



HANDEL SOCIETY OF DARTMOUTH COLLEGE

BY-LAWS

as amended on March 29, 2006

ARTICLE I NAME

The name of this organization shall be the Handel Society of Dartmouth College.

ARTICLE II PURPOSES

The purposes of the Handel Society of Dartmouth College, hereinafter the "Society," shall be in keeping with its original charter of 1807, "to improve and cultivate the taste and promote true and genuine music:"

1. To offer cultural, aesthetic and spiritual enrichment to musicians from Dartmouth College and its neighboring communities, and audiences throughout the New England region and beyond
2. To prepare and present concert performances of a variety of music, including but not limited to major works for chorus and orchestra
3. To strive continually for individual and collective excellence in musical performance

ARTICLE III MEMBERSHIP

SECTION 1. Classes of Membership

The Society shall have the following classes of membership: (1) Student, (2) Community, and (3) Emeritus. Student and Community Members collectively are hereinafter referred to as Active Members.

SECTION 2. General Qualifications

Student and Community Membership in the Society shall be at the invitation of the Music Director of the Handel Society or his/her designee, hereinafter the "Music Director," upon successful audition or reaudition.

SECTION 3: Student Members

- A. **Basic Requirements:**
Student Members must be currently enrolled as undergraduate or graduate students at Dartmouth College, and are current, performing members of the Society. Student members are expected to comply with the attendance policy, the concert attire policy, and the responsibilities agreed to at the time of audition.
- B. **Rights and Privileges:**
After admission to the Society, Student Members shall have all the rights and privileges of the Society, including the right to attend and vote at all membership meetings of the Society, to hold office, and to serve on committees of the Society. Student Members are not required to pay dues to the Society, but from time to time may be required to pay certain special assessments.
- C. **Resignation**
Student Members may resign by notifying the Music Director. Resignation shall not relieve them of their obligation to pay any special assessments incurred prior to their resignation.
- D. **Leave of Absence:**
Leave of absence may be granted for a portion of the year at the discretion of the Music Director.
- E. **Attendance Policy:**
Absence from more than two rehearsals within a concert period, or absence from any rehearsal within the seven day period prior to any performance, will automatically render the member ineligible to sing in that performance, except at the discretion of the Music Director, and may result in suspension from the Society at the discretion of the Music Director. Failure to perform in any concert, without approval of the Music Director, may result in suspension requiring successful reaudition with the Music Director before reinstatement.
- F. **Reinstatement:**
Student Members who have resigned in good standing shall be eligible for reinstatement upon successful reaudition with the Music Director and payment of any current assessments.

SECTION 4. Community Members

- A. **Basic Requirements:**
Community Members are current, performing members of the Society. Community members are expected to comply with the attendance policy, the concert attire policy, and the responsibilities agreed to at the time of audition.
- B. **Rights and Privileges:**

After admission to the Society and payment of any entrance fees, dues, or assessments, Community Members shall have all the rights and privileges of the Society, including the right to attend and vote at all membership meetings of the Society, to hold office, and to serve on committees of the Society.

- C. Resignation:
Community Members may resign by notifying the Music Director. Resignation shall not relieve them of their obligation to pay dues and other charges incurred before their resignation.
- D. Leave of Absence:
Leave of absence may be granted for a portion of the year at the discretion of the Music Director.
- E. Attendance Policy:
Absence from more than two rehearsals within a concert period, or absence from any rehearsal within the seven day period prior to any performance, will automatically render the member ineligible to sing in that performance, except at the discretion of the Music Director, and may result in suspension from the Society at the discretion of the Music Director. Failure to perform in any concert, without approval of the Music Director, may result in suspension requiring successful reaudition with the Music Director before reinstatement.
- F. Reinstatement:
Community Members who have resigned in good standing shall be eligible for reinstatement upon successful reaudition with the Music Director and payment of current dues, assessments, and other charges.

SECTION 5. Emeritus Members

- A. Basic Requirements:
Emeritus status may be conferred upon past members of the Society who have reached the age sixty-five (65) and were Active Members for at least ten (10) years.
- B. Procedure:
The Secretary or his/her designee responsible for maintaining the Society's membership records shall present a list of persons eligible for Member Emeritus status to the Board of Directors. The Board of Directors shall confer Emeritus Membership on eligible past members.
- C. Rights and Privileges:
Emeritus Members shall enjoy all the rights and privileges of membership in the Society, except they shall not hold office. They retain the privilege of voting and may serve on committees of the Society. Emeritus Members are not required to pay dues to the Society, but from time to time may be asked to pay certain special assessments.

ARTICLE IV
MEMBERSHIP MEETINGS

SECTION 1. Annual Meeting

- A. Purposes:
The Annual Meeting shall consist of a business session and a social function at the discretion of the Board of Directors. The business session shall be for the purpose of electing members of the Board of Directors and such other business as may properly come before the meeting, including annual reports of officers and committees.

- B. Notice of Meeting:
The Annual Meeting shall be held at such time and place as the Board of Directors may determine. Members shall be notified of the date, place and time of the Annual Meeting at least twenty-eight (28) days prior to the date of the meeting.

- C. Guests:
Guests of any member may attend the Annual Meeting. The member must assume any fees or assessments required for the meeting.

SECTION 2. Special Meetings

- A. Purposes:
Special Meetings may be called by the President, the Board of Directors, or upon the written request of at least ten (10) percent of the Community and Student Members of the Society. The business to be transacted at special meetings shall be stated by the President, the Board of Directors, or in the written request. No business other than that stated in the official notice may be transacted at special meetings.

- B. Notice of Meeting:
Members shall be notified of the date, place, time, and purpose of a special meeting at least fourteen (14) days prior to the date of the special meeting.

SECTION 3. Voting

Community Members, Student Members and Emeritus Members shall be allowed to vote. Except as provided by law or by these By-Laws, the act of the majority of the members present and voting in person, where a quorum is present, shall be the act of the Members.

A secret ballot shall be required for all elections or when requested by a majority vote.

SECTION 4. Quorum

Twenty (20) percent of the combined Community and Student Membership shall constitute a quorum for the transaction of business at any meeting of the Society.

SECTION 5. Rules of Order

Except as otherwise provided by these By-Laws, meetings of the Society shall be governed by the current edition of Robert's Rules of Order.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility

The Board of Directors shall carry out the expressed mandate of the majority of the membership and shall be held accountable to the Membership for its actions except where vested with specific powers in these By-Laws.

SECTION 2. Number of Members

The Board of Directors shall consist of seventeen (17) members including at least one (1) from each vocal section, one (1) student member with preference given to an undergraduate student, and the Music Director and Conducting Fellow/Coordinator. The Immediate Past President shall be an ex officio (without vote) Board Member for a one year term.

SECTION 3. Qualification for Election to Board

Only Active Members in good standing are eligible for nomination and election to the Board of Directors of the Society.

SECTION 4. Nomination Procedure

The President shall appoint a Nominating Committee of three (3) Active Members to receive nominations from the Active Members for Board vacancies. The chair of the Nominating Committee, acting in accordance with these By-Laws, shall present such nominations to the membership fourteen (14) days prior to the Annual Meeting. Nominations may also be made from the floor at the Annual Meeting. All persons nominated must have given their prior consent.

SECTION 5. Term of Board Membership

Those elected shall take office upon adjournment of the Annual Meeting. All elected Board Members shall serve for a term of three (3) years. No Board Member shall be eligible to serve more than two (2) consecutive three-year terms. After an absence of one (1) year, however, such person shall again be eligible for election to the Board.

SECTION 6. Meetings of the Board

Regular meetings of the Board of Directors shall be held at least four (4) times each year at such time and place as the Board may determine. Board members with excessive absences from meetings may be asked to resign. Dates of Board meetings shall be announced at the rehearsal prior to the meeting. Minutes of board meetings will be available to members on request.

Special Meetings of the Board of Directors may be called by either the President or one-third (1/3) of the Members of the Board. The person or persons calling the special meeting shall fix the date, time, place, and purpose of the meeting and make these known to the Secretary, who shall notify the Members of the Board.

SECTION 7. Quorum and Voting

At any meeting of the Board of Directors, nine (9) members of the Board shall constitute a quorum. The act of the majority of those present at a meeting where a quorum is present shall be the act of the Board.

Each member, including the President or other designated chair of the meeting, shall have one vote. Voting shall be in person and shall not be delegated nor exercised by proxy.

SECTION 8. Rules of Order

Except as otherwise provided by these By-Laws, meetings of the Board of Directors shall be governed by the current edition of Robert's Rules of Order.

SECTION 9. Resignations and vacancies

Any vacancy shall be filled until the next annual meeting by appointment of the Board of Directors. Any Active Member so appointed to fill a vacancy on the Board shall take office as of the date of his or her appointment. Any person filling any vacated Board term for a period of less than one (1) year shall be eligible to serve an additional two (2) full three year terms in accordance with Section 5 of this Article, as if the partial term had not been served. If an Officer should resign or become unable to serve, the vacancy shall be filled in accordance with Article VI, Section 3.

ARTICLE VI OFFICERS

SECTION 1. Officers of the Society

The Board shall, after the Annual Meeting, elect from its members a President, a Vice President, a Secretary, and a Treasurer. No individual may hold more than one (1) office at a time.

SECTION 2. Terms of Office

The term of office shall be one (1) year. Officers may serve in any particular office for a maximum of three (3) consecutive one-year terms.

SECTION 3. Vacancies

Vacancies in any elected office shall be filled for the balance of the term by the Board of Directors. In the event the office of President is vacated for any reason before the end of the term, the Vice President shall succeed to the office of President and shall serve the unexpired term. Any person filling any vacated office for a period of less than six (6) months shall be eligible to serve an additional three (3) full terms in accordance with Section 2 of this Article, as if the partial term had not been served.

ARTICLE VII DUTIES OF OFFICERS

SECTION 1. President

The President shall be the chief executive officer of the Society and shall chair the Board of Directors.

The President shall preside at all meetings of the Membership of the Society; shall make all appointments to any committees the Board may create; and shall perform all duties incident to the office and any other duties prescribed by the Members or the Board of Directors.

SECTION 2. Vice President

The Vice President shall perform all duties incident to the office, and any other duties prescribed by the Membership or the Board of Directors. If the President so requests, is absent, or is unable to act, the Vice President shall perform all duties and exercise all powers of the President.

SECTION 3. Secretary

The Secretary shall perform all duties incident to the office, and any other duties prescribed by the Membership or the Board of Directors; shall be responsible for keeping the minutes of all meetings of the Membership and the Board of Directors; shall see that all notices required by law or by these By-Laws are properly given; shall be custodian of the corporate seal and records; shall maintain a membership roster of the Society; and shall notify individuals of any change in their Membership classification.

SECTION 4. Treasurer

The Treasurer shall perform all duties incident to the office and any other duties prescribed by the Membership or the Board of Directors; shall be in charge of and responsible for the Society's funds; shall collect all dues, fees, and other charges; shall establish and maintain proper accounting procedures; shall deposit the Society's funds in

the Society's name, and in such depository institutions and/or investments as approved by the Board of Directors; and shall report on the Society's financial condition as requested by the Board of Directors, including the presentation of an annual report. The records of the Treasurer shall be open to examination by the Board of Directors at all reasonable times.

ARTICLE VIII COMMITTEES

The President, with the approval of the Board of Directors, may establish such committees, subcommittees, or task forces as are necessary or appropriate to carry out the purposes of the Society.

ARTICLE IX DUES, FEES, AND OTHER CHARGES

SECTION 1. Fiscal Year

The fiscal year of the Society shall be determined by the Board of Directors.

SECTION 2. Establishment of Charges

The Board of Directors shall establish all dues, fees, assessments, and other charges related to the activities of the Society. Increases in any such sums shall be ratified by the Membership of the Society at an Annual or special meeting.

SECTION 3. Payment

All dues are payable annually by the first day of November. Dues are non-refundable, but dues and assessments may be waived, reduced, or prorated at the discretion of the Board of Directors. All fees and other charges established by the Board of Directors shall be payable on a schedule determined by the Board.

SECTION 4. Concert Attire

The Board of Directors shall establish a standard for appropriate concert attire. Active Members shall be responsible for meeting this requirement as set forth in the Handel Society Guide to Choral Singing, published each fall.

SECTION 5. Penalty for Non-Payment

The Treasurer shall verbally notify any member who is delinquent in the payment of any dues, fees, or assessments thirty (30) days after such amounts become due, and shall state that the delinquency may result in suspension from membership in the Society if payment is not received within thirty (30) days from the date of notification, and that suspended members are ineligible to perform, vote, hold office, or serve on committees.

If payment is not received within thirty (30) days of notification, the delinquent member may be suspended from the membership rolls of the Society.

If within any concert year a suspended member becomes current in the payment of all outstanding charges, the Board of Directors may vote to recommend reinstatement of said member. However, the Music Director shall have final authority over reinstatement of suspended members.

ARTICLE X DISSOLUTION

The Society shall use its funds only to accomplish the purposes specified in these By-Laws. No part of said funds shall inure to the benefit of, or be distributed to, any member of the Society.

In the event of dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Society, distribute the remaining assets to such organizations operated for one or more of the purposes contained in the By-Laws of the Society, or to such charitable, artistic, or educational organizations as shall qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code of the United States, as amended.

ARTICLE XI AMENDMENTS AND RESOLUTIONS

SECTION 1. Amendments

These By-Laws may be amended by two-thirds (2/3) of the vote cast by the members present at an Annual or special meeting called and conducted in accordance with Article IV. Written copies of proposed By-Law changes shall be made available to the members at least twenty-eight (28) days before such meeting.

SECTION 2. Resolutions

Except when determined to be an emergency by the Board of Directors, all resolutions to be considered at the Annual Meeting shall be submitted in writing to the Secretary at least twenty-eight (28) days prior to the meeting. The Secretary shall give copies of the resolution to the Board of Directors, who shall recommend to the Membership that the resolution be adopted, rejected, or amended. The Secretary shall make written copies of the resolution available to the Membership.