

# **Westernaires Chorus of Sun City West**

## **BYLAWS**

### **Article I – General**

**Section A** - The name of this unincorporated organization shall be the Westernaires Chorus of Sun City West (Club).

**Section B** - The purpose of this organization is to sing choral literature as musically and technically accurate as possible and to promote music education and entertainment for the benefit of the community.

**Section C** - These Bylaws will fully comply with the Recreation Centers of Sun City West, Inc., Articles of Incorporation, Association Bylaws, and Rules, Regulations and Procedures (RR&Ps) for Chartered Clubs. In the event of a conflict between these Bylaws and the above stated governing documents of the Recreation Centers, the Recreation Centers' document shall prevail.

**Section D** - This Club shall be chartered by the Recreation Centers of Sun City West and operated exclusively as a nonprofit charitable and/or educational organization in accordance with Section 501(c)(3) of the Internal Revenue Code, Arizona laws, and Club bylaws.

### **Article II – Membership**

**Section A** - Membership shall be open to all members in good standing of the Recreation Centers.

**Section B** - There shall be no other precondition for membership, nor will members be required to join any national, state, or regionally affiliated organization.

**Section C** - Guest Privileges are specified in the RR&Ps Chapter 3, Article II.

1. Non-Recreation Card Holders may not be given more privileges than a Recreation Card Holder.
2. A Recreation Card Holder may attend rehearsal, as a non-participating guest, no more than twice before beginning the process of becoming a member. A Non-Recreation Card Holder may attend rehearsals as a guest no more than twice in a year.

#### **Section D – Dues**

1. The amount of dues for each member will be determined annually on the recommendations of the Club Board and approved by a majority vote of the Club members attending the meeting after a quorum<sup>1</sup> has been established.
2. Dues shall be payable in January of each year. Members joining after June 30 shall pay one-half (1/2) of the annual dues.

**Section E – Maintaining a Club Charter:**

Chartered Clubs must meet a membership participation rate of 75% as measured by monthly CR-4 (Monthly Participation Report) and annual CR-15 (Membership Report).

1. Membership participation is the action of taking part in club activities.
2. 75% of a clubs' membership must have participated in club activities at least once within annual membership period.
3. Clubs are responsible for recording individual member participation.
4. A Club Charter is dependent on club membership, membership participation and longevity of existing Club Charter.

**Section F – Each club member is responsible for monitoring at club facilities per club bylaws.**

**Section G – The club board initiates periodic (at least annual) reviews of Club memberships to ensure all its members are valid Recreation Card Holders.**

**Section H - Member Conduct: Members who threaten the safety of themselves or others, are abusive, blatantly create turmoil, disruption, or dissension among club members, clubs, or the Association in general may have their club membership temporarily suspended (up to two (2) weeks) by the club.**

*IMPORTANT:* All disciplinary actions must be approved by the Club Board (majority vote 51%), member notified within 5 business days of infraction, documented in club records including CR-16 (scwclubs.com) and copies forwarded to the Recreation Activities Manager and Chartered Clubs Committee Chair.

1. Verbal warning to member from the Club President and a Board Member sharing details of incident and violation.
2. Written warning from the Club Board documenting details of incident and violation.
3. Written notice from the Club Board of temporary club suspension (maximum of two (2) weeks).
  - a. Member may appeal a suspension with written notice to the Club Board, Recreation Activities Manager and Chartered Clubs Committee Chair.
  - b. Appeal will pause suspension until ruling, member rights and privileges continue until ruling complete.

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Quorum<sup>1</sup> is the minimum attendance at a Club membership meeting necessary to conduct elections, approve bylaws, approve budgets, or conduct other Club business that requires a vote. A quorum shall be ten (10) percent of the Club membership. However, a quorum requirement cannot be less than 20 members or more than 100 members.

c. Appeal is heard at a scheduled meeting with Recreation Activities Manager, Chartered Clubs Committee Chair & other individuals approved by the Recreation Activities Manager.

- 1) Member in question and Club President or presiding officer shall present their case.
- 2) Ruling will be made based on majority consensus
- 3) Recreation Activities Manager will forward appeal ruling to Club Board and Member.

d. Member may appeal ruling by written notice to the Recreation Activities Manager requesting a hearing with the Governing Board. Request is forwarded to the General Manager. Further disciplinary action requests by a Club Board shall be forwarded to the General Manager by the Recreation Activities Manager with a copy of the disciplinary actions to date.

- 1) General Manager may suspend a member up to sixty (60) days.
- 2) Club termination may be recommended by the General Manager to the Governing Board.
- 3) Severe cases of adverse Club Member behavior may be cause for suspension of Association membership rights and privileges (i.e., suspension of the RCSCW Recreation Card).

e. Any suspension or termination of club membership or Association rights and privileges may be recommended to the Governing Board by the General Manager following the same Process of Revocation procedures as described in RR&Ps Chapter Article VII, C after completion of procedures listed above.

**NOTE:** Infractions addressed and corrected immediately do not require further action or documentation. Infractions which result in county or legal involvement (i.e., physical altercation) will move directly to the General Manager for recommendation to the Governing Board.

**IMPORTANT:** Membership Policy Statement M02 Suspension of Membership, 3.2.1:  
Failing to attend the hearing or informing the Governing Board that the person will not attend, shall be considered an expression of "no contest" by the person. In such an event, the Governing Board may accept all reports and testimony as true.

### **Article III - Officers**

**Section A** - The Club Board shall consist of (at a minimum) four officers: President, Vice President, Secretary, and Treasurer.

**Section B** - Newly elected or appointed officers, within fourteen (14) business days of taking office, shall attest that they have read and understand the Association's Rules, Regulations and Procedures for Chartered Clubs by signing the Form CR-5 (New Club Officers and Rules, Regulations and Procedures for Chartered Club Affirmation Report) and forwarding it to the office of the Recreation Activities Manager.

**Section C** - The Club Board shall be elected by a majority vote of those present at the Club's annual membership election meeting after a quorum is established. The elected officers shall serve without compensation. An officer normally may not serve as an independent contractor (see the RR&Ps, Chapter 4, Article VI, L.).

1. The Club Board shall be elected from nominees submitted by the Nomination Committee or any other persons nominated by a member at the meeting. The Club Board may meet at any time upon call of the President, with all current members present or upon seven (7) days written notice from any two (2) members of the Board. It may approve, initiate, review or revise any action taken by the Executive Committee. It shall also, after due consideration take appropriate action in disciplinary proceedings.

2. The Executive Committee shall consist of the Club Board combined with the following appointed members: Soprano, Alto, Tenor and Baritone/Bass Section Leaders, Music-Director and committee chairs. Once approved, the appointed members continue to serve until a successor is named. This is normally done at the first Club Board meeting of each year but may be done at any time. The Immediate Past President shall be an ex-officio (non-voting) member of the committee for not more than the 12-month period after leaving office as President.

3. The Club Board shall have the authority to enter into contracts with Independent Contractors, including but not limited to the Theater Manager, Music Director, accompanist(s), sound and/or lighting technician(s), guest artists, et al. These parties shall comply with the Recreation Centers RR&Ps and be submitted for their approval.

**Section D** - Terms of office: The terms of office of the Club Board and Executive Committee are one calendar year or until their successors are elected. The Club Board is eligible to be re-elected.

**Section E** - The responsibilities of the Officers and Executive Committee include:

1. **President:** Presides at all meetings; exercises general supervision and direction of the organization's affairs and activities; is the spokesperson between the Club Board and the Executive Committee and the general membership; is responsible for getting monthly attendance reports to the Recreation Center; is responsible to submit the annual CR-15 membership report to the Recreation Activities Manager by Feb 1 of each year; appoints the members of the Executive Committee with the exception of the Musical Director and Elected Officers; represents the Chorus on the Stardust Theater Council or appoints a member of the Club Board to represent the group.

2. **Vice-President:** In the absence or inability of the President, the Vice President performs the duties of the President with the same authority; and otherwise performs assignments as requested by the President. The Vice President is responsible for the spring and fall shows and, as such, establishes duties, appoints coordinators, and supervises their performances.

3. **Secretary:** The Secretary keeps minutes of all Club Board, Executive Committee and membership meetings, submits written minutes of all meetings, and permanently maintains vital and historic documents, (i.e. minutes, Rec Center charter certificate, IRS letter of exemption, bylaws, etc.).

4. **Treasurer:** The Treasurer collects all revenues; deposits all monies belonging to the Chorus; pays all bills authorized by the Budget and in accordance with any procedures established by the Club

Board; keeps careful records of receipts and disbursements by appropriate accounts; renders an oral financial report to the membership and a written report to the Executive Committee at least quarterly; submits Form CR-7 (Annual Financial Statement) to the office of the Recreation Activities Manager by February 1 for the preceding calendar year. In conjunction with the Club Board, the Treasurer shall establish an Annual Budget, with such reserve accounts as deemed necessary. After it is approved by the Club Board, it shall be submitted to the general membership for approval and amendment, if necessary, in February of each year. Adoption of the Budget shall constitute approval by the membership of all expenditures authorized in the Budget. Amendments to the Budget may be submitted by the Club Board for membership approval any time they are deemed necessary.

**5. Executive Committee:** The Executive Committee shall have the authority to establish duties and guidelines for committees and approve, initiate, review or revise any committee actions. It shall make decisions regarding rehearsals, performances and such other similar matters giving due consideration to the general membership. In addition to its specific duties, the Executive Committee shall generally handle the business of the Club, subject to the Club Board's authority.

**Section F -** In the event of a vacancy on the Executive Committee, including elected officers, the remaining members of the Club Board shall have the authority to fill the vacancy for the unexpired term.

**Section G - Impeachment.** To impeach an officer or fill a vacancy, Roberts Rules of Order must be followed. If the impeachment is successful, the election of a new officer must follow immediately.

**Section H -** It is the responsibility of the Club President to pass the RR&P book on to their successor.

## **Article IV - Meetings**

### **Section A - Frequency of Meetings:**

1. **General Membership:** There will be at least four (4) regular general membership meetings per year – September, November (election of officers), January, and March. These general and special meetings shall be announced at least three (3) in advance by the President.
2. **Executive Committee:** The Executive Committee shall meet at least quarterly.

### **Section B - Provisions for Calling and Recording Meetings:**

1. Minutes will be taken by the secretary to document all business sessions and approved by the club president. Minutes, as well as other pertinent administrative records will be retained for a period of three (3) years. Minutes should be available to membership before the next meeting.
2. For a grievance or reasonable cause, how many members are necessary to require the board to call a special meeting? A fourteen (14) notice must be given to all members if a meeting is called. Can the president, board, or both call for a special meeting?  
Special membership meetings may be called by the President or the Club Board by announcements at a regular practice session, or by mail, at least fourteen (14) days in advance. Executive Committee meetings may be held at any time all members are present or may be called by the president or any

two (2) members thereof by three (3) days' notice to individual Executive Committee members. For a grievance or reasonable cause, a minimum of five (5) club members are necessary to require the Board to call a special membership meeting.

**Section C - Voting and Quorum Requirements:**

1. Club Board Meeting - A quorum is a simple majority of the board.
2. Membership Meetings- A quorum is the minimum attendance at a club membership meeting necessary to conduct elections, to approve bylaws, to approve budget, or to conduct other club business. There will be no proxy votes. The required majority must be of those present at a meeting to specifically called for such purpose. A simple majority is required for all issues except bylaws. To approve bylaws, a two-thirds (2/3) majority is required. A quorum shall be ten (10) percent of the club membership; however, it cannot be less than twenty (20) members. A club could have excess of 100 members at a meeting but the top requirement is 100.
3. Voting may be done in person, by paper ballot, or any generally accepted other technologically assisted solutions and retained in club records.
4. Reference Robert's Rules of Order for assistance in parliamentary procedures. Please note that stated bylaws take precedence over Robert's Rules, i.e., anything not stated in bylaws shall be referred to Robert's Rules for parliamentary procedures.
5. Minutes will be taken by the secretary to document all business sessions and approved by the Club President. Minutes of all meetings as well as pertinent administrative records shall be retained for a period of three (3) years (prior to current year). Minutes should be available to the membership before the next general meeting.
6. Special membership meetings may be called by the President or the Club Board by announcements at a regular practice session, or by mail, at least fourteen (14) days in advance. Executive Committee meetings may be held at any time all members are present or may be called by the president or any two (2) members thereof by three (3) days' notice to individual Executive Committee members.
7. For a grievance or reasonable cause, a minimum of five (5) club members are necessary to require the Board to call a special membership meeting.

**Section D: Voting and Quorum Requirements**

1. Required quorums for Club Board or Executive Committee meetings are a simple majority of those members eligible to vote.
2. With the exception of the approval of Bylaws, which requires a 2/3 majority, passage of motions at all meetings requires a simple majority of those present and eligible to vote once a quorum has been established. There can be no proxy votes. The required majority must be of those present at a meeting specifically called for such purpose.

## **Article V - Financial**

**Section A** – The 12-month fiscal, program, and membership year of the Club shall commence on January 1.

**Section B** - Financial records shall be retained for a period of seven (7) years (prior to current year).

**Section C** - All disbursements must be authorized by accounts provided in the Budget. If so authorized, disbursements of \$500 or less require only the signature of one of the elected officers in accordance with any procedures established by the Executive Committee. Expenditures over \$500 require the signatures of two (2) of the elected officers. Only expenditures of \$25 or less can be paid by petty cash (see RR&Ps, Chapter 4, Article V, B, 4).

**Section D** - No club member shall receive any compensation or financial award from club funds for contributions or service to the club. The only exception is when a member has an independent contractor agreement previously approved by the Recreation Center Activity Manager.

**Section E** - Financial records must be audited on a yearly basis by individuals other than those elected to the Club Board. The results of the Report of Audit will be presented to the general membership and duly recorded in the applicable minutes of such meeting. A copy will be provided to the office of the Recreation Activities Manager.

**Section F** - Any commercial advertising or flyers of club activities must be in compliance with Association policies.

**Section G** - Contracts with independent contractors will be handled in compliance with the RR&Ps. Each contract must be renewed on a yearly basis and a copy of each sent to the Recreation Activities Manager for approval.

**Section H** - All Club equipment with a unit price exceeding \$300 shall be inventoried each year during the month of December using the Equipment Inventory list provided by the Recreation Centers' Finance Department. The original inventory shall be submitted to the Recreation Activities Manager no later than December 31. A file copy shall be maintained by the Club.

**NOTE:** In order that sheet music will be covered by the Recreation Centers' insurance, a Simplified Inventory Record of the sheet music shall be kept. A copy shall be submitted to the Recreation Activities Manager along with the Equipment Inventory list, and a copy maintained by the Club.

## **Article VI - Committees**

**Section A** - Committees and chairs are appointed by the President as deemed necessary to accomplish the purpose and programs of the Club.

**Section B** - The President shall appoint a Safety Monitor who shall monitor and immediately report any hazards in the rehearsal and performing spaces to the President and Facility Supervisor.

**Section C** - The President shall annually appoint members who are not officers or chairs to review Club finances and submit their report to the general membership in February for the preceding fiscal year.

**Section D** - A Nominations Committee shall be appointed in September by the President to comprise at least one member from each vocal section of the Club to develop a proposed slate of officer candidates for the ensuing year. The Committee shall select candidates, obtain their consent, and present their names to the general membership in October for approval by the general membership during its November meeting.

### **Article VII - Amendments**

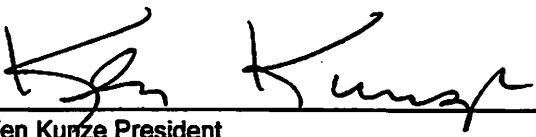
To amend the Bylaws of this Club requires a two-thirds vote of the membership present at a meeting specifically called for such purpose, a quorum being present.

Procedures for filing amendments(s) are as follows:

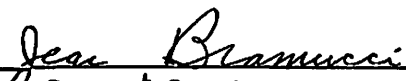
1. The Recreation Centers' Recreation Activities Manager shall review the proposed amendments prior to submittal to the Club Membership.
2. Proposed amendments shall be well publicized to the membership one (1) month prior to the vote. All amendments must be voted upon and approved by a quorum of the membership.
3. A complete revised set of the Club's Bylaws will be submitted to the Recreation Centers' Recreation Activities Manager for final review. The amended Bylaws require the approval of the Recreation Centers' General Manager prior to implementation. The results and date of the membership vote should be duly noted on the submittal document.

### **Article VIII - Dissolution**

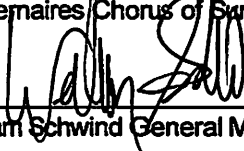
Prior to Club dissolution and after all debts are satisfied, all property and assets shall be turned over to another 501(c)(3) non-profit organization.

  
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Ken Kunze President  
Westemaires Chorus of Sun City West

February 10, 2022  
Date

  
\_\_\_\_\_  
Jean Bramucci, Secretary  
Westemaires Chorus of Sun City West

February 10, 2022  
Date

  
\_\_\_\_\_  
William Schwind General Manager

2-14-22  
Date