

BYLAWS OF MANCHESTER CHORAL SOCIETY

Last amended March 2015

PREAMBLE:

The name of this organization is the Manchester Choral Society ("the Society"). The objective of the Society is to provide the community with quality choral music, to provide members with the opportunity to develop their musical knowledge and skills, and to promote music through public performance. The Society is organized as a not-for-profit organization, and no part of its earnings benefits any private individual. In the event of dissolution of the Society, any funds remaining in the treasury after the payment of any outstanding debts shall be contributed to an artistic non-profit organization, which meets the qualifications of Section 501c (3) of the Internal Revenue Code.

ARTICLE I – OFFICES

The principal office of the Society in the State of New Hampshire shall be located in the City of Manchester, County of Hillsborough. The Society may have such other offices, either within or without the State of New Hampshire, as the board of directors may designate or as the business of the Society may require from time to time.

ARTICLE II – MEMBERS

The Society shall consist of performing members, sustaining members and past members. The Membership Chair, which will be the Secretary unless otherwise decided by the Board, shall maintain a membership register for enrollment of members of the Society, which shall contain a record showing the name, address and e-mail address (if available) of the enrolled member. A Performing Member shall enroll in the Society annually by filing with the Membership Chair a registration card and paying required dues and music fees, as shall be established from time to time by the board of directors. A Sustaining Member shall enroll in the Society annually by making a contribution to the Society. A member of the Society may be both a Performing Member and a Sustaining Member.

1. MEMBERSHIP CATEGORIES: (A) PERFORMING: Performing members shall be all who are determined by audition to have sufficient musical ability. Performing members shall be considered to be in good standing if they have filed an annual registration and paid required dues and music fees, as provided above. Rules for eligibility to perform in individual performances shall be determined by the board of directors in conjunction with the Society's music director. (B) SUSTAINING: Sustaining members shall be persons or organizations who support the activities of the Society by contribution of in-kind resources or financial resources in accordance with the contribution schedule as established from time to time by the board of directors. Sustaining members who are not also performing members are not entitled to notice of or an opportunity to vote at meetings of the Society. (C) PAST: Past members are members of the Choral Society who are not presently performing members in good standing or sustaining members. Past members are not entitled to notice of or an opportunity to vote at meetings of the Society.

2. ANNUAL MEETING: The annual meeting of the members shall be held in the last quarter of the fiscal year, on a date to be fixed by the board of directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated by the board of directors for the annual meeting or at any postponement thereof,

the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

3. SPECIAL MEETING: Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President (hereinafter, the term "President" shall refer to the President or a Co-President), or by the board of directors, and shall be called by the President at the request of not less than one tenth of the performing members.

4. PLACE OF MEETING: The board of directors may designate any place, within the State of New Hampshire, as the place of meeting for any annual meeting or for any special meeting called by the President or by the board of directors. If no designation is made, the place of meeting shall be the current location of rehearsals for the Society.

5. NOTICE OF MEETING: Written notice stating the place and hour of the meeting and, in the case of special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than fourteen nor more than sixty days before the date of the meeting, either personally, by mail, or by electronic mail, if the member has registered an e-mail address with the Membership Chair, by or at the direction of the President, the Secretary, or the officer or other person calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears in the membership record of the Society, with postage thereon prepaid. If delivered by electronic mail, such notice shall be deemed to be delivered when sent by electronic means to the address which the member has registered with the Secretary.

6. VOTING MEMBERSHIP: Unless the board of directors shall have specified otherwise, performing members in good standing and members of the board of directors shall constitute the members entitled to notice of and to vote at any meeting of members.

7. MEMBERSHIP RECORDS: The Membership Chair shall provide the board of directors with a list of performing members not later than the first rehearsal during the last quarter of each fiscal year. Such list shall be arranged in alphabetical order by section and shall contain each performing member's most current address as provided by that member to the Secretary or membership chair. Such list shall be produced and kept open at the time and place of any meeting and shall be subject to the inspection of any member during the whole time of said meeting.

8. QUORUM: Thirty-three percent of the performing membership shall constitute a quorum at a meeting of members. If less than a quorum of the voting membership is present at a meeting, a majority of the members present may postpone the meeting to an alternate date and time with no further notice required to the performing membership. At such postponed meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at the meeting where a quorum is initially present may continue to transact business and vote notwithstanding the withdrawal during the meeting of enough members to result in less than a quorum.

9. VOTING OF DIRECTORS: The performing membership shall elect directors and officers by a plurality of votes cast by the performing members entitled to vote in the election at the meeting.

ARTICLE III – BOARD OF DIRECTORS

GENERAL POWERS: The board of directors shall manage the Society and shall have all of the powers necessary or convenient to carry out the objectives, and day-to-day business and affairs of the Society.

1. NUMBER, TENURE AND QUALIFICATIONS: The board of directors shall consist of the four elected officers set forth in Article IV, below, the immediate past President (who shall serve for a term of one year immediately following the term served as President), and not more than ten members-at-large. The number of members-at-large may be increased by a resolution of the board of directors. Any director position vacant as a result of an increase in the number of members-at-large may be filled by a vote of the board for the remainder of the current fiscal year after which it shall be filled at the election held at the next annual meeting of the membership.

The four elected officers and members-at-large shall be elected to serve for terms of two years. Except as provided below, a person may serve a total of six (6) years, in any combination of positions as officer and member-at-large. After any such six consecutive years of service, there will be a two-year waiting period before a person is eligible to serve as either an officer or a member-at-large. Notwithstanding the preceding limitation, the immediate past President may serve for a term of one year immediately following the term served as President without regard to the six (6) year limitation. The elected officers and members-at-large of the board of directors need not be residents of the State of New Hampshire but shall be performing or sustaining members of the Society; however, the membership of the board of directors shall be in compliance with the requirements of New Hampshire Revised Statutes Annotated Section 292:6-a regarding the boards of directors of charitable nonprofit corporations.

2. REGULAR MEETINGS: Regular meetings of the board of directors shall be held no less frequently than quarterly. A regular meeting of the board of directors shall be held without other notice than this bylaw immediately after, and in the same place as, the annual meeting of members. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. The regular meetings of the board of directors shall coincide with the fiscal year of the Society, as provided in Article V of these bylaws, and newly elected officers and members-at-large shall begin their terms at the first regular meeting of the board of directors following the beginning of the fiscal year.

3. SPECIAL MEETINGS: Special meetings of the board of directors may be called by or at the request of the President, by any one elected officer, or by any two members-at-large. The person authorized to call special meetings of the board may fix any place within twenty miles of the principal office of the Society as the place for holding any special meeting of the board of directors.

4. NOTICE OF SPECIAL MEETINGS: Notice of any special meeting shall be given at least two days previously thereto either orally or in writing. If in writing, such notice may either be mailed or delivered by electronic mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to that director's address of record, with postage thereon prepaid. If delivered by electronic mail, such notice shall be deemed to be delivered when sent by electronic means to the director's electronic mail address of record. Any director may waive notice of any meeting. Except as provided in the next sentence, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business and at the beginning of the meeting, or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Neither the business to be transacted at, nor the purpose of, any special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

5. QUORUM: A majority of board of directors, determined based on the number of directors in office immediately before the meeting begins, shall constitute a quorum for the transaction of business at any meeting of the board of directors; provided, however, that less than a quorum of the directors may adjourn

the meeting. If less than a quorum is present at a meeting, a majority of directors present may postpone the meeting to an alternate date and time without further notice or take such other action as shall be specifically permitted under these bylaws.

Unless otherwise restricted by these bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by teleconference or any other means by which all persons participating in the meeting are able to communicate with one another. Such remote participation shall constitute presence in person at the meeting.

6. **MANNER OF ACTING:** Action by the board of directors shall be by resolution or motion. Each resolution or motion considered by the board, whether or not adopted, shall be entered in the meeting minutes, and the vote, including an abstention, recorded. Each director shall have one (1) vote on all matters to be decided by the board. The act of the majority present at a meeting at which a quorum is present shall be the act of the board of directors.

7. **ACTION WITHOUT A MEETING:** Unless otherwise restricted by these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors consent in writing through fax, mail, or by electronic communications to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board. Action taken by consent is effective when the last director required to constitute a majority consents, unless otherwise specified by the Board. A signed consent has the effect of a meeting vote and may be described as such in any document.

8. **VACANCIES:** Except as otherwise provided in these bylaws, any vacancy occurring on the board of directors may be filled by the affirmative vote of a majority of remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

9. **REMOVAL:** Any Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors by the affirmative vote of two-thirds of the full number of Directors then in office acting at a meeting of the Board, the notice of which has specified the proposed removal. In addition, three consecutive absences from regular meetings of the Board shall constitute an automatic resignation without any further action of the Board of Directors, unless the President of the Board has excused the absences.

10. **PRESUMPTION OF ASSENT:** A director of the Society who is present at a meeting of the board of directors at which action on any Society matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Society immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

11. **RESIGNATION:** A director may resign at any time by giving notice to the board of directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by any director and the acceptance of the resignation shall not be necessary to make it effective.

12. **COMMITTEES:** The board of directors by resolution may designate such Standing Committees and Ad-Hoc Advisory Committees, as it deems necessary and desirable. The Standing Committees include, but shall not be limited to (1) the Executive Committee, (2) the Finance Committee, (3) the Nominating Committee, and (4) the Endowment Management Committee.

In addition to the functions and duties set forth in these bylaws, the board of directors may delegate to each committee such additional duties, responsibilities and powers as are appropriate to the tasks of each committee. Each committee, through its chair or board liaison, shall provide a report to the board of directors at its next regular meeting following any committee meeting, of the activities, recommendations and business conducted at any committee meetings held since the last meeting of the board of directors. No committee shall have any independent capacity or power to bind the board of directors to any contract, policy or financial obligation, unless and until ratification and/or consent of the board of directors to such action are obtained. Committee members shall be recommended by the President and confirmed by the board of directors, and each committee shall serve at the pleasure of the board of directors.

There shall be at least three members appointed to each committee, at least one of whom shall be a director. The President shall appoint from the members of each committee a chairperson. The other requirements of this Article III with respect to meetings, action without meeting, notice and waiver of notice, quorum and voting requirements of the board of directors, apply to any such committees and their members.

(a) Executive Committee: The Executive Committee shall consist of the four elected officers of the board. The Executive Committee shall monitor the activities of the staff of the Society and the Business Manager, if any.

(b) Finance Committee: The Finance Committee shall review the annual budget as proposed by the Treasurer and board of directors and shall present the budget to the membership annually for approval, and shall be responsible for recommending to the board of directors the engagement of any independent financial consultants and the monitoring of the performance of any such consultants once engaged.

13. ENDOWMENT MANAGEMENT COMMITTEE: In addition to the general provision of these bylaws applicable to committees, the following shall apply to the Endowment Management Committee:

a) Nomination, Election and Terms of Membership: The Endowment Management Committee ("the Committee") shall consist of three people, all of whom shall be performing or sustaining members of the Society and at least one of whom shall also be a member of the board of directors. Any members who are not members of the board of directors shall be proposed by the Nominating Committee and elected by the membership at its annual meeting for terms of three years, for a maximum of three consecutive terms. The member who is also the member of the board of directors shall be nominated and approved by the board of directors to serve a one-year term, such nomination and approval to take place each year no later than at the first meeting of the board of directors which follows the annual meeting of the membership. No member of the committee, elected or nominated by the board, shall serve for more than nine consecutive years. A one-year waiting period is required before the individual is eligible to serve on the committee again. If a committee member has a status change or resigns as a member or a vacancy is otherwise created, the President or the board of directors shall appoint an interim member to serve until the next annual meeting at which time the Nominating Committee shall propose a new member to the committee as provided above.

b) Assets to be Managed and Reporting: The Society shall maintain an Endowment as one or more accounts separate from the operating account of the Society for the purpose of receiving and managing any donations made to the Society and targeted by the donor or the board of directors for the Endowment Fund. If a donation is offered with restrictions, and is accepted by the Society, the Society agrees to abide by the restrictions. Withdrawals from the account must first be approved by a two-thirds majority vote of the board of directors. The Treasurer shall have access to make deposits and withdraw funds from the account to exercise the will of the board of directors. The Committee shall invest, reinvest, buy, sell, trade and otherwise manage the endowment in such investments of any nature as shall, in the reasonable judgment of the Committee, prudently maintain said assets for the Society. The Committee shall report at least quarterly to the board of directors on the status of all assets managed by the Committee showing breakdown of restricted and unrestricted accounts as to both principal and income where applicable.

c) Governance and Authority to Act: The Committee shall make its decisions by majority rule. The Committee shall have no authority to withdraw funds from the assets under its management. Assets managed by the Committee shall be traded, sold or transferred by instruments signed by two of the three members of the Committee; provided, however, that one such signature shall be that of a member who is also a member of the board of directors.

d) Limitation of Liability: See Article IX.

e) Indemnification: See Article X.

ARTICLE IV – OFFICERS

1. NUMBER: The officers of Society shall be the President, the Vice President or a Co-President, the Secretary, and the Treasurer, each of whom shall be elected by the voting membership.

2. VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors from the then existing directors for the unexpired portion of said officer's term.

3. PRESIDENT OR CO-PRESIDENTS: The President shall be the principal executive officer of the Society and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the Society. The President shall preside at all meetings of the members and of the board of directors, recommend committee members, appoint the chairperson of each committee, oversee the general affairs of the Society, and such other duties and such other authority as may be assigned to him or her from time to time by the board of directors. He or she may sign, when authorized by the board of directors, any deed, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except where the signing and execution thereof shall be expressly delegated by the directors or by these bylaws to some other officer or agent of the Society, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time.

The voting membership may choose to elect two persons to serve as Co-Presidents who will jointly fulfill the duties of the President. Despite fulfilling the duties of the President jointly, each Co-President shall vote individually and independently on all matters presented to the Board for vote. In the event the voting membership chooses to elect Co-Presidents, no Vice President shall be elected.

4. VICE PRESIDENT: The Vice President, if elected, shall act as the President at the request of the President or in the President's absence or inability or refusal to act. When acting as the President, the Vice President shall have all the powers of and be subject to all restrictions imposed upon the President. The Vice President shall also perform such other duties as from time to time may be assigned to him or her by the President or by the board of directors.

In the event the voting membership chooses to elect Co-Presidents, no Vice President shall be elected.

5. SECRETARY: The Secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; distribute all said minutes to members or to the board of directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the records of the Society; and, in general, perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the President or by the board of directors.

6. TREASURER: The Treasurer shall have charge and custody and be responsible for overseeing the general fiscal affairs of the Society; receive and give receipts for moneys due and payable to the Society from any source whatsoever, and deposit all such moneys in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with these bylaws and, in general, perform all of the duties incident to the office of Treasurer as from time to time may be assigned to him or her by the President or by the board of directors. The Treasurer may choose to employ the assistance of the business manager, if one is hired pursuant to Article V, in the performance of some of these duties, but no such delegation shall operate to reduce or eliminate the authority and responsibility of the Treasurer. If required by the board of directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine.

ARTICLE V – FISCAL YEAR

The fiscal year of the Society shall begin on the first day of July and end on the thirtieth day of June in each year.

ARTICLE VI – WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the Society under the provisions of these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VII – AMENDMENTS

These bylaws may be altered, amended, repealed and new bylaws may be adopted either by the members at the annual meeting, or by the members at any special meeting.

ARTICLE VIII – NON-DISCRIMINATION

The Society shall not discriminate against any person in any manner on the basis of sex, sexual orientation, marital status, race, color, age, religion, disability, national origin, citizenship, or ethnic origin.

ARTICLE IX – LIMITATION OF LIABILITY

Unless otherwise expressly authorized by the board of directors, the directors and officers shall serve without compensation and, pursuant to Section 508:16 of New Hampshire Revised Statutes Annotated, shall not be liable for bodily injury, personal injury and property damage if the claim for such damages arises from any act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the purposes of the Society. The directors and officers of the Society shall be protected from liability to the Society and to its members of monetary damages for breach of their fiduciary duties to the fullest extent permitted by New Hampshire Revised Statutes Annotated Chapter 292.

Unless otherwise expressly authorized by the board of directors, any volunteer of the Society, to specifically include any committee member, shall serve without compensation and, pursuant to Section 508.17 of New Hampshire Revised Statutes Annotated and as otherwise permitted by law, shall be immune from liability for any act or omission resulting in damage or injury to any person if (a) the volunteer had prior written approval, to include any act or resolution of the board of directors to act on behalf of the Society; and (b) the volunteer was acting in good faith and within the scope of his official functions and duties with the Society; and (c) the damage, loss or injury was not caused by willful, wanton, or grossly negligent

misconduct by the volunteer. As used in this provision, "damage or injury" includes physical, nonphysical, economic and non-economic damage and property damage.

ARTICLE X – INDEMNIFICATION

The Society shall indemnify and hold its directors and officers harmless from and against all suits, claims, injuries, and damages asserted against them, so long as the director or officer to be indemnified has not acted in bad faith or engaged in intentional misconduct, knowing violation of the law, or derived an improper personal benefit. The board of directors shall indemnify and hold the members of the Endowment Management Committee harmless to the same extent as is provided to its directors and officers, consistent with the provision of these bylaws and public policy. The board of directors may indemnify and advance expenses to any employee, volunteer, provider of services, or agent of the Society who is not a director of the Society, to any extent consistent with public policy, as determined by the general or specific action of the board of directors.

ARTICLE XI – CONFLICT OF INTEREST

Any possible conflict of interest on the part of any member of the board of directors or officer of the Society shall be disclosed in writing to the board of directors and made a matter of record through an annual procedure and also when the interest involves a specific issue before the board of directors. Where the transaction involving a board member or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the board of directors will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging understanding of and agreement to this policy. The board of directors will comply with all requirements of New Hampshire law in the area and the New Hampshire requirements are incorporated into and made a part of the these bylaws.