

**THE CHORAL ART SOCIETY
BYLAWS**

Updated at the Annual Meeting on Monday, April 10, 2017

ARTICLE I. NAME and LOCATION

The name of the corporation shall be THE CHORAL ART SOCIETY and its location and principal office shall be in Portland, Maine.

ARTICLE II. MISSION AND VISION

Section 1. The mission of THE CHORAL ART SOCIETY is to advance the art of choral singing through performance, collaboration, and outreach.

Vision: THE CHORAL ART SOCIETY will be a model arts organization, enriching the cultural life of our community and the musical experience of our singers through:

- ~high artistic standards
- ~diverse programming
- ~innovative programming
- ~singers education
- ~outreach

The corporation shall periodically review its statements of Mission and Vision.

Section 2. In furtherance of the above Mission and Vision, this corporation shall be an equal opportunity and affirmative action employer; and there shall be no discrimination on the basis of age, race, color, creed, gender, sexual orientation, or national origin:

- (a) in the persons served, or in the activities of the Corporation, or
- (b) toward the membership of the corporation, the Board of Directors or its employees.

Section 3. The corporation shall have all powers conferred upon a corporation by the laws of the State of Maine, except as hereinafter prohibited.

Section 4. The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from Federal Income Taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code or (2) as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 5. The corporation is not organized for pecuniary profit and shall not have any

capital stock; no part of its net earnings or of its principal shall inure to the benefit of any member or officer of the corporation, or any other individual, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

Section 6. On dissolution, all property of the corporation, from whatever source arising, shall be distributed to such organizations as are then exempt from tax by virtue of Section 501(c)(3) of the Internal Revenue Code of 1954, or as it may hereafter be amended, as the Board of Directors of the corporation shall determine.

ARTICLE III. DIRECTORS

Section 1. Management by Board of Directors

(a) The business affairs of the Corporation shall be managed by its Board of Directors which may exercise all powers of the corporation and do all such lawful acts and things as are not prohibited by statutes or by the Articles of Incorporation or by these Bylaws.

(b) Among the duties of the Board of Directors shall be the selection of the Music Director, who shall have the responsibility of directing the corporation's musical program.

(c) Among the duties of the Board of Directors shall be the selection of the Executive Director, who shall have the responsibility of directing the corporation's operational functions.

Section 2. Number of Directors

(a) The number of Directors shall be not less than twelve (12) nor more than sixteen (16). The President, the Vice President, the Secretary, and the Treasurer shall all be members of the Board of Directors.

(b) The immediate past President of the Corporation, by virtue of his or her office, shall continue to be a voting member of the Board of Directors for one year following the end of his or her term as President.

Section 3. Election of Directors

The Directors (other than the immediate past President) shall be elected by the members of the Corporation at the annual meeting of the members or any meeting held in lieu thereof and shall each serve for a term of three years. Their terms shall be staggered so that, optimally, one third of the Directors shall be elected by the membership in any given year. Not more than 40% of the Directors in office at any time may be non-singing members of the Corporation. As to such non-singing Directors, the musical qualifications for singing with the Choral Art Society set forth in Article VI, Section 1 shall be waived. A

Director may not serve for more than three consecutive three-year terms.

Section 4. Meetings of the Board of Directors

Regular or special meetings of the Board of Directors shall be held upon such notice and at such time and at such place as shall from time to time be determined by the Board of Directors, provided, that the annual meeting of the Directors shall follow after the annual meeting of the Members. A majority of the Directors shall constitute a quorum for the transaction of business and an act of the majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all of the Directors.

ARTICLE IV. OFFICERS

Section 1. General Provisions

(a) The Officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Corporation shall also have a Clerk who need not be a Member of the Board of Directors or an Officer. All other Officers shall be chosen from among those persons then currently serving on the Board of Directors.

(b) The Officers of the Corporation shall be chosen by the Board of Directors. Each Officer shall hold office for one year or until his or her successor is chosen and qualified. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

Section 2. The President shall preside at all meetings of the Board of Directors and of the Executive Committee. The President shall manage the general affairs of the corporation, subject to the approval of the Board of Directors, and shall perform all duties pertinent to the office. The President may execute all necessary official documents on behalf of the corporation except when the execution thereof is expressly delegated to another officer by the Board of Directors.

Section 3. The Vice President shall, in the absence or disability of the President, perform the duties of the President. The Vice President shall also perform such other duties as may be assigned by the Board of Directors.

Section 4. The Secretary shall keep an accurate record of all meetings of the Board of Directors; and shall give notice of the time and place of all meetings of the Board of Directors; shall keep the roll of members; shall maintain the necessary documents of record for the corporation; and shall transmit to the Board of Directors such reports as may be required.

Section 5. Treasurer. The Treasurer shall have the care and custody of all funds and

securities of the corporation; shall be responsible for keeping an accurate account of all monies received and expended; and shall submit not less than quarterly financial reports to the Board of Directors. By vote of the Board of Directors, the funds and securities of the corporation may be placed under a custodial agreement in the care and custody of a bank or investment firm in nominee name only to be selected by the Board.

Section 6. Clerk. The Clerk shall maintain the corporate minute book, record minutes of the annual meeting of the corporation; shall be the agent for the service of process; shall keep the corporate seal and serve as parliamentarian.

ARTICLE V. COMMITTEES

Section 1. The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer and the immediate past President. The Executive Committee shall have such powers and duties as the Board of Directors may from time to time delegate to it, except those powers that are exclusively reserved to the Board of Directors by law.

Section 2. There shall be the following Standing Committees:

- (a) Development
- (b) Finance
- (c) Music Advisory
- (d) Governance

Each Standing Committee shall have such powers and duties as the Board of Directors may delegate. The President shall appoint the chairperson of each Standing Committee from among the members of the Board of Directors. The chairperson of each Standing Committee shall appoint such additional members as he or she deems appropriate to the Standing Committee, in consultation with and subject to the approval of the President. Members of each Standing Committee need not be members of the corporation.

Section 3. The President shall, subject to the approval of the Board of Directors, appoint such other Committees, Task Forces or Working Groups, for such purposes and with such membership as the President deems necessary and advisable. The period of operation of each such other Committee, Task Force or Working Group may be unlimited or of such limited duration, as determined by the President.

ARTICLE VI. MEMBERSHIP

Section 1. Membership in the corporation shall be open to any musically qualified person, such musical qualifications to be evaluated and approved by the Musical Director in his or her sole discretion. In addition, persons elected by the membership as non-singing Directors of the corporation, as provided in Section 3 hereof, shall have the privileges of membership for the duration of their terms as Directors.

Section 2. Membership may be further subject to such assessments, fees or annual dues as the Board of Directors may, from time to time, prescribe.

Section 3. The Secretary shall prepare and keep a complete list of members entitled to vote at any meeting.

Section 4. A quorum, for the transaction of business by the members, shall be not less than 10% of the membership. The vote of the majority of the members present, if a quorum is present, shall be the vote of all members.

Section 5. The annual meeting of the members shall be held on a date determined by the Board of Directors between April 1 and June 30 of each year. The annual meeting, or any special meeting called by the President, may be called upon seven (7) days' notice, unless a change to the Bylaws is proposed, in which case the notice must be at least fourteen (14) days prior to the meeting as set forth in Article VII below.

ARTICLE VII. AMENDMENTS

These Bylaws may be amended at any meeting of the membership by two-thirds (2/3) of the members present, provided that notice of the proposed amendments shall have been given in the call for the meeting, not less than fourteen (14) days prior to the meeting.

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