

**DAVIS MADRIGALS, INC. BYLAWS**  
**August 29, 2019**

**I. MISSION**

To support the study and performance of advanced choral music by the Davis High School Madrigal Singers.

**II. OBJECTIVES**

- A. Each year, to assist the Madrigal Singers music program by providing:
  - 1. Leadership of and participation in the various permanent and ad hoc committees of the Madrigal Parents' Group.
  - 2. Fundraising to support the music program and financial scholarships to ensure all students can participate in all Madrigal Singers activities.
  - 3. Support for the Madrigal Director's educational goals.
- B. Over the years, to assure the continuation of the Madrigal Singers and, for this purpose, to assure the maintenance and effectiveness of the Madrigal Parents' Group by providing for the smooth passage of knowledge and experience to incoming parents/guardians.
- C. Support the Madrigal Director in providing the broader benefits of the students' choir experience, including team working, esprit de corps, leadership, mentorship, the encouragement of the full participation of each member regardless of seniority, and the preservation of equal and kindly treatment of each other regardless of race, color, sex, gender identity, age, religion, national origin, ancestry, or disability.

**III. BYLAWS**

**A. Membership**

1. Active Members

The Active Members shall consist of the parents or guardians of the current Madrigal Singers. There shall be one vote allowed per family per currently enrolled Madrigal Singer, which shall be shared by all Members within that Singer's family. The Active Members shall be entitled to attend and vote at Membership Meetings. The Active Membership shall have the power to approve the annual budget, to approve or disapprove an annual trip, to elect officers, to modify these Bylaws, and to undertake such additional matters as the Board of Directors shall commend to it.

2. Associate Members

Parents or guardians whose Madrigals have graduated or left the organization and other supporters of the Davis Madrigals, Inc., may be recognized annually as Associate Members, upon approval of the President and Madrigal Director. Associate Members shall be non-voting members. They shall have such rights and privileges as the President and Madrigal Director together agree is appropriate.

3. Alumni Members

Alumni Madrigal Singers shall be non-voting members of the corporation. They shall have such rights and privileges as the President and Madrigal Director together agree is appropriate.

## **B. Officers and Board of Directors**

The following officers will comprise the Board of Directors (hereafter termed the Board) of Davis Madrigals, Inc., and shall be elected for annual terms.

- President/Parent Coordinator: serves as the President/CEO of Davis Madrigals, Inc., and shall have all usual and customary responsibilities of that position.
- Treasurer: serves as the Treasurer of Davis Madrigals, Inc., shall have all usual and customary responsibilities of that position, and in coordination with the Auditor, divides financial responsibilities to ensure appropriate controls are in place.
- Secretary: serves as the Secretary of Davis Madrigals, Inc., and shall have all usual and customary responsibilities of that position.
- Fundraising Coordinator: Organizes the unallocated fundraising activities of the corporation, leads grant activities, and seeks to ensure fundraising activities are on track to achieve financial goals.
- Internal Auditor: Verifies the finances of the corporation, and in coordination with the Treasurer, divides financial responsibilities to ensure appropriate controls are in place.
- Costume Coordinator: Directs the corporation's costume guidelines, ensures members are appropriately costumed, and maintains the corporation's costume inventory.
- Madrigal Dinner Coordinator: Organizes all activities surrounding the Madrigals' signature annual event.
- Public Information Officer: Maintains and updates the website, serves as primary contact for media and advertising.
- Octet and Transportation Coordinator: Serves as primary coordinator of transportation and coordinates Octets and other additional performances.
- Alumni Outreach Coordinator: Serves as primary interface with Madrigal alumni, and is custodian of alumni contact information.

From time to time, the Membership may elect Co-Officers for any position, however there shall only be one vote on the Board per office. Current Job Descriptions for each officer are set forth in Attachment A, but they may be amended as appropriate pursuant to Section G.2., below.

## **C. Committees**

1. The Executive Committee shall be comprised of the President, Secretary, Treasurer. The Executive Committee, in consultation with the Madrigal Director, shall implement the policy of the Board of Directors in between board meetings.
2. Costume, Fundraising, and Madrigal Dinner will be standing committees chaired by the relevant Officer. Additionally, the other Officers may appoint a committee to assist in the performance of their duties.
3. Additional standing committees are as follows:
  - Choral Workshop
  - Concert and Hospitality
  - Wine Pour
  - Retreat
  - Annual Trip

Committees may consist of one or more members of any class of membership. Chairs, other than Officers, are appointed by the Board. Additional committees may be formed as needed, and the committees in this paragraph 3., may be deleted at any time as necessary.

#### **D. Membership Meetings**

1. Monthly Meetings: Monthly meetings will be held to organize and review specific tasks of the group, approve the monthly financials of the corporation, and to provide information regarding the ongoing activities of the Madrigal Singers. The meetings will be scheduled by the Board, and notifications and agendas will be published on the website and sent to Active Members at least one week prior to any scheduled meeting.
2. Trip Meeting: This meeting will be if there is a trip during the year. All relevant details of the trip will be presented. Trip committee members will report as necessary. Active Members and students will be required to attend.
3. Elections Meetings: The meeting will be held in conjunction with the last monthly meeting of the school year. Officers for the following year will be elected according to the procedures described in Section G., below.

#### **E. Procedures at Membership Meetings**

1. The agenda: will be followed in the order prepared for the meeting. By consent of those present, departures from the agenda may be made to move, delete, or add items. New items of substantial change should not, if possible, be put to a binding vote at the same meeting in which they were added to the agenda.
2. Quorum: For the legitimate (binding) conduct of business at any meeting, the number of those attending must be Active Members reflecting 50% plus one of the Madrigal Singers. This calculation is based on the Active Members having one vote per Madrigal Singer from their family.
3. Parliamentary Procedure: "Robert's Rules of Order" will serve as a guide for conducting meeting.
4. Voting: Each family shall have one vote per Madrigal. Votes are not binding unless a quorum is in attendance. Proxy votes may be given to any Board member in case of absence.
5. Proxy: For motions and elections of known content or candidates, signed proxies may be carried only when the motion reaches a vote without substantial amendment. A proxy may be carried by any board member.

#### **F. Responsibility of the Board of Directors**

1. The Business of the corporation shall be managed by the Board of Directors.
2. The Board shall meet approximately monthly in between Membership Meetings, and at such other times as may be called by the President.
3. The Board shall propose an annual budget for the Active Members' approval. The Treasurer will provide at monthly Membership Meetings a profit and loss statement for review and approval.
4. Funds will be expended by the Board of Directors consistent with the approved budget. Discretionary spending in deviation of the budget or in advance of approval of the annual budget may be approved as dictated by immediate needs by collective consent of the Executive Committee and the Auditor. Any such discretionary spending shall be disclosed to the Membership at the next Membership Meeting.

#### **G. Selection of Officers and Chairs**

1. Eligibility: In accordance with objective B above, Active Members, both incoming and current, are eligible for all offices.

2. Updating and Circulation of Job Descriptions: The Job Description of each Officer's and Chair's responsibilities shall be reviewed by each officer/Chair for accuracy, and proposed updates shall be made as appropriate, in consultation with the President, at least 60 days before the Elections Meeting. The President will provide the updated Job Descriptions to the Nominating Committee, who will give the descriptions to all current and incoming Active Members, at least 30 days before the elections meeting. In addition, each Officer and Committee Chair will maintain a binder of the year's work to assist new position holders with their duties in the coming year, which shall be shared with any interested potential candidate.

3. Officers

- a) The Nominating Committee shall consist of the Madrigal Director, current President, and one parent representative from each section, to be selected at a spring meeting. The Nominating Committee will elect a member from within this committee to assume the role of chair.
- b) At least 30 days before publishing a list of candidates, the Secretary of the Board shall request that members who are interested in running for any office should indicate their interest, in writing, to the Nominating Committee chair.
- c) Nominations may also be made from the floor at the May Membership Meeting (hereafter termed the Elections Meeting).
- d) The Elections Meeting shall include all current Active Members plus incoming Active Members for the following year.
- e) Officers may be elected by acclamation if there is no second candidate. If there are two nominees, the majority vote of the current and incoming Active Members (or those represented by proxy), will elect by secret ballot. The majority winner is then elected. The Madrigal Director may vote to break ties.
- f) The term of Office for all officer positions with the exception of Treasurer will run from the day of the Davis Senior High School graduation of the current year to the graduation day of the next school year, unless there is a summer trip in which case the outgoing terms shall be extended until return from the trip for purposes of managing the organization during the trip. The term of the office for the position of Treasurer will run from the day of Davis Senior High graduation of the current year through to August 31 of the next graduation year. It is the role of the outgoing treasurer to work jointly with the incoming treasurer to ensure the smooth transition of financial accounting through the end of the fiscal year ending August 31<sup>st</sup>.
- g) In the event that one of the Officer positions is vacated prior to the completion of the term of office, the remaining board members may appoint a successor, or depending upon timing, may choose to call a special election to fill the remaining term of the vacant position.

4. Committee Chairs

- a) The Fundraising Coordinator will ask for and collect sign-ups for the positions of Chairs and Assistants at the Elections Meeting, or as soon thereafter as possible.
- b) The terms of office for Chairs will be the same as for Officers other than the Treasurer.

5. Other Positions

- a) The President will prepare a list of jobs and will have sign-ups at the election meeting and subsequent meetings. Volunteers will be automatically appointed; any open jobs may be filled by assignment by the Board.
- b) All Madrigal families are expected to help in the running of the program. Jobs have been designed to accommodate those who cannot attend meetings, those who wish to work on a committee, and those who wish to work alone.

H. Amendments to the Bylaws

Amendments to the Bylaws must be announced and published two weeks prior to a meeting and passed by a 2/3 vote of those present after a quorum has been established.


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Approved by the Active Membership on August 29, 2019.



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Michael J. Levy,  
President/Parent Coordinator



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Amy S. Kapatkin,  
Secretary