
7. Voting Members of the Chorus may attend any Board Meeting unless the President calls the Board into closed session (referred to in *Robert's Rules of Order Newly Revised* as "Executive Session").
8. A quorum of a simple majority of the Members of the Board is necessary for a Board meeting to convene.
9. Each Member of the Board shall have one (1) vote.
10. All decisions of the Board shall be by simple majority vote of those present at a Board meeting except as otherwise stated in this Constitution and the Bylaws.

E. COMPENSATION OF BOARD MEMBERS

Members of the Board shall receive no compensation or privileges for service as Board members except reimbursement of reasonable expenses incurred in the course of performing their official Board duties.

F. DUTIES AND RESPONSIBILITIES OF NAMED BOARD POSITIONS

All members of the Board shall perform their respective functions as outlined below and other such duties as the President or Board may assign them.

1. **PRESIDENT.** The President shall be the chief executive of the Chorus, the Chorus' official representative and the primary spokesperson for the Chorus. He shall, with advice from the Secretary and Treasurer, have sole responsibility for establishing the agenda for the meetings of the Executive Committee and the Board. He shall, with advice from the Secretary and Treasurer, have sole responsibility for establishing the agenda for the meetings of the members of the Chorus (referred to hereinafter as "General Membership Meetings"). The President shall preside at meetings of the Executive Committee, the Board and the General Membership. He shall be an *ex officio* member (except for quorum purposes) of all committees and subcommittees except the Election Committee.
2. **TREASURER.** The Treasurer shall be the chief financial officer of the Chorus, and shall perform all those functions normally associated with this office. He shall ensure that appropriate and accurate financial books and records of the Chorus are kept and shall present accountings to the Board at least annually and otherwise to the Board and to the General Membership as requested by the President or a simple majority of the Members of the Board.
3. **SECRETARY.** The Secretary shall be responsible to document and maintain all non-financial records pertaining to and resulting from official business of the Chorus, and shall perform all those functions normally associated with this office. He shall himself maintain or appoint a person to maintain the Chorus archives. The Secretary shall take and keep minutes of all Board meetings. In the absence of the Secretary, the presiding chair for any Board meeting shall appoint another Member of the Board to take the minutes of that meeting.
4. **ARTISTIC DIRECTOR.** The Artistic Director shall be the artistic leader of the Chorus and shall be responsible for the Chorus' artistic development. He, consistent with the Chorus' mission, shall make all musical and artistic decisions for the Chorus, acting within the budget approved by the Board and in accordance with the job description established by the Board. He shall report directly to the Board through the President. At the direction of the President, the Artistic Director shall serve as spokesperson for the Chorus.
5. **GENERAL MANAGER.** The General Manager shall be the chief administrative officer of the Chorus. The General Manager shall be responsible for implementing the decisions of the Board as outlined in a Board-approved job description and shall report directly to the Board through the President. In the absence of a General Manager, the President shall appoint one (1) or more individuals to fulfill the responsibilities of that position as outlined in this Constitution and the Bylaws. Upon the recommendation of the Executive Committee, the Board, by a simple majority vote of those Members of the Board present at a Board meeting, may elect to compensate any or all of these appointed individuals for the administrative services they perform. The compensation should be commensurate with that paid by similar not-for-profit arts organizations for these services.
6. **EXECUTIVE COMMITTEE.** The President, Treasurer and Secretary constitute the Executive Committee of the Board. As the principal leadership of the Chorus, the Executive Committee shall be responsible for setting the strategic agenda for the Chorus, and monitoring its daily operations. The Executive Committee will report to the Board on the activities of the Chorus.
7. **MEMBERS OF THE BOARD.** The Members of the Board shall have responsibility as a corporate body to safeguard and advance the mission, values, heritage and resources of the Chorus. They shall provide advice, and when required by this Constitution or the Bylaws, consent, on the strategic directions and goals of the Chorus. They shall, as a corporate body, oversee Chorus policies, procedures, business dealings, artistic functioning and appointments as outlined in this Constitution and the Bylaws. Additionally, Members of the Board are expected to take leadership in advancing the financial goals of the Chorus by direct financial support and/or assistance in raising funds.

G. RECALL OF BOARD MEMBERS

1. Members of the Board may be dismissed for serious reasons including but not limited to: felony conviction while in office or jeopardizing the public reputation of the Chorus by conduct unbecoming a Member of the Board.
2. The process for the recall of a Member of the Board begins when a petition for the recall signed by at least thirty-three percent (33%) of the Voting Members of the Chorus is presented to the Executive Committee by any Voting Member of the Chorus.
3. Following presentation of such a petition, Members of the Board may be recalled by a minimum two-thirds (2/3)-majority vote of those Voting Members of the Chorus present at a General Membership meeting. The President shall convene a General Membership meeting to consider and vote on the recall petition not more than sixty (60) days and not less than twenty-five (25) days after the presentation of the petition to the Executive Committee.
4. Notice of a General Membership Meeting called for the purpose of recalling a Member of the Board shall be made at least three (3) weeks in advance of the meeting. Only Voting Members of the Chorus may vote at the meeting.
5. To determine eligibility to vote at a recall meeting, the Board of Directors may fix in advance a particular date as the record date for any such determination. The record date shall not be more than sixty (60) days and not less than twenty (20) days immediately preceding the meeting.
6. Any recalled Member of the Board shall be removed from the Board effective immediately after a successful recall vote.
7. Notwithstanding anything contained in this article IV (G) to the contrary, an officer may be removed from his office by a minimum seventy-five percent (75%) majority vote of the sitting Members of the Board. Any recalled officer shall be removed from that position effective immediately after a successful recall vote, but may retain his position as a Member of the Board for the duration of his term. The process for electing a replacement to the Executive Committee shall be governed by Section IV (I) (3) of this Constitution.

H. COMMITTEES

1. The Board may establish committees and subcommittees as it deems appropriate for the management of the Chorus.
2. A committee chairperson(s) or subcommittee champion(s) shall be recommended to the Board by the Executive Committee and approved by a simple majority vote of the Members of the Board present at a Board meeting. Removal of a committee chairperson or subcommittee champion shall be at the discretion of the President.
3. Except for committees and subcommittees established by this Constitution or the Bylaws, committees and subcommittees may be created for a set time, to complete a specific task, or for on-going work, as the Board determines.
4. The Board may terminate a committee or subcommittee at its discretion except for those committees and subcommittees established by this Constitution or the Bylaws. Committees established in those documents are subject to the provisions of the establishing document.

I. VACANCIES ON THE BOARD

1. A vacancy on the Board shall be filled if, as a result of the vacancy, the total number of Members of the Board drops below nine (9) or the number of Members of the Board who are Voting Members of the Chorus drops below sixty percent (60%) of the Members of the Board.
2. In the event of such a vacancy, the remaining Members of the Board must approve, within forty-five (45) days after the vacancy, a new Member of the Board to fill the vacancy. If the vacancy must be filled by a Voting Member of the Chorus, the nominee presented must be a current Voting Member of the Chorus. Procedures for nomination and approval shall be governed by Section IV (A) (7) of this Constitution. The new Member of the Board shall serve the remainder of the term of the vacated position.

3. In the event of a vacancy on the Executive Committee, the Members of the Board will elect a new member of the Executive Committee from among their number within thirty (30) days after the vacancy.
4. Filling a vacancy on the Executive Committee shall be governed by Section IV of the Bylaws. Should the office of President be vacant, the Secretary (or, in his absence or if he is standing for election as President, the Treasurer) shall convene and preside at the Board meeting called for the purpose of the election. If both the Secretary and the Treasurer are standing for the office of President, the Board will designate, by simple majority, another Member of the Board not a candidate for the vacant position to convene and preside at the meeting.
5. Any person elected to fill a vacancy on the Executive Committee shall serve in that office for the remainder of the term of the replaced officer. This does not modify the replacement officer's term as a Member of the Board.
6. The newly elected officer shall take office immediately upon election.
7. In the event that a vacancy on the Board does not result in less than nine (9) Members of the Board or with less than sixty percent (60%) of the Members of the Board being Voting Members of the Chorus, the Board is not required to fill the vacancy. The decision to fill this vacancy requires a minimum sixty-percent (60%) majority vote of the Voting Members of the Board present at a Board meeting. Should the Members of the Board choose to fill the vacancy, the procedures shall be governed by Section IV (I) (2), above.

J. HONORARY BOARD

1. The Board may establish an Honorary Board (hereinafter referred to in this Constitution as the "Honorary Board") as it deems appropriate to further the goals and ideals of the Chorus. The Honorary Board has no jurisdiction or authority in the administration, management or finances of the Chorus.
2. The President shall nominate individuals for membership on the Honorary Board and the nominations shall be ratified by a minimum two-thirds (2/3)-majority of the Members of the Board present at a Board meeting. Members of the Honorary Board shall serve for an initial term of three (3) years. The Members of the Board will consider an Honorary Board member's request to remain on the Honorary Board for additional three-year terms.
3. The Board, by a minimum two-thirds (2/3)-majority vote of the Members of the Board present at a Board meeting, may dismiss a member of the Honorary Board for serious reasons including but not limited to: felony conviction or jeopardizing the public reputation of the Chorus by conducting unbecoming a Member of the Honorary Board.

V. MEMBERSHIP

A. VOTING MEMBERSHIP

1. The Voting Membership shall be comprised of active members and members-on-leave. The qualifications for each category of membership shall be determined by the Membership Council, approved by the Members of the Board and are further defined in the Bylaws. Active members and members-on-leave shall hereinafter be collectively referred to as "Voting Members of the Chorus".
2. A person shall be considered a Voting Member of the Chorus after a formal entrance audition with, and acceptance by, the Artistic Director. In order to remain as a Voting Member of the Chorus, all current Chorus dues and other financial obligations must be kept current as defined in the Bylaws.
3. No one under the age of eighteen (18) years is eligible for membership of any type in the Chorus.
4. Voting Members of the Chorus shall be subject to the rules and regulations formulated by the Membership Council and ratified by a simple majority vote of the Members of the Board present at a Board meeting. These rules and regulations shall govern such matters as attendance, auditions, rehearsal and performance conduct, fees and membership dues, other financial obligations, and other matters as they may relate to the routine operation of the Chorus.

5. Voting Members of the chorus who fail to meet financial obligations as defined in the Bylaws and formulated by the Membership Council and approved by the Members of the Board shall not have the ability to vote at a General Membership Meeting or an Election Meeting.
6. Upon the recommendation of the Membership Council, the Members of the Board may terminate an individual's membership in the Chorus for reasons it deems justified, including but not limited to: failure to meet financial obligations, conduct unbecoming a member while participating in an official Chorus event or when acting as an agent of the Chorus. Termination of membership must be approved by two-thirds (2/3) vote of the Members of the Board meeting in "closed session".

B. NON-VOTING MEMBERSHIP

1. With confirmation by a simple majority vote of the Voting Members of the Chorus present at a General Membership meeting, the Board may confer Honorary Membership upon individuals in the community who have shown outstanding commitment to the Chorus. Honorary Membership is non-voting. Honorary Members are not obligated to pay dues.
2. Auxiliary Members are individuals who regularly perform valuable support services for the benefit of the Chorus and its members. Auxiliary Membership is non-voting. Auxiliary Members are not obligated to pay dues.

C. GENERAL MEMBERSHIP MEETINGS

1. A General Membership meeting shall be held at least once a year, preferably at the beginning of each season, but no later than the fourth regularly scheduled rehearsal of the season. At the General Membership meeting held at the beginning of each season (and hereinafter referred to as the "Annual Organization Review") the President shall report to the Chorus members on the state of the Chorus. The President shall lead the membership in conducting such business as may be appropriate. In consultation with the Executive Committee, the President shall be responsible for setting the agenda for all General Membership meetings.
2. General Membership Meetings may be convened by the President, by a minimum two-thirds (2/3) majority of the Members of the Board, or by a petition presented to the President signed by at least one-third (1/3) of the Voting Members of the Chorus. A General Membership meeting shall be held within three (3) weeks after the presentation of such a petition to the President. The time and place of such meetings shall be determined by the Board, and shall be announced to the membership of the Chorus at least one (1) week prior to the meeting.
3. At a General Membership Meeting, a decision of the Board may be overridden by a minimum seventy-five percent (75%) majority vote of the Voting Members of the Chorus present. The election of officers and appointment of Members of the Board shall not be subject to this provision.
4. All General Membership meetings shall be conducted according to *Robert's Rules*, except as noted in this Constitution or in the Bylaws.
5. Each Voting Member present in person shall have one (1) vote at a General Membership meeting. Absentee and proxy voting are not allowed.
6. A quorum shall consist of a simple majority of Voting Members of the Chorus. A quorum is necessary to conduct a General Membership meeting.

VI. BYLAWS

The Board, by a minimum two-thirds (2/3) majority vote of the Members of the Board present at a Board meeting, shall recommend to the Voting Members of the Chorus that it establish, amend or nullify the Bylaws as it deems necessary for the proper functioning of the Chorus, provided that no Bylaw may contravene any provision of this Constitution. The Bylaws shall become effective upon ratification by a simple majority of the Voting Membership of the Chorus present at a General Membership meeting called for such a purpose.

VII. DISSOLUTION

In the event of the dissolution of the Chorus, all assets of the organization shall be contributed to appropriate not-for-profit, tax-exempt organization(s) as determined by the Voting Members of the Board.

VIII. AMENDMENTS

1. Amendments to this Constitution shall be subject to the approval of a minimum seventy-five percent (75%) majority vote of the Members of the Board present at a Board meeting and must be ratified by a minimum seventy-five percent (75%) majority vote of the Voting Members of the Chorus present at a General Membership meeting called for the purpose of approving the amendments.
2. The President must present the proposed amendments in writing to the Voting Members of the Chorus within ninety (90) days after approval by the Members of the Board.
3. The amendments must be considered and brought to a vote at a General Membership meeting no earlier than three (3) and no later than six (6) weeks after the proposed amendments have been given in writing to the Voting Members of the Chorus.

IX. TRANSITION

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

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

A. BOARD OF DIRECTORS – Article IV

The sitting Board of Directors at the time of the adoption of the 2004 Constitution shall remain in place and shall continue all of its functions until such time as the new Board is elected and the new Board members are installed.

B. INITIAL BOARD ELECTIONS – Article IV (A)(1)

Elections for the first Board of the 2004 Constitution shall be held at an Election Meeting no earlier than twenty-one (21) days after the 2004 Constitution has been ratified and no later than November 21, 2004. The current Board President, in consultation with the Executive Committee, shall determine the exact date of these elections.

C. INITIAL TERMS OF BOARD MEMBERS – Article IV (A)(4)

For the first Board elected following the ratification of the 2004 Constitution, three (3) Members of the Board shall serve terms that expire on July 1, 2005; three (3) Members of the Board shall serve terms that expire on July 1, 2006; and three (3) Members of the Board shall serve terms that expire on July 1, 2007.

The term for each Member of the Board shall be determined by a random, blind drawing to take place immediately after the election. The Chair of the Elections Committee shall preside over the drawing. Newly elected Members of the Board shall participate in the drawing in alphabetical order by last name.

D. INSTALLATION OF INITIAL BOARD MEMBERS – Article IV (A)(6)

For the first Board elections following the ratification of the 2004 Constitution, elected Members of the Board shall be installed on January 1, 2005.

E. DEFINITION OF “VOTING MEMBERS OF THE CHORUS” – Articles V (A)(2) and V (A)(5)

For the purpose of nominating and electing the initial Board following ratification of the 2004 Constitution, a person shall be considered a Voting Member of the Chorus after completing a successful audition with and being accepted by the Artistic Director and being current with all financial obligations at the time of the nominations and election as defined by the sitting Members of the Board.

F. RULES AND REGULATIONS GOVERNING THE VOTING MEMBERS OF THE CHORUS – Article V (A)(4)

Until the Membership Council, as defined in the 2004 Bylaws, can establish rules and regulations that pertain to the Voting Members of the Chorus (as defined in Article V (A)(4) of the 2004 Constitution and the 2004 Bylaws), the guidelines of the sitting Membership Committee remain in effect. The sitting Membership Committee may continue to set policy and guidelines until such time as new policies and guidelines take effect according to the 2004 Constitution [Article V (A) 4] and the 2004 Bylaws. When adopted, the rules and regulations established by the Membership Council shall immediately supersede any rules and regulations the sitting Membership Committee.

IX. RATIFICATION

This Constitution shall be ratified if approved by a minimum seventy-five percent (75%) majority vote of Voting Members of the Chorus present at a General Membership meeting and shall take effect immediately upon ratification.