

BYLAWS OF THE ACHILL CHORAL SOCIETY



1. Adoption and Amendment of Bylaws

- 1.1. Bylaws may be amended by a majority vote of the Board and Members at a duly-constituted meeting.
- 1.2. Articles of Incorporation may be amended by a two-thirds vote of the Board, and then two-thirds of Members at a duly-constituted meeting.
 - 1.2.1. For the approval of the Articles of Incorporation only, voting may be in-person, email, or telephone to the Returning Officer at the time of the AGM.

2. The Code of Ethics

- 2.1. The Achill Choral Society is a community performing arts organization that requires collaborative and volunteer efforts to succeed in developing the abilities of our singers and presenting enriching concerts to our community. Its continued existence and success rely upon its Members' musicianship and the ability to attract audiences and financial supporters.
- 2.2. No member of the Achill Choral Society or its contracted staff shall compromise the integrity of the Achill Choral Society or its Directors. A violation of this Code may lead to their termination in the Achill Choral Society.
- 2.3. Discrimination or harassment on the basis of race, colour, religion, sex, sexual orientation, gender identity or expression, age or disability will not be tolerated.
- 2.4. Members have the responsibility to promote a positive image of the Achill Choral Society throughout the community.
- 2.5. Members have the responsibility to attend all practices, technical rehearsals and performances unless illness or special circumstances prevents them from so doing. The Achill Choral Society's choral balance is calibrated on the assumption that all Members will be present.
- 2.6. Members have the responsibility to study and practice their music between rehearsals.
- 2.7. During practices and performances Members will be quiet, attentive, and responsive to the Artistic Director.
- 2.8. The Attendance Officer or the President must be notified of any planned absence as early as possible. Members who miss three or more rehearsals in any one session may be assessed for concert readiness by the Artistic Director.
- 2.9. Members recognize that the Achill Choral Society depends on the work of volunteers, and commit to serve Achill, as they are able, by participating in committees and promoting events and ticket sales.
- 2.10. The Artistic Director and Collaborative Pianist shall adhere to this Code of Ethics, engendering trust in their authority and leadership.
- 2.11. Members shall attend the Annual General Meeting and engage in the management of the Achill Choral Society.
- 2.12. Interactions among Members shall be respectful and uncritical. If a Member has a serious concern about another Member's ability to perform or preparedness for concerts, that concern may be brought, discreetly, to the attention of the President or Artistic Director.
- 2.13. If a dispute arises concerning a singer's ability to contribute to Achill Choral Society, the Artistic Director's decision, made in cooperation with the President, will be final.

3. Membership

3.1. Admission

- 3.1.1. Only individual persons are accepted for membership into the Achill Choral Society (henceforth known as 'Achill').
- 3.1.2. Each person must satisfy the Artistic Director as to vocal competence.
- 3.1.3. Each person must abide by Achill's Bylaws and Policies and Procedures.
- 3.1.4. Membership is annual and requires payment of an annual fee, as determined by the Board of Directors. New members joining in January will pay half the annual fee plus \$25.
- 3.1.5. Membership may not be transferred.

3.2. There shall be two categories of membership:

- 3.2.1. Active: A membership held by one who has paid the annual fee and sings in a vocal section determined by the Artistic Director. Active members may vote at all Members' Meetings, and may stand for election to the Board of Directors.
- 3.2.2. Lifetime: A membership bestowed upon a member of the Achill community in recognition of outstanding service to Achill, after a majority vote of active members at a legally-constituted meeting. Upon retirement from singing, a lifetime member loses voting privileges. A lifetime membership includes a ticket to all Achill concerts.

3.3. Resignation and Termination

- 3.3.1. Membership ends upon death, expired term, resignation, or dissolution of Achill.
- 3.3.2. A member who resigns will not be given a refund of the annual fee.
- 3.3.3. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or Bylaws.
- 3.3.4. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not fewer than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.
- 3.3.5. A member who is terminated loses their voting rights at special Members' and Annual General Meetings.

4. Members' Meetings

- 4.1. The only persons entitled to attend Members' Meetings are the Active Members of Achill.
 - 4.1.1. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the members present at the meeting.
- 4.2. The Annual General Meeting (henceforth known as 'AGM') shall be held each spring, before June 30, on a date established by the Board before the end of January.
- 4.3. A Special Members' Meeting may be called by the Secretary on the instructions of the President, or on receipt of a written request and relevant argument signed by 10% of Active Members.
- 4.4. The Board will approve the place for each Members' Meeting and appoint a non-Board member as Chair of the Meeting.
- 4.5. The annual reports for the AGM Circular must be sent to the membership at least 10 days before each meeting.
- 4.6. Not less than one-half of the total membership shall constitute a quorum at all Members' Meetings.
- 4.7. Each attending member shall be entitled to one vote on each motion.
- 4.8. A Returning Officer shall be appointed by the Nomination Committee to tabulate votes, and report to the Chair.
- 4.9. Voting shall be by show of hands, or a written ballot in case of a tie.
- 4.10. Adjournment shall be at the discretion of the Chair.

5. Duties of members

- 5.1. Pay fees at the appointed time.
- 5.2. Attend all practices.
- 5.3. Perform in all concerts.
- 5.4. Master the music.
- 5.5. Inform the Attendance and Venues Coordinator in case of absence.
- 5.6. The Attendance Officer or the President must be notified of any planned absence as early as possible. Members who miss three or more rehearsals in any one session may be assessed for concert readiness by the Artistic Director.
- 5.7. Observe a three-week probation and vocal placement assessment by the Artistic Director following an absence of an entire fall and/or spring session with the understanding they may be placed on a waiting list if there is no vacancy in a section.
- 5.8. Inform the President and the Attendance and Venues Coordinator if resigning from Achill, and return any Achill property in good condition.
- 5.9. Return music and folders to the Librarian at the conclusion of each concert session.
- 5.10. Convey constructive criticism directly to the Board through the President or Vice-President.
- 5.11. Attend the AGM.
- 5.12. Adhere to the guidelines for concert attire.
- 5.13. Abide by the Articles, Bylaws, and Policies and Procedures of Achill and respect the decisions of the Board of Directors.

6. Board of Directors: Structure

- 6.1. Directors are both Directors and Officers.
- 6.2. Every Director must comply with Achill's Articles, Bylaws, and Policies, and Procedures.
- 6.3. Achill's Board of Directors (henceforth known as the 'Board') consists of eleven Directors.
 - 6.3.1. President / Past President / Vice President / Treasurer / Librarian / Secretary / Attendance and Venues Coordinator / Promotion and Publicity Coordinator / Advertising Sales Coordinator / Music Liaison / Fundraising Coordinator.
- 6.4. Election and Term of Office:
 - 6.4.1. Directors are elected annually at the AGM for a term of one year.
 - 6.4.2. The positions of Past President, President, and Vice-President may not be held for more than two consecutive years.
 - 6.4.3. Other Board positions may be held indefinitely, subject to annual election.
- 6.5. The President shall be the Chair of the Board.
- 6.6. Quorum for a Board Meeting is the majority of the fixed number of Directors.
- 6.7. If there is quorum at a Board meeting, the Board can appoint members to fill any vacancies on the Board until the AGM. If there is no quorum, then the Directors must call a Members' Meeting to fill the vacancies.
- 6.8. Board Minutes summarize issues, decisions, and actions.
- 6.9. Deliberations of the Board remain confidential.
- 6.10. A resolution, signed by all the Directors or a committee of Directors is as valid as if it were passed at a meeting of Directors. A copy of every resolution passed must be kept with the minutes of Board meetings.
- 6.11. A Director may be asked to resign by the Board for failure to carry out the duties of office or failure to comply with Achill's Articles, Bylaws, and Policies, and Procedures, including the Code of Ethics.
- 6.12. The Director in question may send to the Board a written submission opposing this action for consideration.
- 6.13. Retiring directors will pass to their successors any materials and information relevant to their portfolio of duties.
- 6.14. Every Director, in exercising their powers and discharging their duties, must act honestly and in good faith serving the best interests of Achill as well as exercising the care, diligence and skill that a reasonably careful person would exercise in similar circumstances.
- 6.15. Directors shall receive no remuneration for acting as such, but may be reimbursed for reasonable expenses incurred in the fulfillment of their duties. No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation.
- 6.16. Directors and their heirs, executors and administrators will be indemnified and saved harmless out of the funds of the Board, from and against all costs, expenses and charges which they may incur as a result of legal action in the fulfillment of their duties on the Board, except those costs, expenses or charges which are a result of their own willful neglect or default.
- 6.17. Any notice required to be sent to any Member, Director or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, email or other electronic means to the Member, Director, or Appointee's latest address as shown in the records of the Corporation.

7. Duties of the Board of Directors

- 7.1. Direct the business of Achill, and be accountable to the membership.
- 7.2. Assume responsibility for all properties and monies; authorize all expenditures; and transact all business of Achill.
- 7.3. Authorize the signing authority of the President and Treasurer.
- 7.4. Approve a yearly budget.
- 7.5. Arrange for a review of each annual financial statement.
- 7.6. Engage, or terminate for cause, an Artistic Director, or a Collaborative Pianist.
- 7.7. Establish and notify the membership of all dates, times and locations of rehearsals and concerts at the beginning of fall and spring sessions.
- 7.8. Schedule meetings, both in-person and electronic.
- 7.9. Decide the course of action to be taken in the event of an Achill member not fulfilling their duties.
- 7.10. Perform duties pertaining to their offices, submit regular reports to the Board, and annual reports to the AGM.
- 7.11. May establish Committees within the Board.
 - 7.11.1. **LEGAL LIMITATIONS:** *Ontario Non-Profit Corporation Act (ONCA) Limitations on forming Committees by Board.*
 - 7.11.1.1. *Section 36 (1) Directors may appoint from their number a managing director or a committee of directors and may delegate to the managing director or committee any of the powers of the directors. 2010, c. 15, s. 36 (1).*
 - 7.11.1.2. *Limitation: Despite subsection (1), directors may not delegate the following powers to a managing director or committee of directors:*
 - 7.11.1.3. *To submit to the members any question or matter requiring the approval of the members.*
 - 7.11.1.4. *To fill a vacancy among the directors or in the position of auditor or of a person appointed to conduct a review engagement of the corporation.*
 - 7.11.1.5. *To appoint additional directors.*
 - 7.11.1.6. *To issue debt obligations except as authorized by the directors.*
 - 7.11.1.7. *To approve any financial statements under section 83.*
 - 7.11.1.8. *To adopt, amend, or repeal bylaws.*
 - 7.11.1.9. *To establish contributions to be made, or dues to be paid, by members under section 86. 2010, c. 15, s. 36 (2)*
- 7.12. The Board may establish and direct advisory and/or working volunteer appointees from within the membership on an annual basis to secure the successful functioning of Achill.

8. Nominations and Elections of Directors:

- 8.1. The Board shall appoint a Nomination Committee from the full membership of Achill, with the assistance of the Past President, two months before the AGM.
- 8.2. The Nomination Committee shall select a Chair from amongst its members.
- 8.3. The Board shall identify upcoming vacant positions.
- 8.4. The Nomination Committee shall approach the membership to seek volunteers to fill vacancies on the upcoming Board.
- 8.5. The Nomination Committee shall notify members of the proposed slate of Directors at least one week prior to the AGM and shall present this slate to the AGM.
- 8.6. Invitations may be made from the floor, or submitted in writing at the AGM.
- 8.7. No member shall be nominated as a candidate unless the member's consent has been obtained.
- 8.8. Voting shall be by show of hands, or a written ballot in case of a tie, with the Returning Officer being appointed by the Nomination Committee.
- 8.9. Should the position of President fail to be filled at an AGM, or should the President-elect be unable to assume office during the term, an Interim President shall be appointed by the Board for that term, from the ranks of the Board.
- 8.10. Should a vacancy occur in any other Board position, the vacancy shall be filled from the membership as required by a consenting member who is chosen by a majority vote of the Board, and that office shall be held until the end of the current term.

DUTIES OF THE PRESIDENT

1. Call and chair Board Meetings.
2. Create the Agenda for monthly Board meetings (for circulation to Directors at least 2 days in advance).
3. Propose the date, time, and location for Board Meetings, for Members' Meetings and for the AGM.
4. Liaise between the Artistic Director, the Board, and the membership.
5. Initiate and encourage regular communication between Achill members and the Board.
6. Encourage Achill members to volunteer and be engaged in the operation of Achill.
7. Receive questions and concerns of members, and bring those concerns to the Board as necessary.
8. Be an ex-officio member of all committees.
9. Update and negotiate terms and conditions of the contracts for the Artistic Director and for the Collaborative Pianist.
10. Maintain an archive of the President's documents and emails.
11. Acquaint the Vice-President with the various duties of the President, and make available the archive of the President's documents.

DUTIES OF THE PAST PRESIDENT

1. Assist the President, ensuring smooth transitions between the incoming and outgoing Boards.
2. Assist other Directors as needed.
3. Help with major projects as needed.
4. Be a member of the Nomination Committee.

DUTIES OF THE VICE PRESIDENT

1. Assist the President and assume the office of the President in their absence, including chairing Board meetings.
2. Assist other Directors as needed.
3. Learn from the President and the Board the full range of responsibilities of the Board as preparation for assuming the role of the President.

DUTIES OF THE SECRETARY

1. Record the Minutes of all Board Meetings, Special Members' Meetings, and the Annual General Meeting.
2. Distribute Minutes to the Board and/or Membership for review and approval.
3. Prepare communications from the Board for distribution to the membership.
4. Conduct correspondence on behalf of The Achill Choral Society.
5. Maintain archives of the Minutes, membership lists, and all correspondence to and from the Secretary.
6. Maintain a current members' list including addresses for distribution to the membership.
7. Prepare and distribute to the membership a rehearsal and concert schedule.
8. Compile and distribute the annual Circular of Board reports, including the AGM Agenda, and the proposed slate of nominations for the Board to the membership 10 days prior to the AGM.
9. Compile and distribute to all members an annual package before the season begins, containing a letter from the President, as well as a preliminary rehearsal and concert schedule, and the Articles of Incorporation, the Bylaws, Policies and Procedures, as well as a description of appropriate concert apparel.
10. Provide new members with printed copies of Achill's Articles of Incorporation, the Bylaws, and Policies and Procedures.

DUTIES OF THE TREASURER

1. Receive and deposit funds.
2. Issue payments to vendors and contractual partners.
3. Expenditures not provided for in the budget must be approved by the Board.
4. Maintain all financial records of Achill and submit them in a format suitable for financial review at the end of each fiscal year.
5. Prepare, issue, and record charitable tax receipts.
6. Reconcile tickets sales with the receipts.
7. Reconcile the sale of program advertisements sold with the receipts.
8. Prepare and submit in a timely manner the filings required by government agencies.
9. Work with the Fundraising Coordinator to complete financial requirements of funding applications.
10. Prepare financial reports for all Board Meetings.
11. Prepare a preliminary annual budget, for consideration and approval by the Board before the new fiscal year.
12. Prepare a financial report for the Membership after each concert season.

DUTIES OF THE LIBRARIAN

1. Catalogue music belonging to, or on loan to, the Achill Choral Society.
2. Provide a copy of the catalogue to the Artistic Director and to Music Liaison annually.
3. Issue music and folders to members, and collect same as necessary.
4. In consultation with the Artistic Director, arrange for rental of music to and from other choral societies when required.
5. Report to the Treasurer and Artistic Director any lost or missing music and ensure that it is replaced.
6. Maintain a record of music performed at each concert.
7. Ensure that the Collaborative Pianist and guest artists receive their music in time for adequate rehearsal time. Retrieve music following the concert.

DUTIES OF THE PUBLICITY COORDINATOR.

1. Develop a publicity campaign for Achill's season of performances in consultation with the Board and Artistic Director.
2. Adhere to a publicity budget set by the Board.
3. Oversee the creation, production, and distribution of all press releases, printed, and digital publicity materials.
4. Establish relationships with local media to secure interviews, profiles of the choir and performance reviews.
5. Update Achill's profile with membership organizations.
6. Publicize a campaign to recruit new singers prior to the beginning of a session.
7. Engage choir members to help publicize Achill events.

DUTIES OF THE ADVERTISING SALES COORDINATOR

1. Develop a campaign for the sale of advertisements for concert programmes.
2. Determine tasks, timelines, materials and forms, to be distributed to members.
3. Encourage members to seek advertisers and sponsors.
4. Maintain all advertising information in an organized format.
5. Thank all sponsors and advertisers following the concert.

DUTIES OF THE ATTENDANCE AND VENUES COORDINATOR

1. Maintain weekly attendance lists.
2. Recruit and manage concert volunteers and ushers.
3. Book all rental spaces needed for rehearsals, meetings and concerts.
4. Maintain a list of possible concert and rehearsal venues within the Achill catchment area.
5. Reconcile concert day cash sales with actual concert attendance. Provide an accounting to the Treasurer.

DUTIES OF THE MUSIC LIAISON

1. Liaise with the Librarian and Artistic Director
2. Assist the Artistic Director and the Board regarding themes and repertoire for upcoming seasons or special events.
3. Draft concert programme content related to musical selections.

DUTIES OF THE FUNDRAISING COORDINATOR

1. Research funding opportunities including grants, sponsorships, and events.
2. Prepare and submit applications in collaboration with the Treasurer as directed by the Board.
3. Prepare and submit any reports required by funders.

STAFF POSITIONS:

DUTIES OF THE ARTISTIC DIRECTOR (STAFF POSITION)

1. Abide by Achill's Articles, Bylaws, and Policies, and Procedures, including the Code of Ethics.
2. Plan a season of winter and spring concerts.
3. Plan the content of special events as required.
4. Conduct concerts and weekly rehearsals.
5. Conduct vocal placements with applicants and calibrate the balance of the choir.
6. Provide the librarian with scores not available in the Achill Library, brokering purchases, loans and rentals, and any necessary replacements. Submit receipts to the Treasurer.
7. Report to and serve as a resource to the Board at regularly scheduled Board Meetings (with the option of attending electronically).
8. Advise the Board regarding the engagement of the Collaborative Pianist and guest artists.

DUTIES OF THE COLLABORATIVE PIANIST (STAFF POSITION)

1. Abide by Achill's Articles, Bylaws, and Policies, and Procedures, including the Code of Ethics.
2. Accompany the choir at weekly rehearsals and concerts.
3. Lead occasional sectional rehearsals and vocal warm ups.

NON-BOARD RESPONSIBILITIES:

COMMITTEES AND APPOINTMENTS:

The Board may seek, appoint, and direct volunteers for the following roles. These positions may be held as needed, subject to an annual decision by the Board:

1) Archives Coordinator:

1. Maintain archives of Achill, including paper, digital, and other records.
2. Collaborate with Secretary, President, and Digital Services Coordinator.

2) Printed Ticket Sales Coordinator:

1. Participate in the design of the printed tickets.
2. Determine the limited number of printed tickets to be produced.
3. Identify outlets to sell tickets.
4. Manage the sale and recording of non-refundable printed tickets to Achill members.
5. Manage the distribution of complementary tickets.
6. Coordinate sales with the Digital Service Coordinator to ensure that the concerts are not oversold.
7. Reconcile printed ticket sales with cash collected, and provide an accounting to the Treasurer.

3) Concertmaster:

1. Create a plan of the positions of all singers for each concert venue.
2. Oversee and cue the procession of the choir to and from the stage.
3. Consult the Artistic Director to determine concert requirements.
4. Maintain a record for each venue, including layout, risers, lighting, and sound resources.
5. Ensure that all required materials are on-site for each concert/rehearsal, including sound equipment and appropriate technicians.
6. Maintain inventory of all Achill-owned equipment, and ensure their safekeeping.

4) Social Media Coordinator:

1. Administer the Achill Facebook page and other social media.

5) Video and Audio Coordinator:

1. Record, edit, and assist with sound recordings and video recordings of rehearsals and concerts.
2. Produce resulting products for sharing services such as the website, social media, and streaming services such as YouTube.

6) Digital Services Coordinator:

1. Produce and maintain the public-facing website, as well as the member-oriented pages of the Practice and Documents pages.
2. Set up and maintain webmail and electronic archiving system.
3. Manage Zoom account.
4. Manage the online ticketing and donations services, including updating an email list of previous donors and purchasers within the limits of email legislation.
5. Assist with maintaining updated and current mailing lists of potential audience members, within the limits of email legislation.
6. Assist the Archivist with maintaining the digital portion of the Archives.
7. Maintain a digital library of current and past Achill logos and design elements.
8. Assist Directors and volunteers in developing and maintaining a consistent Achill branding.

7) Programme Design Coordinator:

1. Design and oversee printing of Concert programmes.
2. Design and supervise the use of Concert audiovisual projections.
3. Maintain a digital library of current and past artwork from Advertisers.

8) Social Coordinator:

1. Plan the provision of refreshments, venue set-up, and clean-up for receptions and events as required.
2. May form an informal working group of volunteers.