



Denver Gay Men's Chorus Operating Procedures

As approved by the Board of Directors and effective
November 7, 2006

A Program of Rocky Mountain Arts Association

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Introduction to Operating Procedures

The following are the Operating Procedures for the Denver Gay Men's Chorus, also hereinafter referred to as the Chorus. The Chorus is a program of Rocky Mountain Arts Association, and as such is governed by the Articles of Incorporation, bylaws and Board of Directors of Rocky Mountain Arts Association. No actions or Operating Procedures of the Denver Gay Men's Chorus or of any of its agents may violate federal, state or local law, the Articles of Incorporation or the bylaws of Rocky Mountain Arts Association.

ARTICLE 1 – Name, Mission and Purpose

1.1 – Mission Statement

The Denver Gay Men’s Chorus exists to build community through music.

1.2 – Purpose

The members of the Chorus have joined together for the purpose of making an artistic statement: the Chorus, as it sings, provides educational, cultural and social enrichment for our audiences and ourselves, and we identify as an organization of gay, lesbian, bisexual, transgender (GLBT) people and supporters that is actively making a positive contribution to the entire community.

1.3 – Use of Name

The Chorus Council, the Artistic Director, the Executive Director or the Board of Directors of Rocky Mountain Arts Association shall approve all concert, promotional, fund-raising, outreach, group appearances, and events at which the name “Denver Gay Men’s Chorus” is used and/or the Chorus is represented.

ARTICLE 2 – Chorus Membership

2.1 – Members

There shall be two categories of Active Members in the Chorus: Performing Members and Support Members. Performing Members shall be members of the Chorus who have been selected by the Artistic Director based on artistic ability, including those on a defined leave of absence. Support Members shall include those individuals who work on committees, projects, and day to day operations of the Chorus and who fulfill requirements of supporting members as established by the Chorus Council. All members must be eighteen (18) years of age or older. All Active Members of the Chorus are also Program Members of Rocky Mountain Arts Association. The Chorus Council may from time to time establish different categories of Active Members.

2.2 – Termination of Membership

The Chorus Council or agent(s) so designated by the Chorus Council may suspend or expel an Active Member or refuse readmission to the Chorus for good cause after an appropriate hearing and may by the affirmative votes of a majority of a quorum of Chorus Council members present at any meeting, terminate the membership of an Active Member who becomes ineligible for membership or suspend or expel an Active Member or refuse readmission to the Chorus to an Active member who shall be in default in the payment of dues. The Artistic Director may suspend a Performing Member for non-compliance with artistic policies.

2.3 – Resignation

An Active Member may resign by giving notice to the Artistic Director, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid, and the Chorus shall not be liable to return or refund any dues, assessments or other charges in the event of such resignation.

2.4 – Leaves of Absence

The Chorus Council and Artistic Director shall establish policies for leaves of absence to affect Active Members.

2.5 – Chorus Annual Meeting

The Chorus Council will hold an annual meeting of Active Members of the Chorus in the month of October of each year at the rehearsal site of the Chorus or at any other such place determined by a resolution of the Chorus Council.

2.6 – Meetings of Active Members

Meetings of Active Members may be held from time to time. The Chorus Council and/or the Artistic Director may call such a meeting. The President of the Chorus must call a meeting of Active Members if petitioned to do so in writing by at least one quarter of all Active Members.

2.7 – Notice of Meetings of Active Members

Announcements of meetings of Active Members of the Chorus shall be made to Active Members no later than one week prior to each meeting of Active Members except for meetings involving elections, when two weeks prior notice must be given. Notice of the time and place of meetings shall be provided to each Active Member by verbal, written or electronic communication.

2.8 – Conducting Meetings of Active Members

All Active Members are entitled to attend meetings of Active Members and each shall have one vote. A quorum at meetings of Active Members shall be those Active Members present except as required elsewhere in these Operating Procedures. All decisions of Active Members shall be by majority vote of Active Members present except as required elsewhere in these Operating Procedures.

2.9 – Proxy Voting

Proxy Voting shall not be allowed at the annual meeting or any other meeting of the Active Members.

ARTICLE 3 – Chorus Council

3.1 – Powers of the Chorus Council

Subject to limitations of the Articles of Incorporation and bylaws of Rocky Mountain Arts Association, other articles of these Operating Procedures, and federal, state and local law, the Chorus Council is a committee of the Board of Directors and works in partnership with the Board of Directors and Executive Director of Rocky Mountain Arts Association, and shall oversee all business affairs and manage membership affairs of the Chorus. Without limiting its general powers, the Chorus Council shall have the following powers:

- (a)** To oversee and manage the affairs and business of the Chorus not inconsistent with the Articles of Incorporation and bylaws of Rocky Mountain Arts Association, other articles of these Operating Procedures, and federal, state or local law;
- (b)** To work in partnership with Rocky Mountain Arts Association to develop program related financial budgets and help ensure program related budgets are adhered to;
- (c)** To establish policies and other governing rules and regulations as needed to effectively operate the Chorus provided such policies shall not be inconsistent with the Articles of Incorporation and bylaws of Rocky Mountain Arts Association, other articles of these Operating Procedures, and federal, state or local law.
- (d)** To recommend to the Board of Directors of Rocky Mountain Arts Association the removal of the Artistic Director and other staff by the affirmative votes of a majority of a quorum of Chorus Council members, with the provision that if the artistic ability and/or artistic performance of the Artistic Director is called into question by the Chorus Council and/or the Board of Directors of Rocky Mountain Arts Association, consultation with Active Performing and Support Members of the Chorus at a duly constituted meeting is required before removal of the Artistic Director may be affected; and
- (e)** To establish policies and other governing regulations as needed to effectively operate the Chorus provided such policies shall not be inconsistent with the Articles of Incorporation and bylaws of Rocky Mountain Arts Association, other articles of these Operating Procedures, and federal, state or local law.

These powers exist in the Chorus Council meeting as a group and not in individual members of the Chorus Council except as delegated by the Chorus Council. The

members of the Chorus Council have a duty to exercise reasonable care and prudence in the administration of the Chorus and are responsible to disburse funds and property received by the Chorus only for the purpose for which they were received in accordance with bylaws of Rocky Mountain Arts Association. The Chorus Council shall be required to make an accounting for all funds and property to the Treasurer of Rocky Mountain Arts Association upon request.

3.2 – Number of Chorus Council Members

The Chorus Council will consist of seven Active Members of the Chorus.

3.3 – Election of the Chorus Council

Chorus Council members shall be elected by a vote of at least 51% of Active Members in attendance at the annual meeting of the Chorus. Seated Council members shall supervise all elections pursuant to Article 3.1.e of these Operating Procedures.

3.4 – Terms of Office

The term of office for each Chorus Council member shall be three (3) years or the number of years in the unexpired term. Successors of Chorus Council members whose terms of office are then expiring shall be elected by Active Members in the year such terms expire. Terms of office are allocated such that no more than three terms of office will expire in any one year. A Chorus Council member may be elected to no more than two successive terms.

3.4.1 – Initial Terms of Office

Upon election of the initial Chorus Council, three (3) members of the Chorus Council shall select three (3) year terms, two (2) members of the Chorus Council shall select two (2) year terms and two (2) members of the Chorus Council shall select one (1) year terms.

3.5 – Eligibility

Any Active Member of the Chorus is eligible for election as a Chorus Council member, provided they are current in all their financial obligations to the Chorus and have been an Active Member for at least six (6) months immediately prior to the month of election of Chorus Council members.

3.5.1 – Chorus Council Nominating Committee

The Chorus Council Nominating Committee is an ad-hoc committee of the Chorus Council formed by the combination of members of the Board Development Committee of the Board of Directors of Rocky Mountain Arts Association and members of the Chorus Council not running for re-election in an election for which the Nominating Committee is acting. The Nominating Committee shall actively seek for membership on the Chorus Council nominees whose skills in particular areas best meet skill sets needed by the Council and

recommend to Active Members candidates for election. Ex-officio members of the Chorus Council that are also program-related employees of Rocky Mountain Arts Association may not also be members of the Chorus Council Nominating Committee.

3.5.2 – Nomination

Active Members wishing to run for a seat on the Chorus Council should submit his/her name to the Chorus Council Nominating Committee no later than fourteen (14) days prior to the election, and all said nominations shall be presented to Active Members no later than seven (7) days prior to the election. The Nominating Committee shall present its recommendation of ratification for the open seat(s) to Active Members at the Chorus annual meeting of Active Members where said election is to take place. All nominations made to the Nominating Committee shall appear on the ballot regardless of ratification recommendation. Write-in candidates shall not be considered.

3.5.3 – Exclusions

The Artistic Director or other individuals receiving a salary or other compensation for services provided to Rocky Mountain Arts Association on an on-going basis, or any individual in an intimate personal relationship with any individual receiving a salary or other compensation for services provided to Rocky Mountain Arts Association on an ongoing basis, shall be ineligible for election to the Chorus Council, but may serve as an ex-officio member of the Chorus Council.

3.6 – Vacancies

Vacancies on the Chorus Council may be filled by the affirmative votes of a majority of a quorum of the remaining Chorus Council members then in office, or by the sole remaining Chorus Council member. A position vacated within six (6) months of the annual meeting of the Chorus can remain vacant if so desired by the remaining Chorus Council members. A successor Chorus Council member shall serve until the next regular election.

3.6.1 – Unexpired Terms

If vacancies on the Chorus Council necessitate the election of more than three (3) members of the Chorus Council at any annual meeting, terms shall be allocated by the Chorus Council pursuant to Article 3.1.e. If consensus cannot be reached regarding length of terms, candidates receiving the highest number of votes would receive term lengths of their choosing based on availability.

3.7 – Regular Meetings

Regular meetings of the Chorus Council shall be held at the discretion of the Chorus Council but must be held at least quarterly. All meetings shall be conducted using standard parliamentary procedure, as stated in the current edition of *Robert's Rules of Order Newly Revised*. The Chorus Council may dispense with or modify this procedure by the affirmative votes of a majority of those present at any meeting. Active Members of the Chorus may attend regular meetings of the Chorus Council. A request must be made to an officer of the Chorus Council in advance if any item(s) for discussion are to be included on the meeting agenda. Notification of regular meetings shall be made to Active Members at least one week in advance of the meeting.

3.8 – Special Meetings

Special meetings of the Chorus Council may be called by the President of the Chorus, or in the absence of the President, or if the President refuses to act, by the Vice President / Secretary of the Chorus, or by a majority of the Chorus Council. Such meetings shall be held at the place designated by the person(s) calling the meeting, and in the absence of such designation, at the rehearsal site of the Chorus.

3.9 – Notice of Special Meetings

The Vice President / Secretary of the Chorus, or other persons designated by the person(s) calling the meeting, shall provide written notice of the time and place of meetings of the Chorus Council to each member of the Chorus Council and shall detail the time, place and agenda for the meeting announced. This notice must be given no less than seven (7) days prior to the date of the meeting.

3.10 – Validation of Defectively Called or Noticed Meetings

The transaction of any meeting of the Chorus Council, however called and noticed and wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided that a quorum, as hereinafter defined, is present and provided that either before or after the meeting, each Chorus Council member not present signs a waiver of notice, as consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the minutes of the meeting.

3.11 – Quorum

Two-thirds of Chorus Council members excluding vacant positions and ex-officio members shall constitute a quorum for the transaction of business at any meeting of the Chorus Council requiring that a quorum be present.

3.12 – Manner of Acting

The act of a majority of Chorus Council members present at a meeting at which a quorum is present shall be the act of the Chorus Council, unless the act of a greater number is required by federal, state or local law or by these Operating Procedures.

3.13 – Resignation, Removal and Recall of Chorus Council Members

3.13.1 – Resignation

Any Chorus Council member may resign at any time by delivering a written resignation to the President of the Chorus Council. The acceptance of such a resignation shall not be necessary to make it effective.

3.13.2 – Removal by the Chorus Council

Any Chorus Council member may be removed at any time for good cause, including conduct injurious to the best interests of the Chorus and/or Rocky Mountain Arts Association, by the affirmative votes of a majority of a quorum of Chorus Council members. At least two weeks notice of the proposed removal must be given to the involved Chorus Council member, who will be given an opportunity to be present and to be heard at the meeting at which the removal is considered, but cannot vote on the removal motion.

3.13.3 – Recall by Active Members

Any member(s) of the Chorus Council may be recalled by the affirmative votes of a majority of two-thirds of Active Members present at a meeting of Active Members, provided that at least two weeks notice of the meeting is made to Active Members and that a majority of Active Members are present at the meeting.

3.14 – Attendance at Meetings

A Chorus Council member who misses two (2) consecutive regularly scheduled meetings requiring his/her attendance as set forth in these Operating Procedures or in the policies of the Chorus Council without delivering satisfactory explanation through another Chorus Council member prior to such meetings, may be removed by the affirmative votes of a majority of a quorum of Chorus Council members present at any meeting.

3.15 – Ex-Officio Members

The Chorus Council may appoint certain individuals to serve as ex-officio members of the Chorus Council. The Artistic Director and the Executive Director of Rocky Mountain Arts Association will serve as ex-officio member of the Chorus Council.

ARTICLE 4 – Officers

4.1 – Officers

The officers of the Chorus Council shall be President and Vice President / Secretary. One person may not hold both positions. Officers shall be chosen from the Chorus Council members.

4.2 – Election and Terms of Office

Any member of the Chorus Council may nominate individuals or a slate of individuals for election as officers of the Chorus Council. The officers of the Chorus Council shall be elected annually by the Chorus Council at the first meeting of the Chorus Council following the annual meeting of the Chorus, or as soon thereafter as convenient. New offices may be created and filled at any meeting of the Chorus Council.

4.3 – Removals and Resignation

An officer of the Chorus Council may be removed at any time for good cause, including conduct injurious to the best interests of the Chorus and/or Rocky Mountain Arts Association, by the affirmative votes of a majority of a quorum of Chorus Council members. At least two weeks notice of the proposed removal must be given to the involved Chorus Council officer, who will be given an opportunity to be present and to be heard at the meeting at which the removal is considered. Such removal is for the position of officer only and does not automatically remove the individual as a member of the Chorus Council. Any officer may resign at any time by giving written notice to the Chorus Council.

4.4 – Vacancies

A vacancy in any office because of death, removal, resignation, disqualification or otherwise, shall be filled by the Chorus Council for the unexpired portion of the term.

4.5 – Duties of the President

The President shall be the principal officer of the Chorus and shall in general supervise and guide all the business and affairs of the Chorus in accordance with the Operating Procedures of the Chorus and the bylaws of Rocky Mountain Arts Association, including assistance in supervision of the Artistic Director with the Executive Director of Rocky Mountain Arts Association. The President shall preside at all meetings of the Chorus Council and shall sign with any other proper officer of Rocky Mountain Arts Association, contracts or other instruments which the Chorus Council has authorized to be executed, except in cases where the signing and execution shall be expressly delegated to Rocky Mountain Arts Association, and in general perform all duties incident to the office of

President and such other duties as may be prescribed by the Chorus Council from time to time.

The President shall serve on the Board of Directors of Rocky Mountain Arts Association and is accountable for fulfilling the roles and responsibilities as a Director, outlined in the bylaws and Board Member Contract of Rocky Mountain Arts Association.

4.6 – Duties of the Vice President / Secretary

In the absence of the President or in the event of inability or refusal to act, the Vice President / Secretary shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President / Secretary shall perform such other duties as from time to time may be assigned by the President or the Chorus Council.

The Vice President / Secretary shall keep minutes of meetings of the Chorus Council, see that all notices are duly given according to the provisions of these Operating Procedures or as required by federal, state or local law or the bylaws of Rocky Mountain Arts Association, and keep a register of the post office addresses and email addresses of each Chorus Council member. All meeting minutes shall be submitted to the Secretary of the Board of Directors of Rocky Mountain Arts Association.

ARTICLE 5 – Committees

5.1 – Ad Hoc Committees

The Chorus Council may from time to time designate ad hoc committees and shall provide for the appointment of members and prescribe the purposes and terms as it deems advisable.

5.2 – Affiliations

The Chorus Council may form affiliations and/or associations with any other organization whose goals and objectives are in accordance with the goals, objectives, and Operating Procedures of the Chorus and the bylaws of Rocky Mountain Arts Association.

5.3 – Standing Committees

The Chorus Council shall maintain the following active committees and provide for the appointment of members:

- (a) Membership Services – should include a member of the Chorus Council: The mission of Membership Services is to help build the overall relationships within the Denver Gay Men's Chorus, bringing its new and veteran members together as one family.
- (b) Production – include the Artistic Director or his/her designee as a member
- (c) Technology Services – The mission of Technology Services is to serve the communication, membership tracking, data security and technical education requirements of the chorus to ensure a stronger community.
- (d) GALA Festival Fundraising
- (e) Outreach

ARTICLE 6 – Gifts, Compensation and Conflicts of Interest

6.1 – Gifts

The Chorus Council may accept on behalf of the Chorus any contribution, gift, bequest or devise for the general purpose or any special purpose of the Chorus and in accordance with the bylaws of Rocky Mountain Arts Association.

6.2 – Compensation

The voting members of the Chorus Council shall serve as such without compensation, but the Chorus Council may authorize the payment of the reasonable expenses incurred by Chorus Council members in the performance of their duties.

6.3 – Conflicts of Interest

No Chorus Council member shall have an interest (or shall be interested), directly or indirectly, in any contract relating to the operations conducted by the Chorus or Rocky Mountain Arts Association, nor in any contract for furnishing services or supplies to the Chorus or Rocky Mountain Arts Association, unless such contract is authorized by a majority of the Chorus Council at a meeting at which the presence of such interested Chorus Council member is not necessary for the purposes of a quorum or for the purposes of such majority, and the fact and nature of such interest is fully disclosed or known to the Chorus Council members present at the meeting at which such contract shall be authorized.

ARTICLE 7 – Dues

7.1 – Membership Dues

The Chorus Council may determine from time to time the amount of membership dues, if any, for Active Members, and the manner in which such dues are to be collected.

7.2 – Default and Termination of Membership

When any Active Member shall be in default in the payments of dues for a period to be determined by the Chorus Council from the date upon which dues become payable, his/her membership may thereupon be terminated by the Chorus Council or its designated agents in the manner provided in Article 2.2 of these Operating Procedures.

ARTICLE 8 – Amendment of Operating Procedures

8.1 – Amendment

Amending or replacing these Operating Procedures requires action by both the Chorus Council and the Board of Directors of Rocky Mountain Arts Association. These Operating Procedures may be amended or replaced by the affirmative votes of a majority of a quorum of Chorus Council members present at any meeting, with the changes or replacement also requiring ratification by the Board of Directors of Rocky Mountain Arts Association. These Operating Procedures may also be amended or replaced by the Board of Directors of Rocky Mountain Arts Association, with the changes or replacement also requiring ratification by the affirmative votes of a majority of a quorum of Chorus Council members present at any meeting.

8.2 – Effective Date

These Operating Procedures shall become effective upon their adoption by the Board of Directors of Rocky Mountain Arts Association and the effective date of implementation of the Chorus Council. Amendments to these Operating Procedures shall become effective immediately upon their adoption by the Chorus Council and ratification by the Board of Directors of Rocky Mountain Arts Association or upon their adoption by the Board of Directors of Rocky Mountain Arts Association and ratification by the Chorus Council, unless either body, in adopting them as hereinafter provided, provides that such amendments are to become effective at a later date.

Schedule of Amendments

Article	Amendment Date	Amendment Description
3.3	8/14/07	Clarified the requirement of 51% of Active Members
1.2	1/8/08	Changed “gay people and their friends” to “gay, lesbian, bisexual, transgender (GLBT) people and supporters” to match RMAA bylaws
1.3	10/1/08	Added Executive Director
3.1	10/1/08	Clarified that the Chorus Council is a committee of the RMAA Board of Directors
3.7	10/1/08	Added “at any meeting”
4.5	10/1/08	Removed “executive” and added “assists”
5.3	10/1/08	Added “designee”
3.3	5/26/09	Added Council as supervisor of elections
3.5.1	5/26/09	Changed to Nominating Committee recommending to Chorus any candidate it deems qualified
5.3	5/26/09	Removed Programming; Added Production, Technology Services; GALA Festival Fundraising and Outreach
5.3	11/10/09	Added mission statement to Technology Services.
2.2	1/26/10	Clarified refusal of readmission
2.3	1/26/10	Clarified resignation procedure
2.5	1/26/10	Added Chorus to title
2.7	1/26/10	Cleaned up notification procedure
2.9	1/26/10	Eliminated proxy voting
3.1	1/26/10	Cleaned up responsibilities language
3.3	1/26/10	Fixed incorrect reference to other section
3.4	1/26/10	Clarified unexpired terms
3.5	1/26/10	Clarified eligibility relative to election
3.5.1	1/26/10	Grammar correction
3.5.2	1/26/10	Changed to number of days notice
3.6.1	1/26/10	Established how terms are determined
3.7	1/26/10	Cleaned up notification procedure
3.9	1/26/10	Cleaned up notification procedure
3.11	1/26/10	Clarified ex-officio members relative to quorum
3.13.2	1/26/10	Clarified voting on removal
3.15	1/26/10	Better defined ex-officio members
4.1	1/26/10	Grammar correction
4.5	1/26/10	Changed Executive Artistic to Executive Director
4.6	1/26/10	Removed Vice President from RMAA board
5.3a	1/26/10	Clarified committee membership

