



# Out Loud: The Colorado Springs Men's Chorus Operating Procedures

As approved by the Board of Directors and effective  
March 1, 2007

A Program of Rocky Mountain Arts Association

## Table of Contents

Introduction to Operating Procedures.....	3
ARTICLE 1 – Name, Mission and Purpose .....	4
ARTICLE 2 – Chorus Membership.....	5
ARTICLE 3 – Chorus Council.....	7
ARTICLE 4 – Officers.....	12
ARTICLE 5 – Committees .....	14
ARTICLE 6 – Gifts, Compensation and Conflicts of Interest .....	15
ARTICLE 7 – Dues.....	16
ARTICLE 8 – Amendment of Operating Procedures.....	17
SCHEDULE OF AMENDMENTS .....	18

## **Introduction to Operating Procedures**

The following are the Operating Procedures for Out Loud: The Colorado Springs 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 Out Loud: The Colorado Springs 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**

Out Loud: The Colorado Springs 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, 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 “Out Loud: The Colorado Springs 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 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 who shall be in default in the payment of dues (if applicable). 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 Chorus Council and the Artistic Director, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, (if applicable), 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 – 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 delivered to each Active Member by either verbal, written or electronic communication at their respective physical or electronic addresses as shown in the records of the Chorus, or if not readily ascertainable, at the rehearsal site of the Chorus.

## **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**

Any Active Member may designate in writing another Active Member to vote by proxy at the annual meeting or any other meeting of Active Members. However should discussion at a general membership meeting change the question for which the proxy vote has been given, the proxy vote shall be disallowed.

## **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 works in partnership with the Board of Directors and Executive Director / Business Manager of Rocky Mountain Arts Association, and shall oversee all business affairs and manage all 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 and to make rules and regulations 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 the Treasurer of Rocky Mountain Arts Association to develop program related financial budgets and ensure program related budgets are adhered to;
- (c)** To recommend to the Board of Directors of Rocky Mountain Arts Association the selection of the Artistic Director and other staff as required for the operation of the Chorus, prescribe and delegate such powers or duties as may 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, and may require from them security for faithful service;
- (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 a regular accounting for all funds and property to the Treasurer of Rocky Mountain Arts Association.

### **3.2 – Number of Chorus Council Members**

The Chorus Council will consist of five to 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 at the annual meeting of the Chorus.

### **3.4 – Terms of Office**

The term of office for each Chorus Council member shall be three (3) years. 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 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 for ratification, one candidate for each open seat on the Chorus Council. Ex-officio members of the Chorus Council that are also program-related employees of Rocky Mountain Arts Association may not also be a member of the Chorus Council Nominating Committee.

### **3.5.2 – Nomination**

Active Members wishing to run for a seat on the Chorus Council must submit his/her name to the Chorus Council Nominating Committee no later than thirty (30) days prior to the election, and all said nominations shall be presented to Active Members no later than fourteen (14) days prior to the election. The Nominating Committee shall present its recommendation of ratification for the open seat(s) to Active Members at the 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, the three (3) receiving the highest number of votes shall receive full three (3) year terms, and the candidates receiving the next highest number of votes shall fill the remaining years of the unexpired terms.

### **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. 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 via electronic communication.

### **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 deliver written notice of the time and place of meetings of the Chorus Council to each member of the Chorus Council by verbal, written or electronic communication 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 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.

#### **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 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 two offices. 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 executive 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 direct management and supervision of the Artistic Director. 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.

The Vice President / Secretary may 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.

## **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-to be chaired by a member of the Chorus Council; and
- (b) Programming-to be chaired by the Artistic Director.

## **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 determines if Active Members will pay monthly dues. If monthly dues are required the Chorus Council may determine from time to time the amount of membership dues, for Active Members, and the manner in which such dues are to be collected. In lieu of monthly dues, the Chorus Council may set up a yearly pledge campaign. In a yearly pledge campaign, the Chorus Council sets a predetermined amount that needs to be raised for the entire year. Active members would contribute according to their abilities to meet the yearly membership pledge. The Chorus Council will determine on a yearly basis whether monthly dues will be collected or whether a pledge campaign will be used.

### **7.2 – Default and Termination of Membership**

When any Active Member shall be in default in the payments of dues (if applicable) 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.

