

Joyful Sound, Inc.
BYLAWS

ARTICLE I
Name and Objectives

Section 1 - The name of this (non-profit) organization shall be Joyful Sound, Inc. (hereafter referred to as Joyful Sound).

Section 2 - The objectives of this organization are as follows:

- 2.1 To promote the diverse art of handbell ringing in Central Indiana;
- 2.2 To develop educational opportunities for youth and adults to learn the art of handbell ringing;
- 2.3 To participate in handbell festivals, workshops, and retreats for the purpose of continually improving our ringing skills and technique;
- 2.4 To ring a wide variety of sacred and secular music;
- 2.5 To challenge ourselves and each other to grow musically, spiritually, and professionally in a creative, caring and nurturing atmosphere.
- 2.6 To serve our community and choir with professionalism, pride, and respect.

ARTICLE II
Membership

Membership in this organization shall be open to all qualified handbell ringers and at-large board members who are not handbell ringers but have an interest in the mission of Joyful Sound. Both types of members hereafter shall be referred to as members, without regard to age, ethnicity, sex or religious affiliation. Each member shall abide by the Articles of Incorporation, Bylaws, and other regulations and policies adopted by the organization. The President of the organization shall ensure that the various duties required by the organization are equitably divided among the membership.

Section 1 - Ringer Members of Joyful Sound:

1.1 Approval

- 1.1.1 New members shall be admitted in August of each year or when positions become available. Persons shall be admitted to the membership if they meet the audition criteria established by the Music Director. Failure to continue to demonstrate an adequate skill level shall be grounds for dismissal by the Music Director. Substitutes for performances or rehearsals may be made at the discretion of the Music Director if a ringer has not met rehearsal expectations.
- 1.1.2 Candidates for vacancies in the group will be subject to an informal audition at three consecutive rehearsals. The Music Director and the Assistant Music Director, if any, will make a recommendation to the Ringer Members of Joyful Sound. After the approval of a quorum of those members of Joyful Sound an invitation will be extended to candidates who qualified.

1.2 Attendance

The Secretary of the organization shall be responsible for keeping a record of attendance. Attendance for all rehearsals and performances is mandatory unless special arrangements have been made with the Music Director. In all cases, except for an emergency, the Music Director shall be notified of anticipated absences. In the case of an anticipated absence, the member is responsible for securing a pre-approved substitute. More than two unexcused absences per fiscal year will be grounds for dismissal. All members are expected to arrive on time for all rehearsals and performances. Excessive tardiness shall be adequate

grounds for dismissal. Excessive tardiness shall consist of 15 minutes late on more than three occasions within a fiscal year.

1.3 Leave of Absence

A leave of absence must be requested a minimum of one month before it is to begin, unless there are extenuating circumstances, as determined in the sole judgement of the Music Director. Members on leave shall not be required to pay their quarterly dues. In the event that the leave will last more than one quarter, the position is forfeited. If there are extenuating circumstances, as determined by the Music Director and the ringer is determined to be in good standing and wishes to rejoin, the ringer may be given first consideration when an opening is available.

1.4 Substitutes

The Secretary shall maintain a list of qualified substitute ringers who may be contacted in the event of a contemplated occasional absence or leave of absence of a Ringer Member. Substitute ringers may be considered for membership when vacancies occur and the approval process of Article II, Section 1.1 has been fulfilled.

1.5 Scheduling

Procedures for scheduling rehearsals and performances are as follows:

1.5.1 The Music Director shall establish a regular rehearsal schedule at the beginning of each fiscal year. Rehearsal time shall consist of a minimum of one and one half-hours of weekly music rehearsal. Additional meeting times may be scheduled as required. Rehearsals may be suspended at any time at the discretion of the Music Director.

1.5.2 All performances and schedule changes must be approved by simple majority of the quorum of Joyful Sound Ringer Members present at that meeting.

1.6 Membership Fee

Upon initial acceptance, each member shall pay a one-time Membership Fee as determined by the Board of Directors. Fees shall be payable within 45 days of acceptance into Joyful Sound and shall be non-refundable. Non-payment after 45 days shall be adequate grounds for dismissal.

1.7 Quarterly Dues

Each Ringer Member is required to pay dues each quarter as determined by the Board of Directors. The first month of each quarter shall be August, November, February and May. Dues will be considered late if not paid within the first month of each fiscal quarter. If dues are not paid within the first month of the fiscal quarter, a late fee equal to the amount of dues will be imposed.

Section 2 - At-Large Board Members

2.1 An At-Large Member may or may not be a ringer member, but has an interest in supporting the mission of Joyful Sound.

2.2 At-Large Board Members shall be eligible to serve on the Membership and Finance Committees (*See Appendix A and B*).

2.3 At-Large Board Members shall be entitled to vote for all elected positions.

Section 3 - General Membership

The General Membership, which shall consist of Ringer Members and At Large Members, may vote for all elected offices as well as any changes and amendments to the bylaws.

ARTICLE III
Election of Officers and Nomination Process

Section 1 - Elected Officers

The following officers and At-Large Members shall be elected by way of the nomination process: Vice President, Secretary and Treasurer, and up to three At-Large Members. Officers shall be Ringer Members of Joyful Sound. The first year the organization is formed and becomes operative, the President will be elected. In subsequent years the Vice-President will automatically succeed to the office of President.

Section 2 - Nominations

Nominations shall proceed as follows:

- 2.1. The President shall appoint a Nominating Committee in March, consisting of three active members.
- 2.2. The duty of the Nominating Committee shall be to nominate the Vice President, Secretary and Treasurer and At-Large members for the next administration. Suggestion of names to be considered for nominations may be submitted to the Nominating Committee by any member of Joyful Sound.
- 2.3. The report of the Nominating Committee shall be made 7 days prior to the annual election.
- 2.4. The slate of officers shall be voted upon at the first rehearsal in May by the General Membership.
- 2.5. Elected officers will take office at the beginning of the next fiscal year.
- 2.6. Following the first year, only members who have been active in the organization for at least one-year may be considered for Vice President.

Section 3 - Terms

- 3.1. The offices of Secretary and Treasurer shall be elected for a term of one fiscal year.
- 3.2. The Vice President shall serve a two fiscal year term – one as Vice President and one as President.
- 3.3. No one may serve for more than two years consecutively in the same office.
- 3.4. At-large members must serve a minimum of one year.
- 3.5. In the event of extenuating circumstances, if Joyful Sound is unable to meet for an extended period of time of more than six months, the current officers may continue to serve in their office for an additional one-year term. If the current officers are unable or unwilling to serve, a nominating committee may nominate an active member to fill that opening.

Section 4 - Unexpired Terms

- 4.1. Should the Vice President succeed to the unexpired term of the President for a period of less than six (6) months, the Vice President shall serve the unexpired term plus one full fiscal year. Otherwise, the unexpired term shall constitute the full term for the Vice President as the successor President.
- 4.2. If any member of the Board, other than the President, cannot fulfill more than six (6) months of their term, the Nominating Committee shall present qualified candidate(s) for an election to be held within twelve (12) business days of such vacancy (ies).
- 4.3. The President, with the approval of the Executive Committee, shall make interim appointments for unexpired terms of less than six (6) months of the Board of Directors, except for the office of President covered under section 4.1.

ARTICLE IV
Board of Directors and Executive Committee

Section 1 - The Board of Directors shall consist of the Executive Committee, the Music Director, the Assistant Music Director (if any), and not more than three (3) at-large members elected, one of which shall serve on the Executive Committee.

- 1.1 The Board shall be drawn from the active membership and/or members of the general public who are interested in the organization. Each member of the Board shall have one vote on each issue, which may properly come before the Board.
- 1.2 The Board shall set policy, oversee financial matters, approve budgets and program fees, and shall participate in fund-raising endeavors.
- 1.3 The Board shall be responsible for arranging for an independent CPA to audit or review the financial records of the organization as needed.
- 1.4 The Board shall maintain a membership in the American Guild of English Handbell Ringers, Inc. for Joyful Sound.

Section 2 - Executive Committee

The Executive Committee shall be drawn from the active membership and shall consist of the elected officers and one at-large member, to be chosen annually by the President on a rotating basis. Each member of the Committee shall have one vote on each issue, which may properly come before the Committee.

- 2.1 The Executive Committee shall handle the regular business of the organization including the following:
 - 2.1.1 An officer who does not comply with assigned responsibilities may be relieved of office by a quorum of the Executive Committee. The Executive Committee shall appoint a replacement to serve the remaining term of that office if there is less than three months remaining in the term.
 - 2.1.2 The President, with the approval of the elected Executive Committee members, shall appoint the committees and the Chair of each committee.
 - 2.1.3 The Executive Committee shall make a recommendation on the appointment of the Music Director. The entire membership of Joyful Sound will then vote on the appointment of the Music Director. The Music Director, with the approval of the Executive Committee, may appoint an Assistant Music Director and Music Librarian.

Section 3 - Meetings

- 3.1 The Board of Directors shall meet at least annually, or upon the call of the President. Meetings of the Executive Committee shall be scheduled by the President or petitioned by two members of the Executive Committee. Order of Business shall be from *Robert's Rules of Order*.
- 3.2 Any member of the organization may attend meetings of the Board of Directors or the Executive Committee. Non-members may attend with the permission of the presiding officer.
- 3.3 A quorum for conducting business for any meeting of the Board of Directors shall consist of not less than two-thirds (2/3) of the members empowered to vote.
- 3.4 The Executive Committee shall meet with the General Membership at least once per fiscal year to report any business transacted since the previous meeting.

Section 4 - Voting

Issues, which properly come before the Board of Directors or the Executive Committee, shall be put to a vote. Issues are considered approved by simple majority of the quorum present at that meeting.

ARTICLE V

Duties of Officers

Section 1 - President

The duties of the President shall be to:

- 1.1 Preside over all meetings of the Board of Directors, the Executive Committee, general meetings of the organization and at any special meetings.
- 1.2 Prepare agenda for all meetings.
- 1.3 Appoint the committees and their chairpersons with the approval of the Executive Committee.
- 1.4 Make interim appointments as needed, with the approval of the Executive Committee.
- 1.5 Approve all expenditures of the organization for payment by the Treasurer.
- 1.6 Serve as an ex-officio member of all committees except the Nominating Committee.
- 1.7 Call special meetings when necessary.
- 1.8 Delegate any duties to members as necessary.
- 1.9 Appoint one At-Large Member to the Executive Committee.

Section 2 - Vice President

The duties of the Vice President shall be to:

- 2.1 Perform the duties of the President in the President's absence.
- 2.2 Assume the responsibilities of the President if the President is no longer able to serve.
- 2.3 Chair the Membership Committee. (*See Appendix A*)
- 2.4 Be a member of the Finance Committee. (*See Appendix B*)
- 2.5 Assist the President as directed.

Section 3 - Secretary

The duties of the Secretary shall be to:

- 3.1 Perform the duties of the Vice President in the Vice President's absence.
- 3.2 Be a member of the Membership Committee. (*See Appendix A*)
- 3.3 Handle all correspondence of the organization.
- 3.4 Record minutes of the proceedings of all meetings within the organization.
- 3.5 Make minutes available for inspection.
- 3.6 Keep an accurate roster of all members.
- 3.6 Maintain the current approved list of substitute handbell ringers.
- 3.8 Keep attendance for all rehearsals and performances.
- 3.9 Be custodian of the files and see they are promptly turned over to whoever succeeds to the position of Secretary.

Section 4 - Treasurer

The duties of the Treasurer shall be to:

- 4.1 Handle all financial matters of the organization.
- 4.2 Collect and record dues, give receipts for donations and credits.
- 4.3 Have charge of all funds.
- 4.4 Have authority to sign checks and pay expenses, upon approval of the President. In the event that the President is unavailable, the Vice President may approve expenditures.
- 4.5 Keep a permanent record of all financial transactions, with the books open for inspection at all times for members or those authorized by the President.
- 4.6 Prepare a proposed budget no later than June of each fiscal year.

- 4.7 Be responsible for making an annual financial report available to the membership and regular reports available to the Board of Directors and Executive Committee.
- 4.8 Be responsible for preparing and filing all the necessary forms required by the Internal Revenue Service, the Indiana Secretary of State and other regulatory bodies to maintain the corporation and tax-exempt status.
- 4.9 Be the Chair of the Finance Committee. (*See Appendix B*)
- 4.10 Maintain bank accounts in the name of Joyful Sound, Inc.
- 4.11 Obtain approval of the Executive Committee to employ professionals to assist, advise or prepare necessary forms to be filed with any governmental agency on behalf of Joyful Sound, Inc.

ARTICLE VI

Appointed Positions

Section 1 - Music Director

The duties of the Music Director are as follows:

- 1.1 The Music Director shall be responsible for the music program.
- 1.2 He/she shall take charge of all auditions, all regular and special rehearsals and performances.
- 1.3 He/she shall select music for performances within the limits established by the budget.
- 1.4 The Music Director has the option of paying membership and quarterly dues.
- 1.5 The Music Director shall initiate educational opportunities for members of Joyful Sound and provide educational outreach to the community.
- 1.6 The Music Director shall attend workshops and conferences to further his/her leadership and technical skills.

Section 2 - Assistant Music Director

The Assistant Music Director (if any) shall assist in conducting the group and selecting music when required by the Music Director. He/she shall be responsible for the direction and coordination of Ensemble repertoire and performances. The Assistant Music Director must be an active member of the organization.

Section 3 - Music Librarian

The Music Librarian (if any) shall:

- 1.1 Purchase music and related supplies, as determined necessary and reasonable by the Music Director, Assistant Music Director and the Treasurer.
- 1.2 Maintain an inventory of all music owned by the organization including title, composer, publisher, publishers' code number and number of copies in inventory.
- 1.3 Stamp all music with Joyful Sound, Inc. prior to issue to the membership.
- 1.4 Distribute and retrieve music to and from the membership for rehearsal or other purposes.
- 1.5 Maintain library in a location agreed upon by the membership.

ARTICLE VII

A Quorum for all meetings of the General Membership

A quorum for conducting business of the General members shall consist of a minimum of two-thirds of the General Membership. A simple majority of General Members will be required to pass a motion.

ARTICLE VIII
Fiscal Year

Section 1 - Fiscal Year

The Fiscal Year shall begin the first day of August each year.

ARTICLE IX
Amendments

Section 1 - Amendments

These bylaws may be amended by an affirmative vote of two-thirds of the active membership at a special meeting designated for that purpose. The members shall receive proposed amendments in writing at least seven calendar days prior to the meeting.

ARTICLE X
Dissolution

In the event that Joyful Sound, Inc. is disbanded, the liabilities will be discharged and the assets remaining will be donated to an organization deemed appropriate by the active membership at the time of dissolution.

Appendix A

The Membership Committee shall:

1. Maintain an active database of possible membership candidates;
2. Actively recruit new members when vacancies occur;
3. Provide opportunities for prospective members to become familiar with Joyful Sound;
4. Oversee membership retention.

Appendix B

The Finance Committee shall:

1. Aid the Treasurer in developing a budget and oversee staying in the budget for the fiscal year;
2. Oversee the financial records to assure all required government fees have been paid;
3. Request an audit when deemed necessary.

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