

THE MISHAWUM CHORAL SOCIETY INC.

BY-LAWS
September 5, 2015

ARTICLE I

Name, Purpose, Location, and Fiscal Year

Section 1 Name and Purpose

The corporation is named The Mishawum Choral Society, Inc.

The purpose of the organization is exclusively for charitable and educational purposes within the meaning of G.L.c.180, Section 4 of the Commonwealth of Massachusetts. This includes, but is not limited to, support of a creative outlet and continuing education in choral music for its members and furthering community cultural efforts.

No part of the assets or income of the corporation shall be distributed to directors, officers, or private individuals other than as authorized reasonable compensation for services rendered.

Section 2 Location

The principal office of the corporation in the Commonwealth of Massachusetts is in Woburn at the place set forth in the Articles of Organization of the corporation. Its mailing address is P.O. Box 135, Woburn, MA 01801. The directors may change the location and mailing address of the principal office by filing an appropriate certificate with the Secretary of the Commonwealth.

Section 3 Fiscal Year

The fiscal year of the corporation shall end on the 30th day of June in each year.

Section 4 Tax Status

The corporation is exempt from federal income tax under Internal Revenue Code Section 501 (c) (3).

ARTICLE II

Membership, Sponsors, Benefactors, Contributors

Section 1 Membership

Membership will be open to the public. Entrance of new members or the dismissal of existing members shall be at the discretion of the Music Director with concurrence by the Board of Directors. Membership is automatically renewed unless a member expresses his or her intent to withdraw or is delinquent in their annual dues. Members in good standing have full voting privileges.

Non-payment of annual membership dues by the first rehearsal of October, or within 4 weeks of being accepted as a member may result in loss of membership in good standing, revocation of the right to perform, and termination of membership. Exceptions may be granted by the Board of Directors

All members are strongly urged to attend all rehearsals and performances. The non-attendance of any member at 3 or more rehearsals prior to a performance may constitute forfeiture of that member's right to perform. Exceptions may be granted by the Music Director.

Section 2 Sponsors, Benefactors, Contributors

The Board of Directors may designate certain persons or organizations as sponsors, benefactors, or contributors of the corporation or such other title as they deem appropriate. Such persons or organizations shall serve in an 5and shall have no other rights or responsibilities.

ARTICLE III

Board of Directors

Section 1 Powers and Duties

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be controlled by, the Board of Directors.

The board will be responsible for compliance with the laws, rules, and regulations of the Commonwealth of Massachusetts as they apply to nonprofit corporations. The board is also responsible for obtaining legal rulings from the appropriate ruling authority and to provide for the timely filing of any required documents pertaining to any activity that so requires.

Section 2 Organization of the Board of Directors

The Board of Directors will consist of ~~11~~ 9 voting members and the Music Director, a non voting member. The voting members are the 4 officers, the immediate Past President, a Librarian, a Chorus Manager, and ~~up to 5~~ 2 Members-at-Large.

The current President will serve as Chairperson of the board.

Section 3 Election and Term of Office

The Board of Directors, other than officers and immediate past president, shall consist of volunteers from the members in good standing. The authority to appoint volunteers for vacant board position rests with the sitting board. If there are multiple volunteers for open positions an election will be held with all members voting. The current Secretary will oversee the election either by voice, showing of hands, or ballot.

The term of all officers is 2 years, and the term of all other board members other than the Music Director is 1 year. All terms begin on the first Tuesday in September at the annual Board of Directors Meeting.

All board members may stand for re-election for one or more terms.

The Music Director is appointed by the Board of Directors. The appointment shall be in accordance with any contractual terms agreed to by the board or open ended at the convenience of the board. In the absence of a contract the board will ratify its appointment for the coming concert season each September at its annual meeting.

Section 4 Vacancies

A vacancy in any board position because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors from the membership for the balance of the unexpired term. That person will serve until a candidate is duly elected at the next regular annual meeting.

Section 5 Annual Meeting

The annual meeting of the Board of Directors shall be held on the first Tuesday of September to elect board members and officers as necessary, review a financial report from the Treasurer, approve a budget for the current fiscal year, and transact any other business. The meeting will be open to all members.

The Chairperson/President will convene a meeting of the membership immediately following the annual board meeting to elect board members if there

are multiple volunteers for non-officer positions, and to receive reports from the President and Treasurer.

The Secretary will post public notice of both meetings by whatever means the board determines 30 days in advance of the meeting.

Section 6 Votes

Each member shall have one vote and may only exercise that vote in person. Proxies will not be allowed. The Music Director, or his/her representative, has no voting rights. The board may allow attendance and / or voting at meetings via electronic devices or services utilizing procedures it considers most effective.

Section 7 Quorum

At any meeting of the Board of Directors ~~7~~ 5 members must be present to constitute a quorum. The Music Director may not be counted for this purpose.

Section 8 Majority

A simple majority of those directors voting in person shall be necessary to pass any matter included in the meeting agenda.

Section 9 Special Meetings

Special meetings of the Board of Directors may be called by, or at the request of, the Chairperson/President or any 3 directors. The party, or parties, authorized to call a special meeting of the board are responsible for distribution of the meeting's agenda 24 hours in advance. There is no requirement for public notice of special meetings, but any member will not be excluded if present.

Section 10 Compensation

No part of the revenue of the corporation shall inure to the benefit of, or be distributed to its members, officers, or directors. The Board of Directors may, however, establish a stipend for the Music Director and Accompanist to be voted on annually. The Board of Directors is also authorized to pay reasonable compensation for services rendered in furtherance of the organization's purpose. Directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any service.

Section 11 Committees

The Board of Directors may set up, and give such duties and powers it sees fit, to or more committees. Committee membership must include at least one

current member of the board, and the Chairperson must also be a board member. The Chairperson is responsible for reporting to the board on the progress and activities of the committee at all regular or special meetings.

Section 12 Action in Lieu of Meetings

Any action of the Board of Directors may be taken without a meeting if two-thirds of its members consent in writing to such action.

Section 13 Resignation

A director may resign by delivering his or her written resignation to any officer, a meeting of the Board of Directors, or by mailing it to the corporation at its current mailing address. Such resignation shall be effective upon receipt unless a specified date is requested and agreed to by the board.

Section 14 Removal

Any director may be removed by a two-thirds vote of the directors then in office.

ARTICLE IV

Officers

Section 1 Officers

The officers of this organization shall be a President, a Vice President, a Treasurer, and a Secretary.

Section 2 Election of Officers

The officers of the corporation shall be elected by the Board of Directors at its regular annual meeting. Each candidate is eligible by already holding a seat on the board, being in the process of filling a vacancy on the board, and being a member in good standing.

The term of all officers is 2 years. All terms begin on the first Tuesday in Sept at the annual Board of Directors meeting.

All officers may stand for re-election for one or more terms.

Section 3 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors from the board or membership for the balance of the unexpired term. That person will serve until a candidate is duly elected at the next regular annual meeting.

Section 4 Removal of Officers

Any officer elected or appointed by the Board of Directors may be removed by a two-thirds vote of the directors then in office.

Section 5 Resignation

An officer may resign by delivering his or her written resignation to any officer, a meeting of the Board of Directors, or by mailing it to the corporation at its current mailing address. Such resignation shall be effective upon receipt unless a specified date is requested and agreed to by the board.

ARTICLE V

Duties of Officers

Section 1 President

The President shall be the chief executive officer of the corporation subject to the control of the Board of Directors. He/she shall have general charge and supervision of the affairs of the corporation. He/she will also serve as Chairperson of the board and shall preside over all board meetings, except as the directors otherwise determine.

The President/Chairperson is responsible for setting each meeting agenda and distributing it to board members no less than 5 days prior to special meetings and 30 days prior to the annual meeting.

Section 2 Vice President

The Vice President shall be responsible for all duties of the President when the President is unable to serve, or when he/she has resigned and a successor has not yet been named.

The Vice President shall also perform any other duties assigned by the President or the Board of Directors.

Section 3 Treasurer

The Treasurer shall be the chief financial officer and chief accounting officer of the corporation. He/she shall be in charge of its financial affairs, funds, securities and valuable and keep full and accurate records thereof.

The Treasurer shall be responsible for the timely filing and payment of all Commonwealth of Massachusetts and Internal Revenue Service reports and fees applicable to a non profit corporation in good standing.

The Treasurer shall report to the Board of Directors and membership on the financial status and performance of the corporation at annual meetings on the first Tuesday in September.

The Treasurer is responsible for annual billing and collection of member dues. He/she shall provide regular reports to the President of payments received and outstanding delinquencies that would affect a member's good standing in the organization.

The Treasurer may be required to be bonded at the discretion of the Board of Directors.

Section 4 Secretary

The Secretary shall record and maintain records (by manual or electronic means) of all proceedings of the Board of Directors and members in a book or computer file kept for that purpose. These documents shall be kept at the principal office of the corporation or the residence of the Secretary and shall be open at reasonable times for inspection by any member.

The Secretary will contain a true and accurate record of all meetings of the corporation as well as original, or attested, copies of the Articles of Organization and By-Laws and the names of all members and directors and the address of each.

The Secretary will handle all formal correspondence to and from the corporation unless directed otherwise by the President.

ARTICLE VI

Contracts, Indebtedness, Deposits, Gifts

Section 1 Execution of Documents

The Board of Directors may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific transactions.

Section 2 Execution of Debt Instruments

Parliamentary Authority

Section 1 In questions of procedure, "Roberts Rules of Order" shall apply when not in conflict with these By-Laws.

ARTICLE X

Dissolution

Section 1 In the event of dissolution of this corporation, the assets, after payment of all obligations shall be transferred to the City of Woburn. These assets may not be used for any other purpose than the promotion of music through public cultural events.

ARTICLE XI

Amendments

Section 1 These By-Laws may be amended at the annual meeting or any special meeting of the Board of Directors by a 2/3 vote. Any such amendment must be submitted in advance to board members along with the meeting agenda.