

Except as provided in Article II.A.4, these By-Laws, upon adoption, shall supersede all prior By-Laws and amendments thereto.

## **Article I. Purpose**

The purpose of the Corporation is to perform and promote music composed for a men's chorus. This purpose specifically includes the creation and continuation of the Washington Men's Camerata ("the Group") for singing, performing, promoting, and preserving such music.

## **Article II. Directors and Officers**

### *A. The Board of Directors*

#### *OVERALL ROLE AND POWERS OF BOARD*

- *Membership.* There shall be seven elected members of the Board of Directors ("the Board") drawn from the singing membership. Each elected member of the Board must meet all of the requirements for membership in the Group described elsewhere in these By-Laws.
- *Election.* Board members shall be elected by a majority of members of the Group who are present and voting at the annual meeting of the Corporation. In even-numbered years, four persons shall be elected to the Board; in odd-numbered years, three persons shall be elected to the Board. No person may be elected to the Board unless the following procedures have been followed, except to fill a vacancy, in which case the Board may appoint a substitute Board member in the manner prescribed elsewhere in these By-Laws.
  - At a rehearsal which takes place at least three weeks before the annual meeting, the President or a designated Board member shall announce to the members of the Group that an election to the Board shall take place at the next annual meeting. Any volunteer member of the Group shall be eligible for election to the Board, including all incumbent members of the Board. Any member of the Group may nominate himself or any other member of the Group for membership on the Board. During that rehearsal, the President and any Board member or members authorized by the President shall accept such nominations. Before the end of the next rehearsal, the President or other authorized Board member shall announce the names of those who have been nominated.
  - The same procedures shall be followed at one or more subsequent rehearsals.

- The President and Vice President shall also accept nominations to the Board at any other time after the first announcement has been made, until the nominations have been closed.
- If there is a rehearsal on the seventh day before the annual meeting, the nominations shall close at the end of that rehearsal; otherwise the nominations shall close at 11:00 p.m. on that day. No person shall be elected to the Board unless he has been nominated in the manner prescribed above.
- At the rehearsal prior to the Annual Meeting, candidates will be given the opportunity to speak on their qualifications and interests in serving.
- *Tenure.* Each elected Board member shall serve a term of two years. That term shall begin on the first day of June next following the date of his election and shall continue until he resigns from the Board, resigns from the Group, dies, or is otherwise unable to perform the duties of his office.
- *Immediate Past President.* In addition to the elected Board members, the person who has most recently served as President of the Corporation shall be eligible, at his option, to continue as a non-voting Board member for a period not to exceed one year from the date on which his term as President ended. If he declines to serve, the Board shall not appoint any other person to fill his position.
- *Meetings.* An annual schedule of Board meetings shall be agreed upon by the Board and posted on the Camerata website. In addition, a special meeting of the Board may be called by any Board member for any purpose. Notice shall be given to all Board members in writing at least ten days before any such special meeting is to be held, unless all the members of the Board who attend the meeting waive this requirement in writing. Any action that may properly be taken by the Board at a regularly scheduled meeting may be taken by the Board at a special meeting if all Board members present approve that action in writing.
- At any meeting of the Board, four elected members shall constitute a quorum.
- *Delegation.* The Board, by majority vote, may delegate to the Executive Committee any powers allotted to it either in these By-Laws or in accordance with applicable law, except that the Board shall not delegate the following decisions to the Executive Committee:
  - Decisions to employ, or terminate the employment of, any person hired by the Corporation or the Group;
  - Decisions to appoint officers of the Corporation;
  - Decisions either to merge the Corporation or to dissolve it; and
  - Decisions to appoint a substitute Board member.
- *Substitute Board Members.* In the event that a Board member, other than the Immediate Past President, is unable, for any reason, to complete the term to which he was elected or appointed, the Board shall appoint a substitute Board member. Such appointment shall be

made at a regularly scheduled meeting or a properly called special meeting by a majority of the Board members remaining, except that in case of a tie, the President shall cast the deciding vote. Any substitute Board member appointed by this method shall serve the remainder of the unexpired term of the member he has replaced.

- *Public Board Members.* Public Board Members. The elected members of the Board, by majority vote, and notwithstanding Article II.A.2 of these By-Laws, may appoint not more than six additional persons to the Board on recommendation of the President. The term of each person so appointed shall expire on the thirtieth day of June in the second year after appointment. Each person so appointed may be reappointed to additional terms by majority vote of the Board. Each person so appointed shall have the powers, responsibilities, and authority of any elected Board member, as set forth elsewhere in these By-Laws, and may vote on any matter that comes before the Board during that person's term of office.

### B. *The Executive Committee*

- The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. In addition, unless a majority of the Board disapproves, the Managing Director, or such other person as the Board may designate under Article IV.D of these By-Laws, may serve as a non-voting member of the Executive Committee. The Executive Committee shall have power to take all actions properly delegated to it by the Board.
- No action may be taken by the Executive Committee unless it receives the consent of a majority of members of the Executive Committee. If a member of the Executive Committee disagrees with any such action, he may raise the question at the next meeting of the Board. Only a majority of the Board may overrule or nullify the proposed action.

### C. *Officers and Appointees*

- *Officers.* The Corporation shall have four officers: President, Vice President, Secretary, and Treasurer. No person shall hold more than one such office at any time. The officers shall be chosen annually by majority vote of the Board at its first meeting in the month of June, or as soon as possible thereafter. Each officer shall take office immediately upon election and shall remain in office until his successor has been chosen. The President and the Vice President shall both be members of the Board. The Secretary and the Treasurer may be, but are not required to be, members of the Board, but they both shall be members of the

Group and non-voting *ex officio* members of the Board if they have not been elected to the Board. If any officer resigns from his office or from the Board, resigns from the Group, dies, or becomes unable to perform the duties of his office, the Board shall select a replacement to serve the balance of his term.

- *President.* The President shall be the highest elected officer of the Corporation and serve as Chair of the Board of Directors. In addition to the powers enumerated elsewhere in these By-Laws, the President shall supervise the activities of the Corporation, oversee its employees, and coordinate the activities of other officers and of members appointed to perform specific tasks. He shall preside over all meetings of the Board and all annual or special meetings of the Corporation. He shall also serve as the spokesman of the Corporation to the public at large.
- *Vice President.* If the President is absent or otherwise unable to perform his duties, the Vice President shall serve temporarily as Acting President. In addition, the President may delegate to the Vice President such presidential duties as he may deem appropriate, subject to the approval of a majority of the Board.
- *Secretary.* The Secretary shall keep the records of the Corporation and an official list of its members. For all meetings of the Board, he shall keep the minutes and a record of all resolutions and other matters voted upon by the Board. Attendance at rehearsals, concerts, and other group functions shall be maintained in a method approved by the Board. For meetings of the membership, the Secretary shall keep a record of the proceedings.
- *Treasurer.* The Treasurer shall be the Chief Financial Officer of the Corporation. He shall oversee all funds, receipts, and disbursements and shall keep a record of all monetary receipts and expenditures of the Corporation. He shall maintain a bank account and investment accounts for the Corporation and, at the request of any member of the Board or of the Executive Committee, shall furnish information on the finances of the Corporation. If the Board establishes a Finance Committee, he shall serve *ex officio* as its Chairman. The Treasurer may request the appointment of, and the Board may appoint, one or more Assistant Treasurers. Any Assistant Treasurer may, but need not, be a member of the Board. In the event that the Treasurer or Managing Director are directed by the Board to make disbursements for which the Corporation has insufficient funds, they shall not be held harmless by the Corporation unless they have declared at the time of the disbursement that funds were insufficient to meet those obligations.
- *Appointees.* The Board at any time may appoint any member of the Group to perform any other tasks for the Group or the Corporation, such as Librarian, Concert Manager, Chorus Administrator, or General Counsel. The Board may also appoint one or more members of the Group to serve as Section Leaders or Assistant Section Leaders. The duties of all such persons shall be determined by the Board, and such persons shall be accountable to the

Board for the performance of their duties. Any person appointed to be the General Counsel must be a member of the District of Columbia Bar.

- *Committees.* The Board may appoint one or more committees to perform such duties as the Board may direct. Any member of the Board and any member of the Group shall be eligible to serve on one or more such committees and the Board may appoint non-members of the Group with pertinent skills to Committees. In establishing any committee, the Board by resolution shall prescribe its duties and responsibilities and shall provide for such committee reports as the Board may deem appropriate.

### **Article III. Membership**

#### *A. Generally*

Membership in the Corporation is open to all persons who meet the qualifications for membership and who continue to perform the duties and responsibilities of membership. All members of the Corporation are members of the Group.

Neither the Washington Men's Camerata, Inc., nor any person or persons acting on its behalf, shall discriminate on the basis of any person's race, sex, skin color, religion, age, national origin, physical handicap other than vocal impairment, or sexual orientation. In these By-Laws, any use of the masculine gender to describe a person expressly includes any person who meets that description without regard to gender.

#### *B. Auditions*

Auditions may be held by the Artistic Director at any time, subject to the general oversight of the Board.

#### *C. Qualifications*

In order to become a member, an individual must demonstrate, to the satisfaction of the Artistic Director, the vocal and musical skills required to participate in the Group.

*D. Term*

Any person who has been selected for membership and continues to meet the requirements of membership shall remain a member of the Group until the end of the concert season, which in most years is approximately the beginning of June. The Artistic Director may dismiss a member on artistic grounds, and may ask him to reaudition in order to demonstrate his musical skills or his knowledge of the works that will be performed by the Group in any forthcoming concert.

If a member fails to meet other requirements, including attendance requirements, the Board in its discretion, by majority vote, may dismiss him from the Group, thereby terminating his membership. If such person is also a member of the Board, a majority of the remaining Board members shall decide whether he shall remain a member of the Board; in case of a tie, the President shall cast the deciding vote. At any time, the Board may reinstate or refuse to reinstate the membership of any such person who has previously qualified for membership. If reinstated, the person shall remain a member until the end of the concert season, provided that he continues to meet the requirements of membership.

*E. Attendance*

It is expected that every member shall attend every rehearsal, performance, and recording session of the Group. With that expectation in mind, the Board shall establish and promulgate a written attendance policy, which shall include a statement of the consequences of a member's failure to abide by that policy.

*F. Dues*

Unless the Board decides otherwise, each member shall pay annual dues to the Group, in an amount to be determined by the Board. In case of hardship, the President or the Treasurer may waive the payment of dues by any member of the Group.

**Article IV. Employees and Contractors**

The Board, by majority vote, may employ, or contract with, persons to serve as Artistic Director, Collaborative Pianist, and Associate Conductor of the Group. No person may serve in more than one of these positions at the same time, except that one person may serve simultaneously as both Collaborative Pianist and Associate Conductor. The Board, by majority vote, may also employ, or contract with, a Managing Director or General Manager and such other supporting staff as it deems appropriate from time to time. The President is authorized to negotiate terms of employment, including the length of any employment contract, with any employee or prospective employee, subject to ratification by the Board. The Board may authorize any other Board member or members to assist the President in such negotiations. The Board shall conduct annual performance evaluations of paid staff.

*A. The Artistic Director*

The Artistic Director shall have sole responsibility for conducting all rehearsals, concerts, and recording sessions. The Artistic Director shall have authority to select repertoire, subject to the advice and consent of the Board, and to hire and supervise additional musicians, subject to Board consent. In its discretion, the Board by majority vote may also delegate any other musical responsibilities to the Artistic Director. The Artistic Director's responsibilities will be enumerated in a contract.

*B. The Collaborative Pianist*

During rehearsals, the Collaborative Pianist shall play the piano to assist the members in learning the music selected for performance. The Collaborative Pianist may also accompany the Group in concerts, at the discretion of the Artistic Director.

*C. The Associate Conductor*

When the Artistic Music Director is absent from a rehearsal, the Associate Conductor or Collaborative Pianist shall conduct the rehearsal. In their discretion, the Music Director, the Board, or both may delegate additional duties to the Associate Conductor.

#### *D. The Managing Director*

The Managing Director, or such other person as the Board may designate, shall manage the office of the Corporation and shall perform such other duties as the Board may direct. The Board may authorize the President to assign additional duties to the Executive Director. The Managing Director's responsibilities shall be enumerated in a contract.

#### *E. Paid Singers*

The Board and Artistic Director may engage some number of paid singers to supplement the volunteer membership in furtherance of the musical quality of the Group.

### **Article V. Rehearsals, Concerts, and Recording Sessions**

#### *A. Rehearsals and Concerts*

The Board, in consultation with the Artistic Director, shall establish a schedule of rehearsals and concerts and shall publish that schedule to the members of the Group. Each member shall be responsible for his own attendance at all rehearsals, concerts, and recording sessions, consistent with the attendance policy established by the Board.

#### *B. Recording Sessions*

The Board, in consultation with the Artistic Director, from time to time may agree to make commercial recordings of its repertoire. The President, or any other Board member or the Managing Director as designated by a majority of the Board, is authorized to negotiate such agreements as may be necessary with recording companies, other musicians, recording engineers or technicians, or any other persons who may be involved in any such recording project, subject to ratification by the Board.

## Article VI. Meetings

### A. Annual Meetings

- *Date.* Once a year, during the month of April, the Board shall convene the membership for the annual meeting of the Corporation. 51% of the volunteer membership shall constitute a quorum at the annual meeting.
- *Election of Board Members.* At the annual meeting, the members of the Corporation shall elect from among the membership persons to serve on the Board of Directors, to be chosen from among those who have been nominated according to the procedures set forth elsewhere in these By-Laws. In any ballot no member shall cast more than one vote for any candidate; there shall be no cumulative voting. In case of a tie, there shall be one or more runoff ballots, as necessary, until all the vacant seats on the Board have been filled. The consent of a majority of those entitled to vote who are present and voting shall be necessary for any person to be elected to the Board. Paid singers are not eligible to vote in the Group's elections. Absentee ballots shall not be permitted.
- *Other Actions.* The membership may also take such other actions at the annual meeting as may be authorized by law, consistent with these By-Laws.
- *Notice.* Notice to the membership of an annual or special meeting may be given in writing or orally at a rehearsal. If the President or Vice President, or a designated Board member, gives oral notice of any meeting at three regularly scheduled rehearsals, each within forty-five days before the scheduled meeting, then a written notice shall not be required. If notice is given in writing, it shall be sent to each member, either by mail at the address listed in the Corporation's records or by electronic transmission to the member's electronic address listed in the Corporation's records.
- *Opening of Corporate Records.* At a rehearsal not more than thirty days before any annual or special meeting, the Secretary and Treasurer shall make all books, papers, and records pertaining to the immediately preceding year of operation of the Corporation available for inspection by any member. Those two officers shall also be available to answer any questions put to them during the inspection.

### B. Special Meetings

- *Convening.* A special meeting of the membership may be called by the Board at any time. In addition, if a petition, signed by at least twenty-five percent of the members of the Group, requests the Board to convene a special meeting, the Board, or the Executive

Committee acting for the Board, shall convene a special meeting within fourteen days from the date on which the President receives the petition. The petition shall state the reason the meeting is being requested.

- *Procedure.* At a special meeting, no decision may be made, and no action may be taken without the consent of one-half of the total membership. Any matter that may be acted upon at an annual meeting may be acted upon at a special meeting.

## **Article VII. Amendments to the By-Laws**

These By-Laws may be amended only by one of the following procedures:

- By the membership acting in an annual or special meeting, with the consent of at least one-half of the total membership; or
- By the unanimous consent of the Board of Directors. No amendment adopted by this second procedure shall be effective until fourteen days have elapsed after it has been approved by the Board and announced to the membership, either at two rehearsals or by written notice.

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These revised By-Laws were approved by the Board of Directors at its regular monthly meeting on April 8, 2026.

The revisions were announced to the membership at rehearsal, orally, April 22, 2026, and by written memorandum April 27, 2026.

These revised By-Laws became effective on May 11, 2026 in accordance with Article VII (b).