



**By-Laws
of
Charles River Chorale, Inc.**

Section 1. Name, Purposes, Location, Corporate Seal, and Fiscal Year

- 1.1 Name and purposes. The name and purposes of the Corporation shall be as set forth in the Articles of Incorporation, as amended.
- 1.2 Location. The principal office of the Corporation in the Commonwealth of Massachusetts shall initially be located at a place set forth in the Articles of Organization of the Corporation. The Executive Committee may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a Certificate with the Secretary of the Commonwealth.
- 1.3 Corporate seal. The Chorale Members may adopt and alter the Seal of the Corporation.
- 1.4 Fiscal year. The fiscal year of the Corporation shall end on the 31st day of August in each year, unless otherwise decided by the Executive Committee.

Section 2. Chorale Members

- 2.1 For clarity, all Members of the Chorale are referred to herein as "Chorale Members." This is to distinguish between Chorale Members, members of the Executive Committee members of other committees, and other uses of the word "member."
- 2.2 Qualification. The principal qualification for Chorale Membership is payment of dues, as otherwise set forth below. The Executive Committee with the approval of a majority of the Chorale Members shall establish the dues requirement necessary to become a Chorale Member of the Corporation. Dues shall be amended from time to time, after proper vote by the Executive Committee, which must be confirmed by a vote of a majority of the Chorale Members at a properly called meeting. All qualified individuals meeting the dues requirement shall thereafter become Chorale Members. Dues are not refundable, and must be paid promptly. The amount of annual dues for Chorale Members first entering the Chorale after January 1 of a year may be pro-rated for that Spring season only.

Additional qualifications for Chorale Membership shall include the following:

- a. All Chorale Members shall recognize the absolute authority of the director regarding selection and performance of music, including the selection and method of selection of soloists.
- b. All Chorale Members, except those who are "non-singing" Chorale Members, shall attend all scheduled rehearsals. The director's permission to perform in any concert may be required if any Chorale Member has missed more than three rehearsals.
- c. Unless excused by the Director or the Executive Board, all Chorale Members shall participate in the two (2) annual performances of the Chorale, either as musicians or in some other useful capacity.
- d. Each Chorale Member shall be required to purchase his or her own music.
- e. Each Chorale Member shall wear appropriate dress at all performances.

The dues requirement and anything else in these By-Laws and the actions of the Executive Committee shall not attempt to accomplish discrimination in the Corporation's Chorale Membership in any way or manner. The spouse of the Director and the spouse of any paid accompanist shall have their dues waived, but shall pay all music fees.

- 2.3 Powers and rights. In addition to the right to elect the Officers and Executive Committee as provided in Section 9 and such other powers and rights as vested in them by law, the Articles of Organization or these By-Laws, the Chorale Members shall have such other powers and rights as the Executive Committee may designate.
- 2.4 Suspension or removal. A Chorale Member may be suspended or removed with or without cause by vote of two-thirds of the Executive Committee then in office. A Chorale Member may be removed for cause only after reasonable notice and opportunity to be heard.
- 2.5 Resignation. A Chorale Member may resign by delivering his or her resignation to the Chairperson, Vice Chairperson or Secretary of the Corporation, to a meeting of the members of the Executive Committee, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.
- 2.6 Annual Meetings. The annual meeting of the Chorale Members shall be held in Millis, Massachusetts at 7:30 p.m. on the Tuesday following the Spring performance of each year, or if that date is a legal holiday in the place where the meeting is to be held, then at the same hour on the next succeeding day not a legal holiday. The annual meeting may be held at the principal office of the Corporation or such other place within the United States as the Chairperson and members of the Executive Committee shall determine. Unless otherwise determined, the Annual Meeting shall be held in the Chorale's usual rehearsal hall. Notice of any change of the date fixed in these By-Laws for the annual meeting shall be given to all Chorale Members at least thirty (30) days before the new date fixed for such meeting.
- If an annual meeting is not held as herein provided, a special meeting of the Chorale Members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these By-Laws, except in this section 2.5, to the annual meeting of the Chorale Members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided section 2.7.
- 2.7 Regular meetings. Regular meetings of the Chorale Members may be held at such places and at such times as the members of the Executive Committee may determine.
- 2.8 Special meetings. Special meetings of the Chorale Members may be held at any time and at any place as the members of the Executive Committee may determine. Notice of such special meetings shall be given to all Chorale Members at least ten days before the date of the special meeting, and such notice shall be effective if given orally during a regular meeting of the Chorale Members. E-mail shall be effective notice to those members who have given the Secretary an e-mail address. Special meetings of the Chorale Members may be called by the Chairperson or by the Executive Committee, and shall be called by the Secretary or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application by three or more Chorale Members.
- 2.9 At any meeting of the Chorale Members two-thirds of the Chorale Members represented in person or by proxy shall constitute a quorum, but a lesser number may adjourn any meeting from time to time and such meeting may be held as adjourned without further notice. At any meeting at which a quorum is present, a majority of the Chorale Members represented thereat, except where a larger vote is required by law, by the articles of organization, or by these By-Laws, shall decide any matter brought before the meeting.
- 2.10 At all meetings of Chorale Members, each Chorale Member shall be entitled to one (1) vote in person or by proxy. All proxies shall be in writing and filed with the Secretary before being voted. No proxy shall be valid if dated more than thirty (30) days prior to the date of the meeting at which it is used. 2.11 The annual concert dates shall be the second Saturday in December and the first Saturday of May of each year, unless the dates are changed by a vote of two-thirds of the Chorale Members.

Section 3. Sponsors, Benefactors, Contributors, Advisers, Friends of the Corporation

- 3.1 The Executive Committee may designate certain persons or group of persons as sponsors, benefactors, contributors, advisers, or friends of the Corporation or such other title as they deem appropriate.
- 3.2 Such persons shall serve in an honorary capacity and, except as the Executive Committee shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for the purposes of establishing a quorum, and have and shall have no rights or responsibilities.

Section 4. Officers

- 4.1 The Chorale Members shall, by majority vote, elect from their own number, officers. The officers shall be elected from those persons who shall have been Chorale Members of the Corporation for at least one year by the commencement of their term. Elections shall be held at the annual meeting of the Corporation.
- 4.2 The officers of the Corporation shall consist of a Chairperson, a Vice-Chairperson, a Treasurer, a Public Relations Secretary, and a Secretary, and other officers as may be appointed from time to time by the Executive Committee.
- 4.3 Each officer of the Corporation shall hold office for a term corresponding to the fiscal year of the Corporation. No person may serve as Chair or Vice Chair for more than two consecutive terms, but this shall not disqualify members from serving in either role in future non-consecutive terms. Any officer may resign by submitting his or her written resignation to the Chairperson or Secretary.
- 4.4 In case of the absence or inability to act of an officer, the Executive Committee may appoint a Chorale Member to perform the duties of such officer during such absence or inability to act. Any vacancy in the office of Treasurer or Secretary may be filled by the Chorale Members at a special meeting called for that purpose. Unless so filled, any such vacancy and any vacancy in any other officer may be filled for the unexpired balance of the term by a member of the Executive Committee.
- 4.5 Any officer may be removed from office upon recommendation of the Executive Committee by a two-thirds vote of the Executive Committee members present and voting any meeting called for that purpose, which vote must constitute a quorum of the Executive Committee of the Corporation.
- 4.6 Newly elected officers shall attend all Executive Committee meetings scheduled in the interim between their election and the end of the fiscal year.

Section 5. Chairperson

- 5.1 The Chairperson shall be the chief executive officer of the Corporation. He/she shall, subject to the control of the Executive Committee, have general charge of the property of the Corporation and of all operation thereof.
- 5.2 He/she may, unless otherwise ordered by the Executive Committee, sign and execute all checks, contracts and other obligations in the name of the Corporation.
- 5.3 He/she shall, when present, preside at all meetings of the Executive Committee and of the Executive Committee members.
- 5.4 He/she shall perform such other duties as may be prescribed by these By-Laws or as may from time to time be assigned to him/her by the Executive Committee.

Section 6. Vice-Chairperson

- 6.1 The Vice-Chairperson reports to the Chairperson and the Executive Committee and assumes such duties as assigned by the Chairperson.
- 6.2 The Vice-Chairperson may call, and shall chair Executive Committee meetings in the absence of the Chairperson.
- 6.3 The Vice-Chairperson shall assume the responsibilities of the Secretary in his/her absence.

Section 7. Treasurer

- 7.1 The Treasurer shall, subject to the control of the Executive Committee, have the custody of funds, books of accounts, documents and securities of the Corporation. He/she shall make all collections and disbursements and endorse for collection on behalf of the Corporation checks and other obligations, and shall deposit the same to the credit of the Corporation in such bank or banks or other depository said the Executive Committee may designate.
- 7.2 He/she may, unless otherwise ordered by the Executive Committee, sign and execute all checks, contracts and other obligations in the name of the Corporation and shall, subject to the control of the Executive Committee, have general charge of the financial operations of the Corporation, including the power to execute the purchase and sale of securities. He/she shall complete or cause to be completed all reports and filings required by statute and/or regulation of the United States Government and its department and agencies, and the Commonwealth of Massachusetts and its departments and agencies. These reports and filings shall include, but not be limited to, tax filings. In particular, the Treasurer will complete and file annually by January 15 with the Attorney General the Office of Public Charities Form-PC and a copy of IRS Form 990 or Form 990-EZ along with its fee; and will file with the IRS by January 15 a copy of IRS Form 990 or Form 990-EZ if required due to gross income.
- 7.3 The Treasurer shall enter or cause to be entered regularly in books belonging to the Corporation a full and accurate account of all monies received and paid by the Corporation, and shall keep such books open for examination at reasonable times by any Chorale Member of the Corporation.
- 7.4 The Treasurer shall perform such other acts as shall be incident to the position of Treasurer as prescribed by law or these By-Laws, or as he/she shall be directed to perform by the Executive Committee.
- 7.5 The Treasurer shall be bonded at the expense of the Corporation.

Section 8. Secretary

- 8.1 The Secretary shall be a resident of the Commonwealth of Massachusetts.
- 8.2 He/she shall keep a record of the meetings of the Chorale Members, the Executive Committee, and shall perform all the duties incident to this office prescribed by law or these By-Laws. He/she shall be the keeper of the corporate seal. He/she shall complete or cause to be completed all reports and filings required by statute and/or regulation of the United States Government and its department and agencies, and the Commonwealth of Massachusetts and its departments and agencies. These reports and filings shall include, but not be limited to, the Annual Report required by the Massachusetts Secretary of State, Corporations Division (due annually November 1, unless otherwise stated by the Commonwealth).
- 8.3 The duties of the Secretary shall include typing of correspondence, membership listings, attendance sheets, and such other typing as may be required to conduct the ordinary business of the Corporation.
- 8.4 The Secretary shall be responsible for reserving space and for arranging to the police protection as may be necessary for the two annual concerts in a timely manner.
- 8.5 The Secretary shall have such other powers and shall perform such other duties as may from time to time be designated by the Executive Committee.

Section 9. Public Relations Secretary

- 9.1 The Public Relations Secretary shall be responsible for all aspects of coordinating publicity and public relations for the Chorale. He/she shall establish a public relations plan by October 1 of each year, and shall revise and update said plan as reasonable and necessary.
- 9.2 He/she shall maintain contact with media organizations (e.g., newspapers, radio, television, cable, Internet) and provide timely updates, press releases, and other materials to same, and to the Chorale Membership. He/she shall maintain lists of media contacts.
- 9.3 He/she shall coordinate communications with the advice and consent of the Executive Committee and Director.
- 9.4 Although membership recruitment and activities and fund raising shall be the general business of the Executive Committee and/or such other committee of Chorale Members as may be designated by the Executive Board, he/she shall be apprized of all outreach efforts relating to membership or fund raising.
- 9.5 He/she shall be the head of any publicity or public relations committees established by the Executive Committee.

Section 10. Executive Committee

- 10.1 The Executive Committee shall consist of the Officers and six (6) Members-At-Large. The Director shall be a non-voting member of the Executive Committee. A retiring Chairperson shall be a non-voting member of the Executive Committee for one year following his or her Chairperson term.
- 10.2 The term of office for a Member-at-Large shall be two years, and there shall be two classes of Members-At-Large, so that three Members-At-Large are elected at each annual meeting. Vacancies occurring among the Members-At-Large may be filled at the discretion of the Executive Committee by appointment.
- 10.3 The Chairperson shall chair the Executive Committee.
- 10.4 The Executive Committee shall be vested with the power to conduct current and ordinary affairs of the Corporation, including the power to authorize purchases, sales, contracts, conveyances, transfers and the execution negotiable instruments; to authorize the Treasurer of the Corporation to accept and hold securities owned by the Corporation in the name of the nominee, or in street form as he/she may determine; to fix and alter the powers, duties and compensation of the officers and agents of the Corporation; to accept resignations and fill vacancies; and fix the date, place and hour of the annual meeting of the Chorale Members.
- 10.5 The Executive Committee may make rules not inconsistent herewith for the holding and conduct of its meetings.
- 10.6 The Executive Committee shall report its actions to the Chorale Members.
- 10.7 The Chorale Members shall have the power to rescind any of the resolutions of the Executive Committee by majority vote at any Annual Meeting or at any Special Meeting properly called for the purpose, but no such rescission shall have retroactive effect.

Section 11. Executive Committee Meetings

- 11.1 An annual meeting of the Executive Committee shall be held immediately following the adjournment of each annual meeting of the Chorale Members, for which meeting no notice shall be required to be given, nor shall any notice be required to be given of any adjournment thereof.
- 11.2 Regular meetings of the Executive Committee may be held at such time and place as the Executive Committee may by vote from time to time determine, and no notice of any such regular meetings or adjournment thereof shall be required. Any Chorale Member may attend any regular meeting of the Executive Committee.

- 11.3 Special meetings of the Executive Committee may be held at the call of the Chairperson, Treasurer, or any committee members, pursuant to written notice thereof signed by him/her or by the Secretary, and sent by mail to each committee member at his/her last known place of business or residence at least 10 (ten) days previous to the meeting, or given to him/her personally, by telephone, facsimile transmission, or telegram in time for him/her to attend. Any meeting of the Executive Committee at which all committee members are present or notice of which has been waived by all committee members in a writing filed with the records of the meeting shall be a legal meeting without call or notice; any committee member may waive notice of any meeting in writing either before or after the meeting. Meetings of the Executive Committee may be held outside as well as inside the Commonwealth of Massachusetts. Any Chorale Member may attend any special meeting of the Executive Committee.
- 11.4 At any meeting of the Executive Committee a simple majority of committee members then in office shall constitute a quorum, and a simple majority may adjourn any meeting from time to time and such meeting may be held as adjourned without further notice.
- 11.5 At any meeting of the Executive Committee at which a quorum is present, a majority of the committee members present thereat shall, except where a larger vote is required by law, the articles of organization or by these By-Laws, decide any question brought before such meeting. In the event of a tie vote within the Executive Committee, the disputed issue shall be brought before the membership for binding vote of a special meeting called in accordance with section 2.7 of these By-Laws. Any action set forth in the records of the Executive Committee which is approved in writing or endorsed on the records of the meeting by all Executive Committee members then in office shall be the valid action of the Executive Committee whether or not a meeting was held in accordance with these By-Laws.
- 11.6 After the proper amendment of any By-Law (or the By-Laws as a whole) by a Meeting of the Chorale Members, the Executive Board may at any time by simple majority vote correct obvious scrivener's errors such as mis-spellings and inappropriate punctuation. Any such corrections shall be pointed out at the next Annual Meeting for ratification.

Section 12. Other Standing Committees

- 12.1 The Executive Committee may establish such other standing committees as may from time to time be deemed necessary to the operation of the Chorale. Such standing committees shall be composed of Chorale Members of the Corporation, and such other interested parties as may from time to time be asked to assist.
- 12.2 The Chairperson shall be responsible for formally appointing heads of each standing committee from the full Chorale Membership during the first forty-five (45) days of each fiscal year (except for the Nominating Committee, which shall be established under separate By-Law), or as soon thereafter as practicable.
- 12.3 Such committees shall include Nominations and Audit. The committees may also include, but shall not be limited to, the following: Membership, Publicity, Fund Raising, Scholarship, Road Crew, Refreshments, Decorations, and Dance and Movement. Each such committee shall have a designated head, and shall meet as reasonable and necessary to accomplish the tasks set for the committee.
- 12.4 The Chairperson shall appoint by March 1 of each year a Nominating Committee to seek and recommend a slate of Officers and Members-At-Large to the Chorale Membership. The Nominating Committee shall propose the slate to the Chorale Members by April 15 of each year. Additional nominations may be made from the floor of the Annual Meeting. No current Officer or Member-At-Large shall be a member of the Nominating Committee.
- 12.5 The Chairperson shall appoint by October 15 of each year a three-member Audit Committee, to consist of at least two (2) Chorale Members who are not members of the Executive Committee. The Treasurer shall not be a member of the Audit Committee. The Audit Committee will review the books of the Corporation at least once before the Annual Meeting. Said review will not constitute an "audit" as defined in accounting terms, but simply a review of the books for obvious or serious irregularities, and for missing information.

Section 13. Dissolution of the Corporation

- 13.1 In the event of the dissolution of the Corporation, the Executive Committee shall direct the Treasurer to pay all outstanding debts of the Corporation. The Executive Committee shall take all steps necessary to dissolve the Corporation in accordance with the laws of the Commonwealth of Massachusetts.
- 13.2 In the event that moneys or other assets remain after such dissolution, such moneys or assets shall be donated to the Millis Parents Music Association or its successors or assigns for the furtherance and benefit of musical education in the school system then serving the Town of Millis.