**By-Laws of the Wilton Singers, Incorporated**

**Article I. Name and Purpose**

1. The legal name of the organization is Wilton Singers Incorporated. The communicative name is Wilton Singers, heretofore referred to as “the Singers.”
2. Founded in 1983, the Singers, a publicly-supported charity, 501(c)(3) membership-based organization serving the southwestern Connecticut region, is dedicated to the presentation of choral music. The Singers strive to enrich the community’s appreciation of music through unique performances of the highest quality. In addition, the Singers award scholarships to graduating members of the Wilton High School Choral Department.

**Article II. Membership and Dues**

1. Members are persons, who through an audition, sing with the Singers, and who have paid their dues for the current fiscal year. A roster will be published each semester of the concert season
2. Attendance requirements are determined by the Board of Directors. (see Article III)
3. Annual membership dues are determined by the Board of Directors prior to the beginning of the concert season.

**Article III. Board of Directors**

1. The Board of Directors shall consist of eight members in accordance with Article IV. The Board of Directors is heretofore referred to as the Board.
2. The Board shall manage the affairs, funds and property of the Singers and shall be responsible for:
	1. raising funds for the operation of the Singers and selecting a place or places of deposit for the funds
	2. approving a budget for each fiscal year.
	3. awarding scholarships, the size and number of which are contingent on available funds which are determined by the Board. These funds are derived from, including but not limited to, dues, ticket sales, donations, and the Oscar Bollwahn Scholarship Fund. The choice of scholarship recipient(s) is determined by the head of the WHS Choral Department.
	4. contracting with a music director.
	5. reviewing and approving in principle the plans prepared by the music director for concerts for the forthcoming season.
	6. filling vacancies in Board member positions until annual elections take place.
	7. removing such Board members which the Board determines to be unsuitable to hold office, providing that at least two-thirds of the Board then serving shall vote for such removal at a meeting duly called for such a purpose.
	8. devising means for the stimulation of the growth of the Singers’ membership when necessary.
	9. taking such actions as may be necessary to ensure the satisfactory operation of the Singers.
	10. determining each season’s calendar and rehearsal schedule.
	11. determining the budget for each concert production.
	12. removing a singer if he/she doesn’t meet the standards of the group.
	13. removing a music director if he/she doesn’t meet the needs of the group.
	14. determining attendance requirements of the membership

**Article IV. Election and Terms of the Board of Directors and Officers**

1. The officers of the Singers shall be the president, secretary, and treasurer who each serve on the Board in their capacity. The secretary is also an elected member of the Board. The music director acts as an ex-officio member of the Board.
2. There are six elected board members who serve in three classes of two each. Elections are staggered so that only two Board members are elected each year at the annual meeting which is held after the second rehearsal of the fall season. A Board member may stand for re-election when his/her three-year term expires. Members of the Board serve without compensation.
3. Members who have or acquire a familial relationship (as defined below) with a board member or ex officio board member may not serve together as members of the Board.
	1. “Familial relationship” is defined as members or music director in the relationship of husband, wife, father, mother, brother, sister, son, daughter, uncle, aunt, nephew, niece, grandfather, grandmother, grandson or granddaughter, or any of those relationships arising as a result of marriage (for example, brother-in-law) or cohabitation.
4. Candidates eligible to have their names placed on the election ballot are those who have been members of the Singers for the previous two consecutive years.
5. The president and treasurer do not stand for election.
	1. The president is appointed by the preceding president with the approval of the Board. The president must have served as a member of the Board. The president shall serve at her/his discretion for an unspecified length of time.
	2. The treasurer is appointed by the president with the approval of the Board. The treasurer must have served as a member of the Board. The treasurer shall serve at his/her discretion for an unspecified length of time.

**Article V. Officers’ Responsibilities**

1. The president shall preside at all meetings of the Singers and the Board. The president shall assign specific responsibilities to Board members and committee chairs as needed. The president will be an ex-officio member of all committees.
2. The secretary shall keep the minutes of all meetings of the Singers and the Board and shall maintain a corporate file consisting of the By-Laws, Certificate of Incorporation, and past meeting minutes. The secretary shall give a copy of the By-Laws to each new Board member at their first meeting and each new Singers member. The secretary shall conduct the correspondence of the Singers as requested.
3. The treasurer shall be responsible for all disbursements, shall maintain records of all financial transactions in such manner as the treasurer and the board agree. She/he shall complete a financial report for each fiscal year and an interim report for each board meeting, liaison with the Singers’ accountant regarding tax returns and be responsible for tax filings for the Singers. The treasurer shall prepare the annual budget for consideration by the Board at the beginning of the fiscal year and advise the Board regarding budget administration.
4. The Board shall hold three scheduled meetings per season and at other times at the discretion of the president.

**Article VI. Committee**

1. The Executive Committee shall be comprised of the president, secretary and treasurer.
2. Other committees may be appointed by the president and /or Board as needed.
3. The music committee shall consist of the president or such member appointed by the president and the music director, and may include one additional member at the discretion of the committee.
4. The president may appoint non-Board members to be responsible for specific functions or serve on committees including but not limited to fund raising, concert producers, search committee, mailing list maintenance, etc.

**Article VII. Meetings**

1. An annual meeting of the Singers shall be held after the second rehearsal of the season and the election of officers shall take place annually in September.
2. A quorum for the annual meeting and special meetings shall be one-third of the membership of the Singers.
3. Special meetings of the Singers and/or the Board shall be held at such times and places and upon such notices as shall be designated by the president. Notice shall be given at least five days prior to the meeting. Upon written petition of at least one-fifth of the members, the president shall call a special meeting at such time, within one week of the receipt of the petition, and at a place determined by the Board.
4. Robert’s Rules of Order shall govern all meetings of the Singers and its Board except that, when in conflict, the provisions of these By-Laws shall apply.
5. When voting, in the event of a tie, the president’s vote shall cast the deciding ballot.

**Article VIII. Music Director, Accompanists, Other Talent**

1. The music director shall be hired by the Board and contractually engaged on whatever basis is deemed by them to be advisable. The music director shall conduct rehearsals and performances of the Singers. If for some reason the music director is unable to do so, she/he is responsible to find a suitable substitute.
2. The Board may authorize the music director to engage professional musicians to assist the chorus in the preparation and performance of the music.
3. Accompanists shall be appointed by the music director in consultation with the president and be remunerated on a basis subject to the budget approved by the board.
4. The Board will conduct an annual performance appraisal of the music director at the end of each concert season.
5. At no time will members of the Singers be remunerated for conducting, accompanying, or setting up equipment in the production of concerts and events. Nor will members of the Singers be paid for their talent used in concerts such as singing, staging, audio/visual work and special effects, and other such supportive functions unless approved by the Board.

**Article IX. Rehearsals and Concert**

1. Regular rehearsals of the Singers shall be held at a location and time approved by the Board. Rehearsals shall start in September on a day designated by the music director and the Board and end with the last concert of the spring. Additional rehearsals may be scheduled by the president or music director.
2. The music director, in consultation with the president, shall plan a program of concerts each year and recommend same to the Board for discussion and approval prior to the start of the concert year.
3. The price of tickets and the policy regarding complimentary tickets shall be set by the Board.

**Article X. Fiscal Policies**

1. The fiscal year of the Singers shall commence on the first day of September and shall terminate the last day of August.
2. The treasurer is accountable for all disbursements and collection of all receipts. Each disbursement which exceeds amounts budgeted for the category of expense or exceeds $1,000.00 must be approved by the Board.

**Article XI. Amendments**

1. Any proposed amendment to these by-laws may be submitted by any five members of the Board or one-third of active membership. Amendments shall be presented to the full Board for its consideration.
2. The Board shall see that each proposed amendment, with changes as agreed to by the presenters and /or with recommendations made by the Board, is communicated to the submitting members at least two weeks prior to action by the membership at a special or annual meeting, as the case may be.
3. If a quorum is present at such a meeting, a proposed amendment to these By-Laws may be adopted by a two-thirds vote of the membership.