

BY - LAWS
OF
CHORAL SOCIETY OF GREENSBORO

ARTICLE I.
ORGANIZATION

Section 1. Name. The name of the organization shall be the Choral Society of Greensboro. Herein, the organization shall be referred to as the "Choral Society."

Section 2. Description. The Choral Society is a community performing arts group which presents choral concerts and other events. The Choral Society may work in association with and receive support from The Music Center, a division of City Arts and the Parks and Recreation Department of the City of Greensboro, North Carolina.

Section 3. Offices. The offices of the Choral Society shall be located at 200 North Davie Street, Greensboro, North Carolina 27401. The Choral Society may establish offices at such other places as the Board of Directors may designate from time to time. The Board of Directors may establish more than one office at any time.

ARTICLE II.
PURPOSE AND OBJECTIVES

Section 1. The Choral Society is a civic, cultural and educational organization. The purpose of the Choral Society is to rehearse and perform various styles of choral music literature, to promote interest in choral and vocal music in the community and beyond, and to provide opportunities for education and performance for its members. The Board of Directors of the Choral Society may adopt other purposes and goals of the organization, not inconsistent with the goals set forth above.

ARTICLE III.
MEMBERSHIP

Section 1. Eligibility. Membership shall be open to members of the public who register for membership and comply with requirements for membership as determined by the Board of Directors. There shall be no residency requirement. The Choral Society does not discriminate against any person on the basis of race, color, ethnicity, religion, sex, sexual orientation, age, familial status, or disability.

Section 2. Restrictions on Membership. The Board of Directors and the Music Director may adopt reasonable requirements for membership in the Choral Society. These may include auditions for one or more voice parts or sections and limitation of chorus size in order not to exceed the availability of music manuscripts, rehearsal and performance facilities, or other constraints.

Section 3. Rights of Members. Each member shall have the right to participate in concerts and other activities of the Choral Society subject to reasonable limitations imposed by the Board of Directors, including restrictions applicable to particular concerts or musical selections based on the nature of the music to be performed or exclusion because of poor attendance or disruptive behavior. Each member shall have the right to vote in the election of members of the Board of Directors and in such other matters as may come before membership for a vote.

Section 4. Term of Membership. Each person who qualifies for membership shall continue as a member of the Choral Society for the remainder of the concert season in which the person registers. Membership may be renewed by registration for one or more concerts in a subsequent concert season. Membership for a concert season continues for the entire season until resignation or other termination. Membership continues in a particular concert season, even if the member is not participating in all concerts or other events of the Choral Society.

Section 5. Duties of Membership. Each member shall: 1) Learn the music selected for each Choral Society concert in which the member participates; 2) Bring music to each rehearsal; 3) Return the music to the Music Librarian in good condition, reasonable wear and tear excepted, after each performance as directed by the Music Librarian or be charged for its replacement; 4) Comply with the rehearsal attendance policy set by the Music Director for each concert; 5) Support the activities of the Choral Society, including its fundraising and community outreach; 6) Abide by the concert dress code; and 7) Comply with the other policies and rules adopted by the Board of Directors.

Section 6. Termination of Membership. Any member may terminate his or her membership by submitting written notice of resignation to the Recording Secretary. Membership may be terminated by the Board of Directors because of a member's repeated failure to comply with the duties of membership. In such cases, the Corresponding Secretary will provide the member with a written notice of his or her termination and the reason(s) for it sent to the member's last known address.

ARTICLE IV.

MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. An annual meeting of the membership will be held during the first regular rehearsal in April or at an alternative time determined by the Board of Directors. The Board of Directors shall give notice of the annual meeting to the membership. Notice shall be deemed sufficient if given orally at two consecutive rehearsals immediately prior to the meeting, e-mailed to all members at least one week prior to the meeting, or published at the beginning of

the spring concert period in the schedule available to all members on the Choral Society web site.

Section 2. Special Meetings. Special meetings of the membership may be called by the President, by the Board of Directors, or by a written request signed by five percent (5%) of the membership and submitted to the Board of Directors. Notice of such meetings shall be sufficient if given orally at a rehearsal at least one week prior to the meeting or e-mailed to all members at least one week prior to the meeting.

Section 3. Quorum. Except as otherwise provided in these by-laws, a majority of the members participating in the concert that is being prepared at the time of the meeting shall constitute a quorum for the transaction of all business. If no concert is being prepared for the then-current concert season, a majority of the membership shall constitute a quorum for the transaction of all business.

Section 4. Voting. Each member shall be entitled to one vote. All voting shall be by a show of hands, except that, upon request of any member in advance of the vote and approval of the presiding officer, the vote of the membership shall be by secret ballot. The vote of a majority of the members present at any meeting at which there is a quorum shall carry the question and shall constitute the act of the entire membership, except as otherwise provided herein.

ARTICLE V.

OFFICERS

Section 1. Officers of the Organization. The officers of the Choral Society shall consist of a President, a Vice President, a Corresponding Secretary, a Recording Secretary, a Treasurer, and the Past President or Member at Large. All officers shall be members of the Choral Society.

Section 2. Election and Term.

2.1. Officers of the Choral Society shall be elected for a two-year term by the membership at the annual meeting. A Vice President, Corresponding Secretary, Recording Secretary, or Treasurer who has served a full term may be nominated for and serve a second term in another office. With the exception of the President, who automatically becomes Past President, officers who have served two complete terms on the Board of Directors must remain off the Board for at least one year before serving again.

2.2. The President, Vice-President, and Corresponding Secretary shall be elected in odd-numbered years. The Treasurer and Recording Secretary shall be elected in even-numbered years.

2.3. If the Vice President, Corresponding Secretary, Recording Secretary, Treasurer, Past President or Member at Large resigns, dies, or is removed by the Board using procedures described in Section 3 of this Article before the end of his or her term, the Board shall, as soon as practicable, appoint a replacement to serve until the end of his or her term. A person appointed

by the Board to complete the term of a Vice President, Corresponding Secretary, Recording Secretary, or Treasurer may be nominated and stand for election to his or her appointed office for the next full term for that office. After completing this full term, he or she may also be nominated and serve a subsequent term in another office in accordance with Section 2.1. A replacement for the Past President will bear the title Member at Large and, if possible, should be a past Choral Society officer who has recently completed his or her term. After completing his or her term, a Member at Large must remain off the Board of Directors for at least a year before being nominated for another office.

2.4. If, as determined by the President or a two-thirds vote of the Board of Directors, a President becomes temporarily unable to fill her or his duties, the Vice President shall assume the title of Acting President and temporarily execute the duties of the President while continuing to execute the duties of Vice President.

2.5. If a President, resigns, dies, or is removed by the Board of Directors, the Vice President shall immediately succeed to the office of President, and the position of Vice President shall be filled by the Board of Directors in accord with Section 2.3. A Vice President who succeeds to the office of President may be nominated and elected to serve a subsequent full term as President. If this occurs, the Board of Directors will then appoint a Member at Large to the Board, giving preference to former officers who have recently completed their terms. If a Vice President who succeeded to the position of President is not elected to a subsequent term as President, she or he becomes the Past President.

2.6. The President, subject to the approval of the Board of Directors, shall appoint a Nominating Committee, which shall consist of two officers, including the Past President or Member at Large, and at least one member who is not an officer. The Past President or Member at Large shall be the chairperson of the Nominating Committee. The Nominating Committee shall present a proposed slate of officers to the Board of Directors for their approval. If the Board fails to approve one or more of the candidates, the Nominating Committee shall reconvene and propose an alternative slate. After Board approval, the President shall present the proposed slate to the membership at the rehearsal immediately preceding the annual meeting of the membership. At the Annual Meeting the President shall again present the proposed slate of officers for election. The membership shall vote on the proposed slate of officers and any nominations from the floor.

2.7. If an emergency situation outside the control of the Board, such as a natural disaster or epidemic, makes it impossible to hold a membership meeting to elect officers at the time stipulated in the bylaws, the Board may, by a two thirds vote, extend the terms of all existing members until an election is held to replace them. If an officer is unwilling to serve beyond her or his normal term, the remaining Board members may elect a replacement to serve during the extended term.

The Board shall schedule the next election as soon as it becomes practicable to hold a general membership meeting. Only replacements for the officers whose terms would have expired first will be elected at this meeting, and they will take office immediately. Their terms will be shortened to terminate at the end of the concert year following the concert year in which they were elected. Replacements for the remaining officers will be elected following the normal

procedures at the end of the same year and serve a normal two-year term beginning the next concert year.

Section 3. Removal. An officer may be removed by a two-thirds vote of the voting members of the Board of Directors for continuing failure to perform the duties of his or her office, including but not limited to missing more than two Board of Directors meetings during the fall or spring concert period.

Section 4. President. The President shall be the principal executive officer of the Choral Society and, subject to the control of the Board of Directors, shall in general supervise and direct the business of the Choral Society. The President shall: a) Regularly attend meetings of the Board of Directors; b) Preside at meetings of the Board of Directors and meetings of the membership; c) Appoint all committees and their chairs; d) Act as liaison between the Music Center of the City of Greensboro Parks and Recreation Department or any other coordinating or sponsoring organizations and the Board of Directors of the Choral Society; e) Oversee the successful functioning of all committees; f) Communicate the policies of the Board of Directors to the membership; g) Prepare and send to Board members the agenda for regular board meetings in advance of the meetings; h) Have the authority to sign contracts and agreements on behalf of the Choral Society, subject to approval by the Board of Directors.

Section 5. Vice President. The Vice President shall: a) Regularly attend meetings of the Board of Directors; b) Serve as Acting President or become President and complete the term of a former President under the conditions described in Article V, Sections 2.4 and 2.5 respectively; c) Preside over board meetings and general membership meetings in the absence of the President; d) Be responsible for planning and implementing member recruitment, retention, and fundraising activities. Subject to the approval of the Board of Directors, he or she may form and appoint committees for these purposes; e) In general, perform all duties incident to the office of Vice President as may be assigned from time to time by the President and the Board of Directors.

Section 6. Recording Secretary. The Recording Secretary shall: a) Regularly attend meetings of the Board of Directors; b) Cooperate with the Music Librarian and Director of the Music Center to keep the membership roster of the Choral Society up to date; c) Take roll at each Choral Society rehearsal and meeting of the membership and report attendance to the Director of the Music Center and absences to the Librarian; d) In cooperation with the Music Librarian, notify members with absences that exceed the limit set by the Music Director for a particular concert that they must contact the Music Director to determine whether they can participate in the next concert; e) Assist the Librarian as needed in distribution of music to the membership and recovery of missing music; f) In general, perform all duties incident to the office of Recording Secretary as may be assigned from time to time by the President and the Board of Directors.

Section 7. Corresponding Secretary. The Corresponding Secretary shall: a) Regularly attend meetings of the Board of Directors; b) In cooperation with the Director of the Music Center, Music Director, and President, arrange for the preparation and sending of correspondence and notices to the membership, including the absence policy for each rehearsal period; c) Prepare minutes of the meetings of the membership and meetings of the Board of Directors for approval

by the Board and retain physical copies of the minutes in one or more books; d) Prepare and mail correspondence and letters of appreciation to members or third parties as may be directed by the President or Board of Directors; e) In general, perform all duties incident to the office of Corresponding Secretary as may be assigned from time to time by the President and the Board of Directors.

Section 8. Treasurer. The Treasurer shall: a) Regularly attend meetings of the Board of Directors; b) Maintain custody of and be responsible for all funds of the Choral Society; c) Receive and give receipts of funds and moneys paid to the Choral Society from any source whatsoever and deposit such funds in the name of the Choral Society in such depositories as shall be selected in accordance with these by-laws; d) Prepare a statement of the Choral Society's assets, income and disbursements before each regular meeting of the Board of Directors and present it to the Board, and prepare and present a summary report to the Board at the end of each fall and spring concert period; e) Assist the Vice President in fundraising activities; f) Provide information needed for the annual examination of the financial records of the Choral Society as prescribed by Article VIII, Section 5; g) Disburse funds as directed by the Board of Directors or President as described in Article VIII; Section 3; h) Prepare and submit the Annual Report of Organization Exempt from Income Tax to the Internal Revenue Service; i) In general, perform all duties incident to the office of Treasurer as may be assigned from time to time by the President and the Board of Directors.

Section 9. Past President or Member at Large. The Past President or Member at Large shall: a) Regularly attend meetings of the Board of Directors; b) Advise and inform the Board about past decisions, activities, and administrative practices; c) Chair the Nominating Committee for new officers; d) In general, perform all duties incident to the office of Past President or Member at Large as may be assigned from time to time by the President and the Board of Directors.

Section 10. Compensation. Officers of the Choral Society shall not receive any compensation for their services in such capacity.

ARTICLE VI

MUSIC DIRECTOR AND LIBRARIAN

Section 1. Music Director. The Music Director may be employed by the Music Center of the City of Greensboro Parks and Recreation Department. The Music Director shall: a) Regularly attend meetings of the Board of Directors; b) Be in charge of all rehearsals and performances of the Choral Society; c) Select appropriate literature for rehearsal and performance; d) Coordinate rehearsal and performance schedules in advance of scheduled concerts; e) In cooperation with the Director of the Music Center, and in consultation with the Board of Directors, select and employ musicians as needed to participate in Choral Society Concerts; f) Set the attendance policy for each rehearsal period and determine whether members with excessive absences will be able to perform at concerts. The Music Director shall not be responsible for Choral Society administrative matters, which shall be handled by the officers of the Choral Society.

Section 2. Music Librarian. The Librarian of the Choral Society may be employed on a part-time basis by the Music Center of the City of Greensboro Parks and Recreation Department. The Librarian shall: a) Regularly attend meetings of the Board of Directors; b) Assemble music and distribute it to members; c) Keep such records as may be necessary to keep track of music distributed to the membership and music stored in the music library; d) Take up music after performances; e) File returned music in the music library; f) Return borrowed copies of music to their owners; g) In cooperation with the Recording Secretary, locate and recover missing music; h) Assist in borrowing music when necessary; i) Keep music library in good order; j) Mark music of the Choral Society with a stamp or other emblem to show ownership of the music; k) Assist in lending music of the Choral Society in cooperation with the Director of the Music Center; l) Cooperate with the Corresponding Secretary to prepare notices for distribution to the membership at the beginning of each rehearsal period, including information about the attendance policy for the rehearsal period; m) Perform such duties of the office of Librarian as may be assigned from time to time by the Music Director, President, Board of Directors, or Director of the Music Center.

ARTICLE VII.

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Choral Society shall be managed and governed by the Board of Directors.

Section 2. Membership. The Board of Directors of the Choral Society shall consist of nine persons, including eight voting members and one non-voting, ex-officio member. The following are voting members: President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Past President or Member at Large, Music Director of the Choral Society, and Music Librarian. So long as the Choral Society continues its cooperation with the Greensboro City Arts Music Center, the Director of the Music Center shall be a nonvoting, ex-officio member of the Board. The term of each Director shall correspond to the term of the qualifying position held by him or her. Directors shall serve until their successors are duly qualified and assume office.

Section 3. Specific Duties. The Board of Directors of the Choral Society shall have the duty to develop and implement policies for membership, concert dress, fundraising projects, personnel policies, cooperation with the Greensboro City Arts Music Center or other organizations, and other policies and procedures affecting the operation of the Choral Society. The Board shall also implement the attendance policy set by the Music Director. At least every four years, normally in the second year of a President's term, the Board of Directors shall appoint a committee to examine the by-laws, and propose any needed amendments to the Board of Directors for consideration. The Board of Directors shall generally perform or arrange for the performance of other functions that are necessary and proper for the operation of the Choral Society and the achievement of its goals and purposes.

Section 4. Removal. An officer who is removed in accordance with Article V, Section 3 or a Music Director or Music Librarian who resigns or is dismissed will no longer be a member of the Board of Directors.

Section 5. Meetings. The Board of Directors shall meet monthly, except that no monthly meeting need be held if the President determines that there is no business that needs the immediate attention of the Board of Directors. Special meetings of the Board of Directors may be called by the President and must be called upon the request of a majority of members of the Board. Except in the case of true emergencies, at least one week's notice of special meetings shall be provided.

Section 6. Quorum and Voting. A majority of the voting members fixed by these by-laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Except as otherwise provided in these bylaws, the act of the majority of the voting members present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Other Committees. The President, with the approval of the Board of Director, may appoint committees with members from the general membership or Board of Directors. Committee chairpersons who are not Board members may be invited to attend meetings of the Board of Directors in an ex officio, advisory capacity.

ARTICLE VIII.

CONTRACTS AND FINANCE

Section 1. Contracts and Loans. An officer, officers, agent, or agents may enter into contracts on behalf of of the Choral Society only if appointed by the Board of Directors; such authority may be general or confined to a specific purpose. No loan shall be contracted on behalf of the Choral Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors specific to the transaction.

Section 2. Nonprofit Status. The Choral Society shall be operated as a not-for-profit organization, and shall apply for tax exempt status under applicable provisions of the Internal Revenue Act of 1986, as amended.

Section 3. Use of Funds. Funds raised by the Choral Society, including contributions, ticket revenues from special concerts, and all other income, shall be used only for programs, purposes, and general activities of the Choral Society. All expenditures must be approved by the Board of Directors, except that the President may approve one-time, emergency expenditures in an amount not to exceed \$500. No member may receive monetary payments from the funds of the Choral Society except as reimbursement for authorized expenses incurred on behalf of the Choral Society.

Section 4. Accounts. One or more separate accounts for funds of the Choral Society shall be established and maintained at financial institutions approved by the Board of Directors. Transactions in any such accounts shall be reported to the Board of Directors by the Treasurer at each regular meeting of the Board. The Board of Directors may authorize the creation of

restricted or special purpose accounts. Checks and withdrawals may be signed by the President, Treasurer or other individual designated by the Board of Directors.

Section 5. Financial Reports. The fiscal year of the Choral Society shall be set by the Board of Directors. The Treasurer shall keep accurate and current records of all income and expenses of the Choral Society. The Treasurer shall provide to the Board of Directors an annual report of assets, liabilities, and a statement of operations of the Choral Society. The financial records of the Choral Society shall be examined annually for completeness and accuracy by a committee of two persons selected by the Board of Directors with education or experience in financial affairs, such as bookkeeping, accounting, or related fields. If the committee discovers significant discrepancies or missing funds and the Board cannot resolve the discrepancy, the Board shall engage a Certified Public Accountants or Certified Fraud Examiner to conduct an audit or other examination to determine the extent of and responsibility for the discrepancy. NOTE: THE BOARD OF DIRECTROS ADOPTED THESE BYLAWS WITH THE PROVISION THAT THE FIRST SUDIT SHALL BE CONDUCTED AT THE END OF THE 2018-2019 CONCERT SEASON:

Section 6. Cash Transactions. On each occasion where cash is collected by the Choral Society, the cash receipts shall be counted by the Treasurer and verified by the Vice President; a written report shall be prepared and signed by both. In the event of the absence of the Treasurer, Vice President, or both, other elected members of the Board of Directors shall perform this duty.

Section 7. Distribution of Assets upon Dissolution. In the event of the dissolution of the Choral Society, any residual assets of the Choral Society shall be paid or distributed as Directed by the Board of Directors to one or more organizations that are tax-exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction of Guilford County, North Carolina.

ARTICLE IX.

MISCELLANEOUS

Section 1. Amendments. Any amendments to these by-laws must be approved by a vote of twothirds of the voting members of the Board of Directors. Approved amendments shall be published to the Choral Society membership within a reasonable period after the date of adoption. Upon receipt of a written petition proposing an amendment or amendments signed by at least one-third of the membership as defined in Article III, Section 4, the Board must consider and vote on such amendments and publish the results of the vote.

Section 2. Should the cooperative relationship between the Choral Society and the City of

Greensboro's City Arts Music Center be terminated, the Director of the Music Center shall no longer be an ex officio member of the Board of Directors, the Choral Society will hire its own Music Director and Music Librarian, and all references in this document to cooperation with the Music Center shall be null and void.