

Bylaws of The Voices of the Valley

Chapter 1: General Stipulations

- 1) The name of the society is “The Voices of the Valley” (hereinafter referred to as the “Choir”).
- 2) The registered address of the Choir is 1599 Heron Avenue, Sunnyvale, CA 94087.
- 3) The objectives of the Choir are:
 - a) To promote the standard of choral music among members.
 - b) To promote music appreciation among members and the general public.
 - c) To attain technical achievement and breakthrough in the musical field.
 - d) To organize and/or take part in concerts and performances, tours and media productions.
 - e) To rent or take on lease such premises as shall be deemed necessary or convenient for choir rehearsal purposes.
 - f) To accept and receive grants or subsidies from any one for any one of the objects of the Choir.
 - g) To take such steps as may from time to time be deemed expedient for the purpose of promoting contributions to the fund of the Choir.
 - h) To donate grants or subsidies to other non-profit organization to promote music appreciation.

Chapter 2: Members

- 4)
 - a) Any person who is interested in choral singing and is of good conduct may apply for membership of the Choir.
 - b) Membership is granted to any such person
 - i) who has completed such application form as the Choir shall require; and
 - ii) who has passed such audition test as the Choir shall require; and
 - iii) whose application is approved by the then Executive Committee; and
 - iv) who has passed a probation period for 2 months.
- 5) All members shall have equal rights and privileges, inter alia, as follows:
 - a) To participate in such activities as shall from time to time be arranged or organized by the Choir for the purpose of promoting all or any of the objectives set out herein.
 - b) To nominate, be nominated, elect and be elected, propose and vote during general meetings, with the exceptions to the election of the Chairperson and the Part Leaders. The Chairperson shall only be elected from among the Executive Committee Members who are holding offices in the year immediately preceding. The Part Leaders shall only be elected by members of their respective parts.
- 6) Every member shall, inter alia,
 - a) observe and comply with such regulations as shall from time to time be drawn by the Executive Committee and all resolutions passed or to be passed in general meetings.
 - b) pay to the choir an annual fee, by calendar year, according to the following schedule:
 - i) if his/her membership commenced during the calendar year, the fee shall be \$25
 - ii) if he/she has been a member through December 31 of the previous calendar year, the fee shall be \$20

Chapter 3: Organization, Function and Power

- 7) The supreme authority of the Choir shall be vested in the general meetings.
- 8) The Executive Committee shall consist of the following members, a Chairperson, a Vice Chairperson, an Executive Secretary, a Treasurer, a Public Relations Officer, a Librarian, and a Soprano Part Leader, an Alto Part Leader, a Tenor Part Leader and a Bass Part Leader (these four Part Leaders are herein referred to as "Part Leaders"), and where necessary, one past year representative to be appointed from and by the Executive Committee for the year immediately preceding.
- 9) The aforesaid offices are honorary and all the Executive Committee Members of the Choir shall serve gratis fratis. The term of office shall be one year and retiring Executive Committee Members may be re-elected. During his/her term, an Executive Committee Member may only hold one office.
- 10) Where any Executive Committee Member vacates his/her office during his/her term, the Choir in general meetings may appoint any member to fill such vacancy. The member so appointed shall be subject to retirement at the same time as if he/she has become an Executive Committee Member on the day on which the Executive Committee Member in whose place he/she is appointed was last elected as Executive Committee Member.
- 11) The Choir shall have a Music Director. The Music Director is not a member of the Choir, and his/her role is to take charge of all musical activities of the Choir including, but not limited to, the conducting of the Choir, design of music programs, and training of voices. The Music Director shall receive fees from the Choir for services rendered to the Choir.
- 12) The following functions and powers shall, inter alia, be vested in the general meetings.
 - a) To pass amendments, modification or additions to the Bylaws of the Choir.
 - b) To elect Executive Committee Members.
 - c) To consider and adopt the annual and financial reports of the Choir.
- 13) Subject to such limitations and directions as the Choir in general meetings shall provide, the following functions and powers shall, inter alia, be vested in the Executive Committee:
 - a) To manage the activities and daily affairs of the Choir and to arrange payments for all expenses thereby incurred.
 - b) To implement the resolutions passed by the Choir in general meetings.
 - c) To prepare an annual budget for the Choir.
 - d) From time to time to approve or disapprove members to participate in the performances of the Choir. Such a decision could result from, including but not limited to, the member's poor attendance to choir rehearsals and failure to comply with this Bylaws.
 - e) To search, nominate and vote for a new Music Director should a change in Music Director is needed.
- 14) The following functions and power shall, inter alia, be vested in the Executive Committee Members concerned:
 - a) The Chairperson shall, inter alia, represent the Choir, direct the various officers of the Executive Committee in their work, take overall charge of the running of the Choir and preside over all the meetings of the Choir.
 - b) The Vice Chairperson shall, inter alia, assist the Chairperson in his/her duties. In the absence of the Chairman, the Vice Chairman shall represent the Choir, direct the various officers of the Executive Committee in their work, take charge of the running of the Choir, and preside over meetings of the Choir.

- c) The Executive Secretary shall, inter alia, assist the Chairperson and Vice Chairperson in their duties, attend to all the secretarial works of the Choir, and compile the agenda and record the minutes of all meetings of the Choir.
- d) The Treasurer shall, inter alia, cause true accounts to be kept of the sums of money received and expended by the Choir, and the matters in respect of which such receipts and expenditure take place, and of the property, credits, assets and liabilities of the Choir and, subject to any reasonable restrictions as the time and manner of inspecting the same that may be imposed in accordance with regulations of the Choir for the time being in force, shall be open to the inspection of the members. Once in every year the accounts of the Choir shall be examined, and the correctness of the performance balance sheet ascertained by the Executive committee two weeks before the Annual General Meeting which such statement of accounts shall be presented for adoption.
- e) The Public Relations Officer shall, inter alia, take charge of all issues regarding public relations of the Choir.
- f) The Librarian shall, inter alia, take charge of all musical scores of the Choir.
- g) The Part Leaders shall, inter alia, take attendance of their respective parts and hold part rehearsals.

Chapter 4: General Meetings

- 15) An annual meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the Executive Committee.
- 16) All general meetings other than the one specified under article 15 shall be called Extraordinary General Meetings.
- 17) The Chairperson may, whenever he/she thinks fit, convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened at the request of over one half of the Executive Committee Members or over one third of the members of the Choir, in which case the Chairperson shall cause the meeting to be held within one month from the date of receipt of the request.
- 18) Whenever a general meeting is to be convened, the Executive Committee shall notify all members at least two weeks beforehand together with all proposals to be included in the agenda.
- 19) No business shall be transacted at any general meeting unless a quorum of the members is present at the time when the meeting proceeds to business; save as herein otherwise provided, at least one half of the members who shall be present either personally or by proxy shall be a quorum.
- 20) The Chairperson shall preside as chairperson at every general meeting of the Choir. Where the Chairperson is absent from a general meeting, the Vice Chairperson shall preside over the particular meeting.
- 21) At each general meeting the method of passing a resolution is by means of a simple majority on a show of hands.
- 22) In the case of an equality of votes, on a show of hands, the Chairperson shall be entitled to a casting vote or to lead a second vote.

Chapter 5: Executive Committee Meetings

- 23) The Executive Committee shall meet for the dispatch of matter concerning the Choir. Matters to be put to vote at any meeting shall be decided by majority of the votes . In case of an equality of votes the Chairperson shall have a casting vote or lead a second vote.
- 24) The quorum necessary for the Executive Committee meetings shall not be less than one half of the number of the Executive Committee Members for the time being holding office as such. Any Executive Committee Member may appoint such a proxy. A proxy must be an Executive Committee Member of the Choir.
- 25) The Chairperson shall preside at such meetings. Where the Chairperson is absent from such meeting, the Vice Chairperson shall preside over the particular meeting.

Chapter 6: Checks

- 26) All checks, drafts or orders for payment shall be signed by a minimum of two of the Executive Committee Members who have signature authority. The Executive Committee should inform the Choir as to the Executive Committee Members who have signature authority for a given year.

Chapter 7: Election

- 27) The Executive Committee Members, save and except the Chairperson, the Part Leaders and the past year representative as the case may be, shall be elected from amongst the members of the Choir during the Annual General Meeting.

Chapter 8: Awards and Penalties

- 28) The Executive Committee may, subject to the approval of the Choir in the general meetings, present letters of commendations to those members who have offered meritorious services to the Choir.
- 29) Members who commit any one or more of the following acts may, subject to the approval of the general meetings, be warned or expelled from the Choir by the Executive Committee:
 - a) Failure to observe or comply with this Bylaws or any of the resolutions passed by the Choir in general meetings.
 - b) Conviction of any criminal offense.
 - c) Unauthorized use of the name of the Choir in any unlawful acts or otherwise impacting the reputation of the Choir.
 - d) Failure to pay, upon demand, any of the fees specified hereof for at least three months.
 - e) Absence for at least two months without prior application to the Executive Committee for leave.
- 30) Fees already paid or donations made by any member who subsequently withdraws voluntarily or is expelled from the Choir shall not be refundable.
- 31) Where a member withdrawing or being expelled from the Choir is an Executive Committee Member, his/her office shall immediately be vacated upon such withdrawal or expulsion.

Chapter 9: Income of the Choir

- 32) The income of the Choir shall be applied solely towards the promotion of the objectives of the Choir as set forth herein, and saved.

Chapter 10: Debts and Liabilities

- 33) Any debts of the Choir in any financial year of the Choir shall be borne in equal shares by all the members of the term in which the debts are incurred.

Chapter 11: Dissolution

- 34) Any decision on dissolution of the Choir shall be made by the Choir in the general meeting.
- 35) Upon dissolution of the Choir, after the satisfaction of all its debts and liabilities, and property whatsoever, the money left shall not be paid to or distributed among the members of the Choir, but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of the Choir. Such institution or institutions shall prohibit the distribution of its or their income and property amongst its or their members. Such institution or institutions are to be determined by the members of the Choir before the time of dissolution.

Chapter 12: Amendment of the Bylaws

- 36) Any amendment, modification, alteration or addition to the Bylaws shall be passed by the general meetings.

Terence Choy, Chairperson

Alice Ko, Vice Chairperson