

# **NEW WAVE SINGERS OF BALTIMORE, INC. BYLAWS**

## **ARTICLE 1 NAME AND LOGO**

1. Name: The name of the Corporation is the New Wave Singers of Baltimore, Inc., and shall be referred to herein these Bylaws as “the Chorus.”
2. Logos: The Board of Directors may establish and register logos and other symbolic devices, images, and typestyles for the Chorus.

## **ARTICLE 2 PURPOSE**

1. Purpose: The Chorus is organized solely for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and specifically to:
  - a. advance musical arts in general and choral arts in particular;
  - b. provide training and opportunity for public performance for singers, instrumentalists, conductors and others;
  - c. further public appreciation and understanding of choral and other musical and theatrical arts;
  - d. encourage composition of choral and other musical works;
  - e. create and maintain a non-professional choral ensemble in Baltimore, Maryland;
  - f. create and maintain one or more other musical ensembles
  - g. organize, sponsor, or present public performances of choral or other musical works;
  - h. foster cooperation within the gay and lesbian community as well as the community at large;
  - i. do all things necessary, proper, and convenient for the accomplishment of these purposes, and do all other things incidental to or connected with these purposes that are not forbidden by applicable law (to include Copyright Laws) or by the Corporation Articles of Incorporation, Bylaws, Privileges and Responsibilities, or policies; and
  - j. exercise all the powers conferred upon a Corporation formed under Maryland law in order to accomplish its purpose, including but not limited to, the power to accept donations of money or property, whether real or personal, or any interest in such property.
2. Prohibitions and Limitations: Article 12 shall provide prohibitions and limitations on the activities of the Chorus; the Board of Directors may enact policies in support of these purposes, prohibitions, and limitations.

## **ARTICLE 3 MEMBERSHIP**

1. Qualification: The membership of the Chorus shall consist of those persons who have fulfilled the requirements for membership as established by the Board of Directors.
2. Requirements: The Board of Directors shall establish or amend requirements for membership in the Chorus based on the criteria of musical ability, attendance, service, and payment of dues. These requirements shall be contained in the document: **New Wave Singers of Baltimore, Inc., Privileges and Responsibilities.**
3. Types of Membership: There shall be three classifications of Membership:
  - a. Performing Member: A person whose membership is based on continuing vocal musical contribution; who votes, pays dues, and has all privileges and responsibilities of Chorus membership.
  - b. Non-Singing Member: A person whose membership is based on service to the Chorus; who votes, pays dues, and has all privileges and responsibilities of Chorus membership, barring vocal performance.
  - c. Honorary Member: A person whose membership is based on support for Chorus activities; who does not vote or pay dues (or participate in the ongoing activities of the Chorus.)
4. Meetings of the Membership: Meetings shall be held at the call of the Board of Directors or at a call of at least 25 percent of the Chorus' voting membership. There shall be three classes of meetings: the Annual Meeting, the Meeting Called by the Board of Directors, and the Meeting Called by the Membership.
  - a. The Annual Meeting shall be held for the elections of Officers and Members of the Board of Directors, amendment of the Bylaws and/or Privileges and Responsibilities, and approval of policies as provided for in the Bylaws. It shall be held in the month of June each year, or at another time set by the Board of Directors, if necessary, and the membership shall be provided with four weeks written notice of the Annual Meeting.
  - b. The Meeting Called by the Board of Directors may be called by the Board when, at such time, a vote of the membership is required to determine the Chorus actions. Two weeks written notice shall be provided to the membership for a meeting called by the Board, unless an emergency situation does not allow such notice; in which case as much advance notice as possible shall be given by whatever means possible.
  - c. The Meeting Called by the Membership may be called by a petition of at least 25 percent of the Chorus' voting members to fulfill the provisions of these Bylaws. Such petition must state the purpose of such meeting and provide the Board of Directors with the names of those calling for the meeting. It shall be presented to the President or the Vice-President. The same advance notice provisions shall apply as for a Meeting Called by the Board of Directors.
5. Quorum: A quorum at any meeting of the membership shall consist of 50% plus one of the voting membership of the Chorus.
6. Privileges and Responsibilities: Privileges and responsibilities of membership in the Chorus shall from time to time be defined by the Board of Directors. Any provision of the Privileges

and Responsibilities may be amended or removed at a Membership meeting called in accordance with Article 3, Section 4, of the Bylaws by a two-thirds vote of the voting members present.

## **ARTICLE 4 BOARD OF DIRECTORS**

1. Qualifications: Any voting member of the Chorus may serve on the Board of Directors, herein referred to also as the "Board."
2. Composition: The Officers of the Chorus will automatically be members of the Board and will serve as Officers of the Board in the same positions, i.e. President, Vice-President, Secretary, and Treasurer. The Music Director(s), referred to herein also as the "Director(s)," will automatically be non-voting member(s) on the Board. Three non-Officer positions herein referred to as "Members-at-Large" will serve on the Board. The total voting membership of the Board shall be seven persons. Vacancies shall be filled by a called election of the membership.
3. Term: The term of office for the Officers shall be two years; the Member-at-Large positions shall each be for one year.
4. Duties: In addition to the general duties as specified elsewhere in the Bylaws, the Board will have authority in the following areas. Any decisions by the Board require a majority vote of Board members and may be overturned by a majority vote of the voting membership of the Chorus unless specified otherwise in these Bylaws.
  - a. Approval of the annual operating budget.
  - b. Approval of any expenditures in excess of, or not included in, the annual operating budget. Board approval is not required for individual expenditures contained within budget line items already approved by the Board. For example, the Board will approved an amount for space rental; therefore Board approval is not required each time rent is paid, as long as the total does not exceed the approved yearly amount.
  - c. Approval of any proposed change in dues.
  - d. Approval of any logo, etc., as specified in Article 1.
  - e. Approval of any person who is a paid employee of the Chorus, e.g. Accompanist, or who is a contractor in the service of the Chorus, e.g. composer, guest artist, etc. Board approval is not required for day to day expenditures of funds through vendors, e.g. ordering of costumes, etc., considering the limitations in (b) above.
  - f. Approval of the performance schedule of any modification of the performance schedule. The general performance schedule will be finalized, insofar as possible, by the beginning of the concert season each year. Modifications of the approved performance schedule or additional Chorus performance obligations must be approved by the Board.
  - g. Approval of any other Chorus sponsored activities which require members to spend their time or money, e.g. members requested to represent the Chorus in public, or members assisting other organizations with money making projects, etc.
  - h. Approval of specific costumes, or attire required for Chorus activities, including performances, receptions, etc.

- i. Approval of any change of rehearsal time, location, or frequency.
  - j. Approval of any proposed changes in the Bylaws, Privileges and Responsibilities, or any other operating procedures.
  - k. Approval of musical or other subgroups which are representatives of the Chorus, and approval of any of their activities in the name of the New Wave Singers of Baltimore, Inc.
  - l. Approval of Chorus representation to meetings outside of New Wave Singers' business. The Board shall determine who will be the authorized representative of the Chorus and to what extent expenses will be reimbursed.
  - m. Approval of specific standing committees and the committee chairpersons for these committees. Also approval of other non-elected positions, e.g. Section Leader, Archivist, Production Manager, etc.
  - n. Approval of the use of membership and mailing lists (See Article 11).
  - o. Approval of Honorary Membership status.
5. Meetings of the Board: The Board will meet once a calendar quarter, but may meet more often to take action on items requiring its approval. A meeting may be called by the President or by a majority of Board members. One weeks notice will be provided to all Board members, unless an emergency situation does not allow such notice, in which case as much advance notice as possible shall be given.
6. Quorum: A quorum shall consist of at least four of the voting members of the Board of Directors.
7. Absentee Ballots: A ballot shall be allowed for any Board member who cannot attend a meeting. A ballot must be given in writing and must be given to a Board member. A ballot may be counted to satisfy the quorum requirements.
8. Vacancies: Vacancies on the Board shall be filled as follows:
- a. Officers: The Chorus membership shall elect a replacement officer for the Chorus during the concert season. During the summer recess, the Board will appoint a replacement, and the position will be filled by election of the membership as soon as possible.
  - b. Music Director(s): The replacement or temporary Director shall serve on the Board in case of a Director vacancy.
  - c. Other Board Members: Other Board members shall be elected by the Chorus membership at a meeting specifically called for that purpose and for which two weeks written notice is given. Other Board Members shall not be replaced during the summer recess but shall be replaced as soon as the concert season begins.
9. Removal: A Board member shall be automatically removed from the Board, and likewise an Officer of the Chorus shall be removed from the position, if the Board member is not personally present for three consecutive meetings of the Board, unless there are compelling reasons why the member cannot be present. A Board member can also be removed, and likewise an Officer of the Chorus, by a two-thirds vote of the entire voting membership of the Chorus at a meeting specifically called for that purpose. Two weeks written notice must be given for such a meeting.

## **ARTICLE 5 OFFICERS**

1. Election: The Chorus membership shall elect the Officers at the Annual Meeting during the month of June each year (See Article 7).
2. Term: The term of office for an Officer shall be two years from the beginning of July to the end of June two years later. The officers of Treasurer/President and Secretary/Vice-President shall be elected on alternate years.
3. Duties: The Officers of the Chorus shall serve as Officers of the Board, in the same positions. The General duties of the Officers shall be as follows:
  - a. President: Shall serve as chief executive officer of the Chorus and Board and shall ensure that orders and resolutions of the Board are carried into effect.
  - b. Vice-President: Shall assist the President in the duties and process necessary to carry on the work of the Chorus. The Vice-President shall serve as President in the President's absence and shall fill the remainder of the term for the President in case of a vacancy.
  - c. Secretary: Shall keep and publish minutes or reports of the meetings of the Board of Directors. The Secretary shall also send out notices, keep a roster of all members of the Chorus, and of the Board, and shall undertake such tasks as delegated by the President of the Board. The Secretary shall serve as President in the absence of the President and Vice-President and shall act as President in case of a vacancy of both the office of President and Vice-President until such time as an election can be called.
  - d. Treasurer: Shall ensure that appropriate financial books and records are kept and shall present accountings to the Board at regular Board meetings, and to the membership at the Annual Meeting (in June). The Treasurer shall present to the Board a proposed budget for the following concert season (September through June). This budget must be presented to the Board during the summer recess (July and August). The Treasurer shall undertake such tasks as delegated by the President or the Board.
4. Removal: An Officer can be removed from office at any time by a two-thirds vote of all voting members of the Chorus (See Article 4, Section 9).
5. Vacancies: Officer vacancies during the concert season shall be filled by a special election of the general membership, except for the office of President which will be filled by the Vice-President. Vacancies occurring during the summer recess will be filled by appointment by the Board, with a regular election for the position at the beginning of the concert season in September.
6. A reasonable attempt will be made to provide for fair gender representation in the makeup of the Board.

## **ARTICLE 6 MUSIC DIRECTOR**

1. Selection:
  - a. In the event of a vacancy in the position of Music Director(s), the Board may appoint an acting replacement.

- b. The Board shall appoint a Search Committee. A majority of Search Committee members shall be chorus members not serving on the Board.
  - c. The Search Committee shall schedule auditions with the Chorus of any finalists for the position of Music Director(s).
  - d. The Search Committee shall make a recommendation to the Board; the Board shall have the final authority to hire the Music Director(s).
2. Duties: The Director(s) shall function as non-voting member(s) of the Board and shall serve on any music committee. The Director(s) shall act in an advisory position to the Board on all decisions concerning the musical staff, guest artists, etc. The Director(s) shall be responsible for content and conduct of Chorus rehearsals and conducting Chorus performances.
3. Removal:
  - a. Music Director(s) may be removed from his/her position by a two-thirds vote of the entire Board. This decision may be overturned by a majority vote of the entire voting membership of the Chorus.
  - b. Music Director(s) may also be removed from his/her position by a two-thirds vote of the entire voting membership of the Chorus.

## **ARTICLE 7 ELECTIONS**

1. Time of Elections: The President and the Treasurer or the Vice-President and the Secretary shall be elected at the Annual Meeting in June of each year. Written notification of this election shall be given to all voting members four weeks in advance.
2. Nominating Committee: The President shall appoint a committee to poll prospective Officer and Board candidates and to propose a slate of names for nomination. This committee shall also be responsible for preparing the ballots, holding the election, and announcing the newly elected Officers and Board members.
3. Nominations: Nominations for Officer or Board member shall be entertained at two rehearsals prior to the election. Any voting member in good standing can be nominated for any position.
4. List of Qualified Voters: Only members in good standing at the time of the election may vote. Absentee ballots may be used in an election if the ballot is written and signed and placed in a sealed envelope and given to a member of the Nominating Committee prior to the election.
5. Board Members: All elected Officers are automatically members of the Board of Directors. The Members-at-Large shall be nominated and elected separately from the Officers. However, all persons nominated for Officer and not elected will automatically be included in the list of nominations for the Members-at-Large positions.

## **ARTICLE 8 COMMITTEES**

1. Committee Structure: The President shall propose a list of standing committees to the Board each year during the summer recess. The President may appoint ad hoc committees at any time without Board approval.

2. Committee Chairpersons: The Committee Chairpersons for the standing committees shall be proposed by the President and require Board approval. Chairpersons of ad hoc committees do not require Board approval.

## **ARTICLE 9 APPOINTMENTS AND CONTRACTS**

1. Board as Agent: The Board of Directors shall act for the Chorus in all matters regarding appointments and contracts. The Board may designate or assign the handling of specific negotiations, appointments, and contracts to parties, Officers, or agents with the authorization of more than one-half (1/2) the members of the Board, and may be overturned by a majority vote of the voting members of the Chorus.
  - a. The Board of Directors or its designee shall act for the Chorus in the appointment of any musical direction staff or business management staff; any auditor, agent, or counsel to or for the Chorus and any trustees, honorary trustees, honorary officers, honorary chairs or other in-kind categories of non-voting member.
  - b. The Board of Directors or its designee shall act for the Chorus in the approval of all contracts for services or supplies including contracts with any musical direction staff, business management staff, auditor, agent, or counsel to or for the Chorus.
  - c. The Board of Directors or its designee shall act for the Chorus in the approval of its membership in other organizations, including but not limited to, GALA Choruses.
2. Contracts with Chorus Members: No member of the Chorus, Board member or Officer shall have interest, directly or indirectly, in any contract relating to the operations of the Chorus, or in any contract for furnishing services or supplies to the Chorus, unless such contract be authorized by the Board of Directors and unless the facts of interest have been disclosed or known to the Board. No Board member or Officer may vote on a question in which the Board member or Officer holds an interest.
3. Compensation to Board Members or Officers: No Board member nor Officer may receive compensation merely for acting as a Board member or an Officer.
4. Reasonable Compensation for Services and Supplies: Any member of the Chorus or Board member or Officer is authorized to receive reasonable compensation from the Chorus for services or supplies rendered to the Chorus when such compensation is authorized. "Authorized" compensation is compensation or expenses which have been specifically approved as a line budget item in the annual budget, e.g. music budget, etc. Any compensation or expenses which are not consistent with the various line items in the budget must be approved separately by the Board.
5. Co-Signers for Contracts and Checks: The President and the Treasurer shall act for the Board and Chorus as co-signers for all contracts authorized by the Board and for all checks. The Board may authorize alternate or additional co-signers when such authorization is necessary, in the opinion of the Board.

## **ARTICLE 10 FINANCE**

1. Deposit of Funds: All funds of the Chorus not otherwise employed shall be deposited in such banks or trust companies as the Board may from time to time determine.

2. **Transfer of Funds:** All checks, drafts, or orders for the payment of money issued in the name of the Chorus shall be signed by the President and Treasurer, or by such agent or agents as determined by resolution of the Board.
3. **Notes of Indebtedness:** All notes or other evidence of indebtedness issued in the name of the Chorus shall be signed by the President and Treasurer, or by such agent or agents as determined by resolution of the Board.
4. **Gifts:** The Board may accept on behalf of the Chorus any contribution, gift, bequest, or devise for the general purposes of the Chorus.
5. **Fiscal Year:** The fiscal year of the Chorus shall be July 1 to June 30 of the following calendar year.
6. **Financial Statement:** At each Annual Meeting the Board shall present a statement of financial condition of the chorus and shall report on financial operations of the preceding year and financial plans for the succeeding year.
7. **Annual Budget:** Projected line item expenditures based on an Annual Budget shall be presented to the Board by the Treasurer during the summer recess. The Annual Budget requires Board approval.
8. **Board Approval of Other Expenditures:** All expenditures of funds and commitments of indebtedness not previously approved in the annual budget require Board approval and authorization.

## **ARTICLE 11 BOOKS AND RECORDS**

1. **Minutes and Records:** The Chorus shall keep correct and complete records of account, and shall keep also minutes of the proceedings of the Board and of Committees having any of the authority of the Board of Directors.
2. **Mailing Lists:** The Board shall exercise all authority in the use or maintenance of all membership, donation, and mailing lists, and shall provide policy for the use of these lists. The Board may enact policy placing the use or maintenance of these lists with specific Officers or agents of the Chorus.
3. **Inspection:** All books and records of the Chorus may be inspected by any voting member of the Chorus for any proper purpose at any reasonable time.
4. **Annual Report:** At each Annual Meeting the Board shall make available to the membership an Annual Report on the finances of the Chorus and copies of such Annual Reports and returns as are required by law to be filed with the appropriate agencies of the Federal Government and the State of Maryland.

## **ARTICLE 12 PROHIBITIONS AND LIMITATIONS ON ACTIVITIES**

1. **Compensation:** No part of the net earnings of the Chorus shall be paid to or inure the benefit of, or be distributable to the members, Board members, or Officers of the Chorus, except that the Chorus shall have the authority to pay reasonable compensation for services actually rendered to or for the Chorus.

2. Tax Status: The Chorus shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 501(c)(3) if the Internal Revenue Code of 1954 or the corresponding provisions of any future Federal income tax law, and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1954 or the corresponding provision of any future income tax law.

### **ARTICLE 13 PRIVILEGES AND RESPONSIBILITIES**

1. Operating Policies: Day to day operating policies of the Chorus in accordance with the Bylaws and policies of the Board are contained in the document "New Wave Singers of Baltimore, Inc. Privileges and Responsibilities."
2. Adoption: The initial Privileges and Responsibilities were adopted by a majority vote of the Chorus membership on August 28, 1990.
3. Amendments and Interpretation: The procedures used to amend and interpret the Privileges and Responsibilities shall be in accordance with the provision of Article 3, Section 6.

### **ARTICLE 14 CHORUS SCHEDULE**

1. Concert Season: The Chorus' concert season will normally extend from the first regular rehearsal day after Labor Day in September to the end of June of the following calendar year. During this time, regular performances and rehearsals, as well as any other Chorus activities shall take place.
2. Summer Recess: The Chorus shall be in recess during the months of July and August each year. During this time there will be no regularly scheduled rehearsals or performances. Chorus members are not required to attend any Chorus functions during this recess except that Board members are required to attend regular Board meetings held during this period.
3. Notification of the Season: Modifications of the Concert Season or Summer Recess require approval of the Board and a majority of the membership (e.g. GALA festivals in July, etc.)

### **ARTICLE 15 ADOPTION AND AMENDMENT OF BYLAWS**

1. Voting Eligibility: For the purpose of adopting these Bylaws, the voting membership shall be defined as those performing and non-singing members in good standing at the time of the vote.
2. Adoption: These Bylaws shall be adopted when approved by a majority of the voting membership at a meeting called by the Board for the purpose of adopting these Bylaws.
3. Amendments: Amendments may be made to these Bylaws by the approval of a majority of the Board members and two-thirds of the entire voting membership at a special meeting called for the purpose of amending, or at the Annual Meeting.
4. Interpretation: Questions of interpretation of these Bylaws shall be resolved by the Board or a two-thirds majority of the voting membership of the Chorus.

**ARTICLE 16  
DISSOLUTION OR FINAL LIQUIDATION**

1. Payment of Debts: The Board, after paying or making provision for the payment of all lawful debts and liabilities of the Chorus upon dissolution or final liquidation, shall distribute all of the assets of the Chorus to one or more of the categories of recipients authorized by the Article.
2. Distribution to Non-Profit Organization: The Board may distribute remaining assets to a non-profit organization or organizations having similar aims and objectives as the Chorus. Such recipient(s) shall qualify under Section 115(a) of the Internal Revenue Code of 1954 or as an organization exempt from Federal income tax under Section 501(c)(3) of this Code or under corresponding provisions of any future United States Internal Revenue law.
3. Distribution to Succeeding Organization: The Board may distribute remaining assets to a non-profit organization or organizations created to succeed the Chorus. Such recipients shall qualify under Section 115(a) of the Internal Revenue Code of 1954 or as an organization exempt from Federal Income tax under Section 501(c)(3) of this Code or under corresponding provisions of any future United States Internal Revenue law.

---

I attest that this document is a true and accurate copy of the Bylaws approved and adopted by the New Wave Singers of Baltimore, Inc., Board of Directors at their meeting on January 27, 2001, and approved and adopted by the Chorus membership on April 17, 2001

---

Cheryl Whittington, President  
Board of Directors  
New Wave Singers of Baltimore, Inc.

---

Mary Evans, Music Director  
Board of Directors  
New Wave Singers of Baltimore, Inc.