

**BY-LAWS**  
**SONOMA VALLEY CHORALE, INC**  
**Approved May 7, 2018**

**ARTICLE I**  
**Principal Office**

The principal office for the transaction of the business of the Corporation is in the City of Sonoma, County of Sonoma, State of California.

The mailing address is P.O. Box 816, Sonoma, CA 95476

- A. Official records are to be maintained at the homes of the elected officers responsible for them; or
- B. Principal office for the transaction of the Corporation; or
- C. A safe location as determined by the Board of Directors.

The Board of Directors may from time to time change the location of the principal office from one location to another in said County.

**ARTICLE II**  
**Mission**

The mission of the Sonoma Valley Chorale is to perform a diverse range of choral music of exceptional quality that inspires, challenges, entertains, and educates our singers and audiences.

**ARTICLE III**  
**Chorale Membership**

**Section 1. Classes of Membership**

There shall be two classes of members in this organization.

- A. Voting members - comprised of the active and inactive singers.
- B. Non-voting members - comprised of those non-singing volunteers who support the Chorale through the activities of the League.

**Section 2. Qualifications for Membership**

The Chorale requires an interest in musical performance to qualify for membership. No auditions are required for singers applying for membership.

- A. Any person may become an active singing member by fulfilling the following:
  - 1. State an intent to sing in the next performance to the Membership Chairperson.
  - 2. Miss no more than three (3) of the rehearsals for that performance. Members may be excused for specific absences in excess of three (3) rehearsals if they have learned their part to the satisfaction of the Artistic Director.
- B. An active singing member will become an inactive singing member if he or she states to the Membership Chairperson an intent not to sing in the next performance or does not participate in the next performance, whichever first occurs.
- C. A person may become a League member by:
  - 1. Stating an intent to support the next performance to the League Chairperson and
  - 2. Attending appropriate planning, training, and / or working meetings for that performance as deemed necessary by the League Chairperson.

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**Section 3. Termination of Membership**

Membership shall be terminated when:

- A. A member submits a written resignation to the Artistic Director or to the President of the Board of Directors.
- B. A member fails to participate in any Chorale-related activity for two (2) years.
- C. A member's conduct is such that it prevents or significantly interferes with another member's ability to participate in the organization.
  - 1. Fellow members may submit written complaints to the Artistic Director. The identity of the member submitting the complaint will be held in confidence.
  - 2. The Artistic Director shall bring any member complaints to the board for discussion. The Artistic Director may also bring his/her own complaint to the Board.
  - 3. The Board and the Artistic Director shall determine together the appropriate course of action: either dismissal from membership, or plan of counsel and corrective action.

**Section 4. Voting Rights**

- A. A vote of the Class A membership shall be required in the following cases:
  - 1. Revision of the Articles of Incorporation shall require approval by the majority of all members of record present at a properly noticed meeting;
  - 2. Revision of these Bylaws shall require approval by the majority of all members of record present at a properly noticed meeting;
  - 3. Election of Directors and other matters shall require approval by the majority of all members of record present at a regularly scheduled rehearsal or a properly noticed meeting as determined by the Board of Directors.
- B. Properly Noticed Meeting.
  - 1. A regularly scheduled general meeting held during the first rehearsal of the concert year, **or**;
  - 2. A meeting that has been announced in general rehearsals at least two (2) weeks prior to the meeting.
- C. Qualification for voting.

Any Class A member of record is entitled to one (1) vote, if they are present at the time of voting.
- D. Means of voting.
  - 1. Votes may be taken by voice, by show of hands, or by ballot, as necessary to permit the presiding officer to have a clear understanding of the results.
  - 2. Any member wishing to require a vote by secret ballot must notify the President of the Board at least one week prior to the vote, to allow for preparation of ballots.

**Section 5. Assessments, Dues and Participation Fees**

- A. Members may not be charged dues or assessments.
- B. Active singing members may be charged participation fees which will be used to cover expenses such as music, costuming, food, venues, and salaries.
- C. No person shall be denied or discouraged from participation in the Chorale due to non-payment of participation fees.
- D. Members will be required to pay their complete share of more costly sponsored events such as tours to other cities or countries. Exceptions may be granted by the Board of Directors on a case-by-case basis.

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**Section 6. Meetings of the Corporation**

- A. The annual meeting of the Corporation shall be held at the first regularly scheduled rehearsal in September. At the annual meeting, Directors of the corporation may be elected, reports on the affairs of the corporation shall be considered, and any other proper matter may be presented and business transacted which is within the power of the membership.
- B. Other meetings may be held as determined by the Board.

**Section 7. Requirements for Revisions to Articles of Incorporation and/or By-laws**

Revisions require:

- A. Announcement at two (2) regularly scheduled rehearsals prior to the vote
- B. Copies of the complete revised version made available either in hard copy or online with a link provided with the announcement at the two (2) rehearsals.
- C. Approval by the majority of all members of record present (Article III Section 4.A.1.)

**Section 8. Quorum for Meetings of the Corporation**

The presence, in person, of at least fifty percent (50%) of the active and inactive singing members or sixty-seven percent (67%) of active singing members shall constitute a quorum for the transaction of business at all meetings. If any meeting cannot be held because a quorum is not present the members present may, as otherwise provided by law, adjourn the meeting to a time not less than forty eight hours nor more than thirty (30) days from the time the original meeting was called, at which meeting the quorum requirement shall be at least twenty-five percent (25%) of the voting members.

**ARTICLE IV**  
**Directors**

**Section 1. Number, election and term of office**

- A. The Board of Directors will consist of up to nine (9) Directors.
- B. Directors shall have an active appreciation of musical performance and an active interest in the furthering of the mission of the Chorale.
- C. Directors will serve for a term of three (3) years following their election. A Director may be re-elected to one additional term of three (3) years. After serving two consecutive terms, a Director must be off the board for 12 months before being eligible to serve again.
- D. Election of Directors to fill the terms of vacated seats may be held at any regular rehearsal from time to time as determined by the Board with prior notification to the Chorale Membership as per Article III, Section 4 of these Bylaws.
- E. The term of office starts immediately upon election. Directors beginning their service between August and December will finish their terms of office on December 31 after their three-year term; Directors beginning their service between January and May will finish their terms of office on May 31 after their three year term.

**Section 2. Nomination of Director Candidates**

For vacancies on the Board of Directors, a nominating committee shall be convened to recruit and propose candidates to fill each vacancy. Any proposed candidate for the Board

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must be in agreement with the nature, powers and commitments of Directors in this Article.

- A. The nominating committee shall be comprised of:
  - 1. The President of the Board of Directors
  - 2. Business Manager
  - 3. A director from the current board
  - 4. A staff member
- B. The committee shall gather a list of potential candidates and review their 'fit' for the work of the board.
- C. The committee shall interview potential candidates and provide clear statements concerning the duties and obligations of board service.
- D. The committee shall make its final selection and propose to the membership at least one candidate for each board vacancy
- E. The membership shall be advised of the candidates and invited to vote according to Article III. Section 4. of these bylaws.

**Section 3. Powers**

Subject to the limitations of the Articles of Incorporation, the Bylaws, the adopted Conflict Resolution Policy, and the Laws of the State of California including the General Nonprofit Corporation Law as to action to be authorized or approved by the members, and subject to the duties of Directors as prescribed by the Bylaws; all corporate powers shall be exercised by or under the authority of and the business and affairs of the Corporation shall be controlled by, the Board of Directors.

Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

- A. To appoint and remove all officers, agents, and employees of the Corporation, and to prescribe the powers, duties, fees and compensation for officers, agents, and employees.
- B. To conduct, manage, and control the affairs and business of the Corporation.
- C. To change the principal office of the corporation from one location to another within the County of Sonoma, State of California.
- D. To adopt, make, and use a corporate seal and to alter the form of such seal from time to time.
- E. To borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered therefore in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidences of debt, and securities therefore.
- F. To manage in such manner as they may deem to be in the best interests of the Corporation, all funds and property, real and personal, received and acquired by the Corporation, and to distribute, loan, or dispense the same and/or the income and profits there from.
- G. To pass an annual banking and contracts resolution at the meeting during which Officers are elected, authorizing specific signers of checks, contracts and other instruments for the year. Only those signers authorized by this resolution may enter into obligations binding the corporation.

**Section 4. Commitment of Directors**

- A. Directors agree to actively participate on the Board of Directors and take leadership roles on the various committees and business tasks of the Corporation.

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- B. Directors agree to follow the adopted Director Guidelines in all the activities of the Board.
- C. Directors agree to follow the adopted Conflict Resolution Policy guidelines in all the activities of the Board.

**Section 5. Annual Meeting of the Board of Directors**

At the first Board of Directors meeting following the annual meeting of the membership, the Board of Directors shall hold its annual meeting for the purpose of organization and transaction of other business. Notice of such meeting is not required.

**Section 6. Quorum for meetings of the Board of Directors**

Half of the elected number of Directors plus one shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation.

**Section 7. Place and time of Meetings**

Meetings of the Board of Directors shall be held at any place within or without the State of California which has been designated from time to time by resolution of the Board or by written consent of at least eighty percent (80%) of members of the Board.

- A. Board meetings shall be held at a location and time that is convenient for a majority of Corporation members to be able attend.
- B. The Board should have a standard meeting location and time for regular meetings, and, where practical, should have upcoming meetings announced at the preceding rehearsal to facilitate attendance by Chorale members.
- C. In the absence of a designated location and time, a meeting may be held at a location and time designated by the President, at which meeting proper designation of future meeting location and time is to be made.
- D. Special meetings for the conduct of normal, pre-specified business of the Board shall be held at the place and time of day of regular Board meetings, at the place and adjacent time of regular rehearsals, or at a place and time agreed by the available quorum of Board members.
- E. No decisions shall be made by individual polling of Board members unless all Board members have been notified of the issue to be considered and have agreed to individual polling in lieu of a meeting.

**Section 8. Special Meetings**

- A. Special meetings of the Board of Directors may be called at any time by the President, or, if the President is absent or unable or refuses to act, by the Vice President or any quorum of Directors. Such meetings may be held either at the regular Board meeting place or the regular rehearsal location, but not at a private or intentionally inconvenient location or time.
- B. Notice of the time and place of such special meetings shall be given personally, handed in writing to each Director, or sent to each Director by mail or email at least twenty-four (24) hours prior to the time of the meeting.
- C. The transactions of any meetings of the Board of Directors, however called and noticed or wherever held, shall be as valid as though a meeting had been duly held

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after regular call and notice, if:

1. A quorum is present, **and**,
2. a) **either** notice has been properly given as prescribed above
  - b) **or** before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such meeting
  - c) **or** an approval shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 9. Notice of Meeting Postponement**

Notice that a meeting has been postponed (delayed until a later time) and of the time and place of reconvening the postponed meeting must be given to absent Directors, even if the time and place be fixed at the postponed meeting.

**Section 10. Removal of Directors**

- A. Directors remove themselves from the Board by failure to actively participate on the Board per the Director Guidelines (this Article, Section 4).
- B. The Board by majority vote may remove a Director from the Board for actions harmful to the governance of the Corporation or the Mission of the Chorale.
  1. Cause for removal need not be stated or recorded.
  2. Removal takes effect immediately upon completion of the vote to remove.
  3. The vote to remove must be recorded in the minutes of the meeting.
- C. By a majority vote of the Membership (Article III, Section 4.A.3.) the Membership may bring a concern to the board regarding the fitness and/or actions of a Director to the Board. Upon receipt of such a concern by any Director, the board shall by no later than the next scheduled meeting of the Board of Directors:
  1. Reserve sufficient time on the agenda to review the Members' concern, including reserving speaking time for Member representatives.
  2. Act on the concern by conducting further investigation or voting as a Board for an appropriate action to be taken by the Board.
  3. Report back to the Membership by sending the President or other Officer of the Board to the next rehearsal to brief the Membership on the resulting action.

**ARTICLE V**  
**Officers**

**Section 1. Responsibility**

All officers are subordinate and responsible to the Board of Directors. All Officers shall be Directors.

**Section 2. Number and Selection**

- A. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Corporation may also have such other officers as may be appointed in accordance with the provisions of this Section. One person may hold two or more offices except those of President and Secretary. All officers must be elected Directors of the Corporation.
- B. The officers of the corporation shall be elected annually by the Board of Directors and shall serve for a term of one (1) year, normally starting and ending at the annual meeting of the Board or until:

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1. the officer shall resign;
  2. **or** the officer shall be removed or otherwise disqualified to serve;
  3. **or** until his or her successor shall be elected and qualified.
- C. Any Officer may be re-elected to succeed himself or herself but no Officer shall be eligible to serve for more than two consecutive 1-year terms in the same office. For purposes of determining eligibility to continue in office under this provision, an officer who has served more than half a term is considered to have served a full term in that office.
- D. If the completion of an Officer's term of service is longer than the remainder of the Director's term of office, the Director's term will be extended to the completion of the Officer's term.
- E. The Board of Directors may appoint such additional officers as the business of the corporation may require, each of whom shall hold office for such period and have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.
- F. The Board shall ensure availability of qualified people to fill Officer positions through the process of selection of Directors and/or through understudy assignments.

**Section 3. Duties of the President**

- A. The President shall be the chief executive officer of the Corporation, and shall, subject to the control of the Board of Directors:
1. Have the authority of supervision, direction, and control of the business and affairs of the Corporation
  2. Preside at all meetings of the Board of Directors and of the members of the Corporation.
  3. Be an ex-officio member of all the standing committees
  4. Have the general powers and duties of management usually vested in the office of the President of a corporation.
  5. Have such other powers and duties as may be prescribed by the Board of Directors, or by the Bylaws.
- B. The President shall:
1. Confer regularly with the Artistic Director to ensure alignment of corporate and artistic objectives.
  2. Confer regularly with the Treasurer to be informed on the fiscal health of the corporation.
  3. Be the public spokesperson for the Chorale at civic and public events.
  4. Review all grant proposals, contracts for services, and information prepared for public distribution.
  5. Ensure new Officers receive sufficient training in their duties.

**Section 4. Duties of the Vice-President**

The Vice President shall:

- A. Assume the office of President if, for any reason, the President is unable or unwilling to continue to perform the duties of the President.
- B. Preside at any meeting the President is unable to attend.
- C. Serve as Sgt.-at-Arms for all board meetings to help keep order and assist the President in the correct procedures of meetings using *Roberts' Rules of Order*.
- D. Take minutes in the absence of the Secretary.
- E. Work with the Artistic Director and the President on planning meetings.
- F. Review and revise by-laws as needed, and makes sure each board member has a current copy.

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**Section 5. Duties of the Secretary**

The Secretary shall:

- A. Keep or cause to be kept at such place as the Board of Directors may designate, a file archive of minutes of all meetings of Directors and of the Corporation.
- B. Keep or cause to be kept at a location designated by the Board of Directors a membership record containing the names, addresses and term dates of each board Director.
- C. Keep or cause to be kept at a location designated by the Board of Directors a record of operational and artistic contracts entered into by the Corporation.
- D. In any case where membership has been terminated, such fact shall be recorded in the record together with the date upon which the membership ceases.
- E. Give the notice of special meetings of the Board of Directors and of the regular and special meetings of the Corporation as provided in these Bylaws.
- F. Perform other duties as may be required from time to time by the Board of Directors or the Bylaws.

**Section 6. Duties of the Treasurer**

The Treasurer shall:

- A. Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and the business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursement, gains, and losses. The books of accounts shall at all times be open to inspection under the Treasurer's oversight by any Director or by any member in good standing of the Corporation at a location and time convenient to the Treasurer and the person requesting inspection.
- B. Deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors.
- C. Disburse the funds of the Corporation as directed by the Board of Directors.
- D. Prepare and present current financial reports containing transactions and the financial condition of the Corporation to the Board at the regular meetings of the Board.
- E. Perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the Bylaws.

**Section 7. Disbursement of Funds**

- A. No funds shall be disbursed by the Corporation unless the check, draft, or other evidence of such disbursement shall be executed on behalf of the Corporation by either the President, Treasurer or designated Director.
- B. Two of these signatures shall be required for checks drawn over the amount of \$500.

**Section 8. Review of Corporation Financial Records**

- A. The Treasurer shall review the financial books and records of the Corporation with the Finance Committee no more than 30 days after the end of September, December, March, and June.
- B. The Treasurer or any member of the Finance Committee shall notify the President to convene a Special Meeting of the Board (Article IV.8.) to review any discrepancies with the full Board of Directors within 15 days of verification of the discovery.



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**Section 9. Removal of Officers**

Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all the Directors.

- A. Cause for removal need not be stated or recorded.
- B. Removal takes effect immediately upon completion of the vote to remove.
- C. The vote to remove must be recorded in the minutes of the meeting.

**Section 10. Executive Committee**

The executive committee of the Board of Directors shall be comprised of the active Officers of the Board. The executive committee shall:

- A. Meet as needed between Board meetings, and may convene in person, by teleconference, or by email.
- B. Act on behalf of the Board between Board meetings.
- C. Set the agenda for upcoming Board meetings.
- D. Ensure action items and resolutions of Board meetings are addressed.
- E. Review and make recommendations to the Board concerning personnel issues arising among Directors and Staff.

**ARTICLE VI**  
**Artistic Staff**

**Section 1. Artistic Director**

- A. The Artistic Director shall be responsible for all matter of a musical nature that involve the corporation, which include, but are not limited to:
  - 1. Selection of music and creation of programming of concerts.
  - 2. Selection of concert soloists.
  - 3. Selection of an Accompanist to assist in preparing and performing all concerts.
  - 4. Selection of an Associate Conductor.
  - 5. Selection of an Administrative Assistant.
  - 6. Selection of various instrumentalists and technicians for concerts.
  - 7. Selection of performance venues, and organizing staging.
  - 8. Schedule performances and create rehearsal schedule.
  - 9. Attendance at board meetings to provide counsel and offer insight from the Artistic Director's perspective.
- B. The selection of an Associate Conductor, Accompanist, Administrative Assistant, any paid musicians and any extraordinary program costs will be reviewed with the Board, who must provide the final approval prior to appointing or hiring such personnel.

**Section 2. Associate Conductor**

The Associate Conductor shall report to the Artistic Director, and be responsible for executing the musical program with the Artistic Director. Duties include, but may not be limited to:

- A. Conducting pieces as assigned by the Artistic Director.
- B. Leading sectional rehearsals.
- C. Leading rehearsals in the absence of the Artistic Director.

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**Section 3. Administrative Assistant to the Artistic Director**

The Assistant is appointed by the Artistic Director, with confirmation from the Board of Directors.

- A. Assists the Artistic Director in the artistic program and presentation of the Chorale, and serves as information coordinator between the Artistic Director and the members. Assists the Artistic Director where and when needed.
- B. Orders music and ensures music arrival prior to the first rehearsal based on estimated singing membership count at the time of ordering.
- C. Oversees rehearsal logistics, including venue bookings, access, tracking holidays and other exceptions to availability.
- D. Attends Board and Staff Meetings as requested by the Artistic Director (as a non-voting participant for information gathering only) and meets with the Artistic Director on a regular basis as determined by the Artistic Director's need.
- E. Provides announcements during rehearsals related to rehearsal and performance logistics as directed by the Artistic Director.
- F. Participates in Season Planning Sessions. Creates rehearsal and performance calendars for singing members, staff, etc.
- G. Keeps abreast of changes that occur in the original plans and reports them to staff leadership.
- H. Handles Chorale members' letters from the director at his/her discretion and presents them to the staff for appropriate distribution.
- I. Gives Logistics assistance as needed related to rehearsal and performance including Coordination of sound and lights, scheduling piano tuner, overseeing singer placement as needed.
- J. Acts as liaison for the Director during rehearsals and on concert weekends with production crew (lights, sound, personnel, Chorale League etc.)

**Section 4. Dismissal of Artistic Staff**

- A. The Artistic Directors and Associate Conductor terminate their contracts by failure to fulfill the terms of their Contract.
- B. The Board by majority vote may dismiss the Artistic Staff for actions harmful to the governance of the Corporation or the Mission of the Chorale, or failure to perform their jobs in accordance with the job descriptions in this Article.
  - 1. Cause for dismissal need not be stated or recorded.
  - 2. Dismissal takes effect immediately upon completion of the vote to dismiss.
  - 3. The vote to dismiss must be recorded in the minutes of the meeting.
- C. The Administrative Assistant, Associate Conductor, and paid musicians may be dismissed at the discretion of the Artistic Director, who will advise the Board of the proposed action.
- D. If the Artistic Director is dismissed, the new Artistic Director has the right to select a new Administrative Assistant or select the existing Administrative Assistant.

**ARTICLE VII**  
**Operational Staff**

**Section 1. Business Manager**

The Business Manager shall be responsible for managing the execution of the business goals identified by the Board of Directors and communicated to the Business Manager. The

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Business Manager may also be a Director of the Corporation, and in that capacity will be bound by Articles IV and V of these Bylaws.

Areas of management responsibility may include, but are not limited to:

**Publicity**

- A. Ticket Order / Concert announcement mailers
- B. Create and Print concert posters
- C. Organize poster distribution
- D. Communications to subscriber database
- E. Creating and distributing press releases
- F. Working with print and periodical advertising to publish paid advertising as needed
- G. Web site maintenance

**Box Office**

- A. Setting up online ticket vendor
- B. Printing Tickets
- C. Distributing printed tickets to local shops
- D. Fulfilling mail-in ticket orders
- E. Coordinate tickets/funds for selling tickets at rehearsals
- F. Setting up and running concert-day ticket table

**Rehearsals**

- A. Capture member attendance
- B. Distribute music at first rehearsals

**Concert Day**

- A. Coordinate delivery of concert risers
- B. Organizing refreshments and setting up reception
- C. Managing wardrobe (women's tops, scarves, pins, pearls; men's bow ties; etc.)
- D. Creating and Printing programs and inserts

**Subscriber database**

- A. Capturing subscriber contact information
- B. Maintaining subscriber data and updating as needed

**Staffing**

- A. Recruiting volunteer staff for all positions
- B. Training volunteer staff
- C. Oversee volunteer staff

**Administrative**

- A. Collect mail and distribute as appropriate
- B. Compile bank deposits and deposit funds, send reports to Treasurer
- C. Maintain the offsite storage container and provide landowner with annual tax receipt

**Section 2. Dismissal of Business Staff**

The Business Manager terminates his/her contract by failure to fulfill the terms of the contract.

The Board by majority vote may dismiss the Business Manager and supporting Business Staff for actions harmful to the governance of the Corporation or the Mission of the

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chorale, or failure to perform their jobs in accordance with the job description in this Article.

1. Cause for dismissal need not be stated or recorded.
2. Dismissal takes effect immediately upon completion of the vote to dismiss.
3. The vote to dismiss must be recorded in the minutes of the meeting.

Supporting staff may be dismissed at the discretion of the Business Manager, who will advise the Board of the proposed action.

If the Business Manager is dismissed, the new Business Manager has the right to select new support staff, or confirm the existing volunteers.

**ARTICLE VIII**  
**Personal Liability and Property Interest**

**Section 1. Liability of Members**

Except as otherwise provided by law, no member of the Corporation shall be personally liable for any indebtedness or liability of the Corporation.

**Section 2. Property Interest Upon Termination of Membership**

No member shall have any claim or any interest in any asset and/or claim of the Corporation.

**ARTICLE IX**  
**Parliamentary Authority**

The rules contained in the current edition of Roberts Rules of Order shall govern the Chorale in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

**ARTICLE X**  
**Amendments to By-laws**

These Bylaws may from time to time be amended or repealed and new or additional Bylaws adopted by approval of the members in good standing with the Corporation; provided, however, that such Bylaws may not contain any provision in conflict with law or with the Articles of Incorporation of this Corporation.

**ARTICLE XI**  
**Annual Operating Statement**

The Board of Directors shall cause the preparation each year of an annual operating statement prepared by standard accounting methods, to show the condition of the Corporation financially and the results of its transactions for the period of time covered by the statement. A copy of the statement shall be available on request to any member.

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**ARTICLE XII**  
**Dissolution of Corporation**

**Section 1. Dissolving the Corporation**

The Corporation will be dissolved by a vote of

- A. the membership;
- B. or Board of Directors and membership;
- C. or Board of Directors (if there is no existing membership).

Dissolution shall be in accordance with the Laws of the State of California then in effect at the time dissolution is considered, and the dissolution shall proceed in accordance with appropriate provisions of said laws.

**Section 2. Actions for Dissolution of the Corporation**

The following actions shall be taken in the event of dissolution of the Corporation:

- A. All moneys and assets shall be held in trust by the Directors.
- B. All Corporation equipment shall be sold and proceeds held with other assets,
- C. All financial obligations, indebtedness, salaries, etc., shall be paid.
- D. The remaining funds shall be used to establish a musical scholarship grant, allotted annually, or distributed as allowed or required by California Corporations law in force at the time.
- E. A committee shall be appointed to administer the dissolution of the Corporation.


**Section 3. Administration of Corporation Dissolution**

- A. The voting membership of the Corporation, the Board of Directors, or both, shall appoint a committee of four (4) to eight (8) persons from the membership to administer the dissolution of the Corporation.
- B. The existing Board of Directors may serve in this capacity if so designated by vote of the membership.
- C. If no membership exists, or refuses to take part in the dissolution, then the actions listed in this Article become the responsibility of the existing Board of Directors.

**I, the undersigned, DO HEREBY CERTIFY**

That I am the fully elected and acting Secretary of SONOMA VALLEY CHORALE, INC., a California nonprofit corporation; and that the foregoing Bylaws, comprising thirteen (13) pages, constitute the Bylaws of said Corporation as duly revised at a meeting of its members, duly held May 7, 2018,

IN WITNESS WHEREOF, I hereunto subscribe my name this 7th day of May, 2018.

  
\_\_\_\_\_  
Gail Chadwin, Secretary