

BYLAWS OF The Greater Philadelphia Chorale

August 1, 2012

ARTICLE I NAME

The name of this organization shall be The Greater Philadelphia Chorale (GPC).

ARTICLE II REGULATIONS

The GPC is a registered 501-C-3 non-profit organization.

ARTICLE III PURPOSE

The purpose of the Greater Philadelphia Chorale is to enhance the cultural life of the region by performing classical and contemporary choral works of distinction. Its goals are to inspire, educate, and expand the musical awareness and appreciation of both singers and audiences and to promote lifelong involvement in choral music by encouraging the participation of singers and audiences of all ages.

ARTICLE IV MEMBERSHIP

Section 4.1. Membership in this organization shall be open to individuals in agreement with its purposes and upon payment of the prescribed dues, paid annually. No person will be excluded from membership on the basis of race, sex, color, religion, ancestry, age, national origin or handicap.

Section 4.2. Each member is entitled to one vote.

Section 4.3. Membership will run from September 1 through August 31 of the following year.

Section 4.4. To be eligible to perform in a concert, members will be expected to attend all scheduled rehearsals including the dress rehearsal. Any absences will be excused at the discretion of the Artistic Director. Attendance shall be taken at all rehearsals.

Section 4.5. The voices of the singers of the GPC shall be vocally compatible. Vocal compatibility shall be determined by the Artistic Director.

ARTICLE V MEETINGS

Section 5.1. An Annual Meeting of the organization shall be held in May, the date to be determined by the Board. The designated time and place shall be announced by the President at least fourteen (14) days prior to the Annual Meeting. A quorum for any business meeting of this organization shall be one third (1/3) of the General Membership.

Section 5.2. The President will give a summary of the year's activities and the Treasurer will present an annual report of the fiscal business of the organization.

Section 5.3. The Board shall meet at least on a monthly basis or as deemed necessary by the President. Regular business meetings of the Board shall be held at a date, time and place suggested by the President and agreed upon by the Board.

Section 5.4. A one-person majority of the members of the Board shall constitute a quorum and the affirmative vote of a majority of those members present shall be necessary for a decision. (Ex with a five member board, three members would represent a quorum and it would take therefore two members voting either yes/no in order to pass a vote)

Section 5.5. Special meetings of the Board may be called, if needed, by the President.

Section 5.6. The Membership may be called into a special meeting by petition of at least ten (10) members to be delivered to the Secretary. The Secretary shall announce a date, time and place for the meeting at least fourteen (14) days prior to the meeting. In case of an emergency requiring action of the membership, the Board may waive the usual procedure of calling a meeting. Each member shall be notified of the time, place and purpose of the meeting.

ARTICLE VI ELECTIONS

Section 6.1. The Board of this organization shall be elected by the Membership and shall constitute the Board of Directors of the organization.

Section 6.2. Board members shall be elected at the Annual Meeting. A majority of members present and voting shall be necessary to the election in each instance.

Section 6.3. Two (2) Members At Large may be selected from the Chorale to bring their expertise to the Board.

Section 6.4. A nominating committee shall be appointed by the Board for the purpose of locating interested individuals who are willing to serve as Board and Members at Large. This committee will prepare a slate of candidates for election as Board Members to be presented at the Annual Meeting. The nomination list shall consist only of people who have agreed to serve as a Board member. Additional nominations can be made from the floor at the Annual Meeting with the permission of the nominee.

Section 6.5. The election of the slate of Board and Members At Large will be conducted by voice vote from those in attendance at the Annual Meeting. If there are nominations from the floor, elections will be conducted by written ballot. Ballots will be counted by the Nominating

Committee. The candidate for a contested position who receives the most votes will be the new Board Member.

Section 6.6. Terms of office shall begin from that Annual Meeting and continue until the next Annual Meeting.

ARTICLE VII BOARD MEMBERS

Section 7.1. The Board shall be the governing body of this organization having full power to implement all regular business and to set policies and procedures for the GPC. Responsibilities include the week-to-week as well as long-range planning, operation and financing of this organization.

Section 7.2. The Board shall consist of not less than five (5) nor more than nine (9) members in good standing of the GPC elected by the Membership at its Annual Meeting. Board members shall assume their duties following the vote of the Membership.

Section 7.3. In addition to the elected Board in Section 7.2, two (2) Members At Large may be nominated from the chorale to bring their expertise to the Board.

Section 7.4. Each Board Member shall be elected for a term of two (2) years, serving no more than three (3) consecutive terms. The number of Board Members to be elected shall be the number required to fill the vacancies. Terms of office shall begin from the Annual Meeting and continue until the following Annual Meeting.

Section 7.5. In the event a vacancy on the Board should occur during the year, the President shall appoint a member of the GPC to fill the position until the next election and, if the departing Board member was an officer, the Board shall elect a Board member to fill that office.

Section 7.6. Upon completion of three (3) consecutive terms of service, a Board Member is prohibited from serving as a Board Member for one (1) year.

Section 7.7. Board Members will be responsible for attending all Board meetings and performing functions as may be delegated by the President. Not attending three (3) consecutive Board meetings is cause for censure or removal from the Board.

Section 7.8. A one-person majority of the members of the Board shall constitute a quorum and the affirmative vote of a majority of those members present shall be necessary for a decision.

ARTICLE VIII OFFICERS AND DUTIES

Section 8.1. The officers of this organization shall be a President, Vice President, Secretary, and Treasurer and Two Members at Large.

Section 8.2. The newly elected Board shall hold the first Board of meeting, within thirty (30) days after the Annual Meeting.

Section 8.3. Board Members, except for the Treasurer, may not serve more than three (3) consecutive years in the same office.

Section 8.4. The only exception to this rule is the position of Treasurer. If no one from the Board agrees to be Treasurer or no Board member has the necessary accounting skills, a Treasurer may be appointed by the Board from the membership. If no one from the membership agrees to be Treasurer, a non member with the necessary accounting skills may be appointed by the Board. The appointment must be reviewed every two years. There is no limit on the number of years an appointed Treasurer may serve. The appointed Treasurer has no vote at Board meetings.

Section 8.5. PRESIDENT

- a) The President shall preside at all Board and General Membership meetings and shall have general supervision of the affairs of the GPC.
- b) He/she has the right to vote at any regular or special meetings.
- c) He/she shall execute all authorized contracts or obligations in the name of the organization except when required by law to be otherwise signed and executed or when delegated by the Board to some other officer or agent of the organization.
- d) The President shall call all meetings.
- e) The President shall assign the duties and exercise the powers of the general management of all performances to the Vice President.
- f) The office of President shall be offered to the Vice-President at the end of the President's term.

Section 8.6. VICE PRESIDENT/Business Manager

- a) The Vice-President shall assume the duties of the President in his/her absence and perform other duties as delegated by the Board.
- b) The Vice-President when assigned by the President, shall perform the duties and exercise the powers of the general management of all performances with the help of designated committees.
- c) The office of President shall be offered to the Vice-President at the end of the President's term.

Section 8.7. SECRETARY

The Secretary shall attend all meetings and keep a record of all proceedings of the GPC, be custodian of the records, conduct the

necessary correspondence of the organization, and perform such other duties as may be delegated by the Board.

Section 8.8. TREASURER

- a) It shall be the duty of the Treasurer to receive all monies of this organization into its bank account(s), and to hold it subject to the order of the Board which shall state the purpose for which it is drawn.
- b) No monies shall be committed or paid out except by order of the Board.
- c) All checks shall be signed by the Treasurer and/or President.
- d) The Treasurer shall keep a correct account of all receipts and disbursements and shall furnish a statement of the finances of the GPC whenever requested by the Board.
- e) The Treasurer shall keep a roll of the members or the President may assign that duty to the Secretary.
- f) The Treasurer shall file or issue appropriate tax forms.

ARTICLE IX. CENSURE AND REMOVAL OF BOARD MEMBERS, OR MEMBERS AT LARGE.

Section 9.1. Any Board Member or Member At Large may be censured or removed from office by majority vote of the total number of elected members of the Board. Any member of the Board may make a motion to call for the censure or removal of a Board Member or Member At Large for cause. The cause for a call for censure or removal must arise from:

- a) Actions by the Board Member or Member At Large that are in direct conflict with the Bylaws of the GPC.
- b) the Board Member or Member At Large has not attended three (3) consecutive Board meetings.

Section 9.2. The President shall set the time and place of the Board meeting to consider a call for censure or removal, and shall give fourteen (14) days notice to all Board Members. The individual subject to the call for censure or removal shall have the option of having the proceedings conducted in Executive Session, except that any vote shall be conducted in a Board meeting.

Section 9.3. In the event of a request by the individual subject the Board may go into executive session, defined by Robert's Rules of Order as a closed session, after stating the reason for the executive session. At the conclusion of the executive session, the Board shall resume the Board meeting. The Board will state the outcome of the executive session.

Section 9.4. After the Board hears both the complaint and the defense of the Board Member, a motion for censure or removal may be made. Censure or

removal of a Board Member shall require a majority vote of the total number of members of the Board.

ARTICLE X CONTRACTED AGENTS

Section 10.1. ARTISTIC DIRECTOR

- a) The Artistic Director shall be appointed by the Board for a one (1) year term after the annual meeting, for the September 1 to August 31 season. In the event of a vacancy, the Board shall fill the vacancy at the earliest practical time.
- b) The duties of the Artistic Director shall be to present to the Board his/her plan for the coming season, including dates and repertoire; to direct all rehearsals and performances and to supervise all matters of musical content and personnel. The Artistic Director may use the President and Concert Committee to assist in formulating the plan. The plan for the upcoming season must be submitted to the Board for approval by the July meeting.
- c) The work of the Artistic Director shall be reviewed and evaluated by the Board on a yearly basis.

Section 10.2. ACCOMPANIST

- a) The Accompanist shall be appointed by the Board for a one(1)year term after the annual meeting, for the September 1 to August 31 season. In the event of a vacancy, the Board shall fill the vacancy at the earliest practical time.
- b) The duties of the accompanist shall be to prepare music for the coming season under the direction of the Artistic Director. The accompanist will be present for all rehearsals and concerts.
- c) The work of the Accompanist shall be reviewed and evaluated by the Board on a yearly basis.

ARTICLE XI. INDEMNIFICATION

Section 11.1. Neither the Board members, nor contracted agent shall have any authority to borrow money or to incur any indebtedness or liability for this organization.

Section 11.2. Each Board Member of the organization, or former Board Member, and any contracted agent or former agent shall be indemnified by the organization against expense, including satisfaction of a settlement or judgment reasonably incurred by him/her in connection with any suit, action or proceeding in which he/she is made or becomes a party by reason of his/her being or having been a Board Member or contracted agent of the organization, except in matters as to which he/she is adjudged liable for negligence or misconduct in the performance of his/her duties as a Board

Member or contracted agent and except in matters settled by agreement unless the Court with jurisdiction of the proceeding approves the settlement, or a majority of the Board Members approves the settlement. This right of indemnification shall be in addition to other rights which each a Board Member or contracted agent may have as a matter of law.

ARTICLE XII FINANCES

Section 12.1. The fiscal year shall be from July 1 through June 30.

Section 12.2. Revenue of the GPC shall result from membership dues, contributions, performances, program advertisements, and special fundraising activities.

Section 12.3. Expenditures over \$100 must receive prior approval of the Board at a scheduled meeting. The Secretary and Treasurer may purchase postage and miscellaneous office supplies as needed for Board mailings, advertising and concert expenses. The Treasurer is authorized to pay all expenses which have been approved by the Board and those submitted by the above Board Members.

Section 12.4. Any Artistic Director and Accompanist fees or any other fees to be paid will be determined by the Board. Suggested soloist and instrumentalist fees will be submitted to the Board by the Music Director in advance of the performance. The Board will determine the fee schedule, and contracts stipulating the fee and services to be rendered will be signed by the above parties when the commitment is made.

ARTICLE XIII PARLIAMENTARY AUTHORITY

Section 13.1. Robert's Rules of Order shall serve as parliamentary authority when they are not inconsistent with these Bylaws.

Section 13.2. A notice distributed to members two weeks prior to annual meeting shall be considered sufficient publication as required in these Bylaws.

Section 13.3. At the business meetings, the order of business shall be as follows:

- a) Reading and Approval of Minutes
- b) Report of Treasurer
- c) Report of Artistic Director
- d) Report of any agent or standing committee
- e) Old Business
- f) New Business

ARTICLE XIV AMENDMENTS

Section 14.1. These Bylaws may be amended or repealed at any meeting of the Board by a majority vote, provided a notice of proposed change/s has been distributed to the Membership at least fourteen (14) days prior to the said meeting. No changes other than those designated shall be made. If any member objects to the proposed amendment in writing to the Board the proposed amendment must be taken to the Membership at either the Annual Meeting or a Special Meeting

Section 14.2. These Bylaws shall be in full force and effect upon their adoption and shall supersede all Bylaws, rules, motions and policies of a contrary nature.

ARTICLE XV DISSOLUTION

In the event of dissolution, all assets of GPC, real and personal, shall be distributed to such organizations as are qualified as tax exempt under Section 501©(3) of the Internal Revenue Code, or the corresponding section of a future United States Internal Revenue Code.

ADOPTION of BYLAWS

The Board of the GPC at a Special Board meeting on July 31, 2012 approved and adopted the above Bylaws. The Bylaws were distributed to the Membership on . The Membership voted to approve them at the