

Denver Bronze

Rules of Procedure

Adopted 03-14-06/revised 03-14-06

Structure

Denver Bronze (“the Corporation”) is governed by a Board of Directors. The principal officers of the Board and the Conductor and Artistic Director constitute the Executive Committee. The active ringers and the Conductor and Artistic Director constitute the Performers’ Council. Other standing committees are the Personnel Committee, Public Relations Committee, the Engagements Committee, the Logistics Committee, and the Finance Committee. Committees may appoint task forces or subcommittees from interested persons connected with the Corporation in any way.

Each committee or other subunit of the Corporation that holds meetings shall have a Chairperson. Except as otherwise provided in this document, the Chairperson of each subunit shall be elected by the persons active in that subunit and shall be a person already belonging to that subunit. The Chairperson presides at meetings and will appoint a replacement to preside at meetings he/she is unable to attend. The Chairperson may also appoint a Secretary to keep meeting minutes when deemed necessary.

Board of Directors

The principal governing body of Denver Bronze shall be the Board of Directors, which shall consist of the Conductor and Artistic Director, ex officio, the chairpersons of the Personnel, Public Relations, Engagements, Logistics, and Finance Committees, ex officio, the chairperson of the Ringers’ Council, ex officio, and from 3 to 5 other individuals chosen and approved by current Directors of the Corporation. All subsidiary units of the Corporation, including all individuals active in the Corporation, are ultimately answerable to the Board of Directors.

The Board of Directors:

- A. oversees all operations of Denver Bronze
- B. elects officers of the Corporation
- C. approves the budget
- D. approves amendments to the bylaws
- E. approves the contract of the Conductor and Artistic Director. This contract is proposed by the Executive Committee.

The Board of Directors will meet at least annually.

The Board of Directors shall have four officers:

- President
- Vice-President
- Secretary
- Treasurer

These officers shall be elected by the Board of Directors and must themselves be serving Directors at the time of election and throughout their term in office. These four officers, plus the Conductor and Artistic Director, constitute the Executive Committee, which will be chaired by the President of the Corporation. This committee will meet as needed.

The Executive Committee:

- A. Proposes to the Board of Directors or to the Performers' Council, as appropriate, actions recommended on the basis of committee reports.
- B. Proposes scheduling of concerts, festivals and other events.
- C. Keeps the Performers' Council informed of the activities of committees.
- D. Appoints members to both existing and new committees.
- E. Redistributes duties among existing committees, as necessary.
- F. Hears grievances connected with the operations of the Corporation. The Executive Committee will resolve such grievances, in consultation with all appropriate persons, unless no solution acceptable to all parties can be reached at this level. Any grievance not resolved by the Executive Committee will be referred to the Board of Directors for final resolution.
- G. The four elected officers propose to the Board of Directors the contract of the Conductor and Artistic Director.

Officers

President

- A. Is elected by the Board of Directors
- B. Chairs the Executive Committee
- C. Calls and presides at all meetings of the Board of Directors
- D. Calls and presides at all meetings of the Executive Committee
- E. May serve as an ex-officio member of any other committees, as needed
- F. Executes all contracts or other instruments on behalf of the Corporation.
- G. Approves financial transactions of the Corporation to the extent necessary to supplement the fiscal oversight of the Treasurer.
- H. Is authorized to sign checks if necessary.

Vice-President

- A. Is elected by the Board of Directors
- B. Serves on the Executive Committee
- C. Presides at meetings when the President is absent or unable to serve
- D. May serve on any committee or subunit of the Corporation

Secretary

- A. Is elected by the Board of Directors
- B. Serves on the Executive Committee
- C. Takes, and preserves, minutes of all meetings of the Board of Directors or the Executive Committee
 - D. Publishes minutes and distributes them within two weeks. Minutes should be distributed to all members of the Board of Directors and to all persons belonging to the body whose actions are documented in those minutes.
 - E. Has charge of all books, records, and papers of the Corporation relating to its organization as a corporation
 - F. Sees that all reports, statements, and other documents required by law, other than those dealing exclusively with matters handled by the Treasurer, are properly kept or filed
 - G. Handles all correspondence for the Corporation.
 - H. May serve on any committee or subunit of the Corporation

Treasurer

- A. Is elected by the Board of Directors
- B. Serves on the Executive Committee
- C. Chairs the Finance Committee
- D. Handles all financial matters of the Corporation
- E. Signs checks. Checks for amounts in excess of \$1000 require another signature in addition to that of the Treasurer.
- F. Pays all bills in a timely manner, on the basis of proper vouchers, keeping accurate records and receipts. Proper vouchers and receipts include the following:
An invoice, naming the Corporation as recipient, and itemizing the goods or services for which payment is requested. Such an invoice must be annotated "OK to pay" and signed by a person other than the Treasurer or the potential recipient of payment. This other person verifies by his signature that the goods or services named have come into the possession of or have been used to the benefit of the Corporation. The signer may write the name of the Corporation and the itemized list of goods or services onto the invoice, if this information is otherwise lacking. Persons buying goods or services for the Corporation with personal funds and desiring reimbursement should make and submit an invoice such as that described above.
A receipt for goods or services purchased directly with Corporation funds, signed by the person purchasing the goods or services and annotated by a third person (not the purchaser or the Treasurer) as "OK to pay." This receipt should include the name of the Corporation and a list of the goods or services being purchased.
- G. Deposits, in a timely manner, all money received, keeping accurate records
- H. Presents an annual financial report to the Board of Directors
- I. Presents interim financial reports to subunits of the Corporation as requested by those subunits
- J. Obtains licenses and copyright permissions for music performed or recorded
- K. Pays in a timely manner all royalties and sales taxes due
- L. Files any forms required by federal, state, or local governments in relation to financial matters
- M. Seeks and/or works to maintain 501(c)3 status.

Performing Personnel

Ringers:

- A. Are admitted to the Corporation as active ringers on the basis of an audition (audition document attached)
 - B. Carry out the duties detailed in the Ringer's Agreement (attached)
 - C. Report through the Executive Committee, but are ultimately responsible to the Board of Directors.

Conductor and Artistic Director:

- A. Is chosen or confirmed in office by vote of the Board of Directors.
 - B. Carries out the duties detailed in the Conductor and Artistic Director Job Description and Letter of Agreement (attached)
 - C. Is an active, voting member of the Executive Committee
 - D. Reports through the Executive Committee but is ultimately responsible to the Board of Directors.
 - E. Is not eligible for election as an officer of the Corporation.
 - F. Serves on the Personnel Committee and on no other standing committees of the Corporation.

Performers' Council:

- A. Consists of all active ringers and the Conductor and Artistic Director. The Performers' Council chairperson is elected by the active ringers from among persons active in that body. The Conductor and Artistic Director is not eligible to chair the Performers' Council.
- B. Approves the scheduling of concerts, festivals, and other events
- C. Approves or disapproves actions proposed by the Executive Committee on the strength of committee reports
- D. Approves or disapproves committee actions that chiefly or exclusively affect the performers
- E. Under the direction of the Conductor and Artistic Director, carries out the musical mission of the Corporation.

Each active ringer:

- A. Takes part in all decisions of the Performers' Council
- B. Carries out the duties referred to above under Ringers.

Standing Committees

Personnel Committee:

- A. Is appointed by the Executive Committee.
- B. Shall consist of three ringers, and the Conductor and Artistic Director.
- C. Is responsible for
 - 1. Maintaining the roster of active ringers.
 - 2. Maintaining a list of suitable substitute ringers, who will be available to play in rehearsals or concerts when active ringers must be absent.
 - 3. Scheduling, publicizing, and conducting auditions for new ringers in accordance with the Audition Process, attached.
 - 4. Keeping records of ringers' attendance at all meetings, rehearsals, and concerts.
 - 5. Enforcing the Ringer's Agreement.
 - 6. Updating absentees on things they need to know or do before the next meeting or rehearsal.

Public Relations Committee

- A. Reports to the Executive Committee
- B. In conjunction with the Finance committee, develops and promotes Friends of Denver Bronze.
- C. Is responsible for communication with electronic media (such as radio, television, appropriate portions of the Internet).
- D. Prepares and disseminates press releases or fliers.
- E. Prepares concert programs.
- F. Develops and maintains a website for the Corporation.
- G. Maintains the mailing list for the Corporation.
- H. Acts as liaison with any organization from which the Corporation borrows equipment or space.
- I. Oversees development and maintenance of the Corporation's logo.
- J. Is responsible for arranging all details of educational activities undertaken by the Corporation.

Engagements Committee

- A. Oversees all performance details except arrangements for equipment owned or borrowed by the Corporation, which are overseen by the Logistics Committee.
- B. Responsible for verifying availability of acceptable performance space before an engagement is accepted by the Corporation.
- C. Is responsible for all aspects of concerts not covered elsewhere in this document.

Concert Dress Subcommittee (Engagements Committee):

- A. Is responsible for developing proposals for concert dress.
 - B. Proposals must be for clothing appropriate for the work of the Corporation.
 - C. Proposals must be consistent with the portion of the Ringer's Agreement that deals with concert dress.
 - D. Presents proposals to the Performers' Council.
 - E. When proposals are approved, obtains the approved items of clothing, submitting bills to the Treasurer in accordance with procedures outlined above.
 - F. Distributes concert dress items to the performers.
 - G. When new performers join the group, obtains concert dress for these persons to fit acceptably with what the other performers already have.
 - H. Well before each concert, reminds the performers of the desired dress, and assists with obtaining any necessary additional items.

Logistics Committee

- A. Responsible for arrangements for rehearsal space and equipment storage.
- B. Is responsible for all equipment owned or used by the Corporation.
 - C. After consultation with appropriate persons active in the Corporation, makes proposals to the Board of Directors for obtaining equipment.
 - D. In consultation with appropriate officers of the Corporation, including but not limited to the Treasurer, orders and receives equipment.
 - E. Arranges the borrowing of equipment, when appropriate.
 - F. Performs or arranges for maintenance of equipment owned or used by the Corporation.
 - G. Is responsible for all aspects of getting equipment and people from one place to another as needed in pursuit of the mission of the Corporation.
 - H. Is responsible for making travel arrangements for the group or seeing that these arrangements are made.

Finance Committee

- A. Reports to the Executive Committee.
- B. In conjunction with the Public Relations Committee, develops and promotes Friends of Denver Bronze.
- C. Is responsible for planning and implementing fund-raisers.
- D. Writes grant proposals.
- E. Works with the Public Relations Committee to seek sponsors.
- F. Prepares and presents budget proposals.
- G. Reviews the Corporation's insurance polic(y)(ies).
- H. When appropriate, works with the Logistics Committee to prepare Capital Expenditures proposals.
- I. Has charge of the music library. This duty includes
 - 1. Ordering and receiving printed music
 - 2. Labeling the music with the Corporation's name
 - 3. Preparing the music for distributing to the ringers (for instance, numbering copies and punching holes)
 - 4. Maintaining the library of music not currently in use.

Task Forces and Subcommittees

Each Committee of the Corporation may create task forces appointed for the purpose of accomplishing specific tasks. Such a task force will be constituted for a limited term only and will be dissolved upon completion of its assigned task. Persons on task forces may be drawn from any portion of the Corporation and need not belong to the committee creating the task force. The size and composition of a task force will be determined by the Chair of the creating committee, who will appoint the members of the task force.

Each Committee may similarly appoint Subcommittees, drawing from any part of the Corporation and creating a subcommittee of any appropriate size and constitution. The work of a subcommittee is not restricted to tasks of limited term, and a subcommittee is not dissolved until and unless the creating Committee decides that it is no longer needed.

The Nominating Committee shall be a task force of the Executive Committee, appointed by the chair of the Executive Committee in consultation with other appropriate persons. The Nominating Committee shall be appointed no later than two months before a scheduled election of officers of the Corporation.

Examples of other duties of task forces are:

- A. Bylaws maintenance
- B. Commissioning musical compositions
- C. Oversight of all non-musical facets of the making of recordings

Amendments

This document may be amended by unanimous vote of all members of the Board of Director