

## **BY-LAWS OF HARTFORD CHORALE, INC.**

### **ARTICLE I. NAME**

The name of this organization shall be Hartford Chorale, Inc. (hereinafter referred to as "the Chorale").

### **ARTICLE II. PURPOSE**

The purposes of this organization are:

1. To reach the widest practicable audience with a broad range of choral literature, including new choral works commissioned by the Chorale;
2. To provide the Greater Hartford area and beyond with a high-quality chorus of symphonic proportions, capable of performing a broad range of choral literature at a professional level of musicianship;
3. To provide experienced, talented singers with an opportunity to study and perform a broad range of choral literature, including the choral masterpieces;
4. In support of the above, to actively promote membership and audiences whose diversity reflects that of the Greater-Hartford population; and
5. To serve as a choral resource to the Greater Hartford area and beyond, collaborating with arts organizations, such as the Hartford Symphony Orchestra, and other non-profit cultural, educational and orchestral organizations.

### **ARTICLE III. MEMBERSHIP**

Membership in the Chorale shall consist of two classes:

Singing Members shall be those persons who:

1. Meet the requirements and needs established by the Artistic Director;
2. Pay dues and meet any other financial obligations as established from time to time by the Board of Governors; and
3. Attend rehearsals and perform in concerts according to the requirements established from time to time by the Artistic Director and the Board of Governors.

The Board of Governors may, in its sole discretion, revoke the membership of any member who does not comply with the requirements established under sections 1., 2., or 3, above.

Non-Singing Members shall be those persons who:

1. Are elected to the Board of Governors but are not active Singing Members; or
2. Are volunteers or other persons who are not active Singing Members and are designated by the Board of Governors to be Non-Singing Members.

Singing Members and Non-Singing Members shall be collectively referred to herein as “Members.”

## **ARTICLE IV. OFFICERS**

### **Section 1. - Officers**

The officers of the Chorale (“Officers”) shall be a President, Executive Vice President, Vice President– Finance, Vice President – Membership, Secretary, Vice President – Marketing, Vice President – Development, Vice President – Artistic Programming and Vice President – Governance.

### **Section 2. - Election of Officers**

The Officers shall be elected by the Members of the Chorale annually at each Annual Meeting of the Chorale.

### **Section 3. - Terms of Office**

Each Officer shall serve for a term of two years, unless otherwise nominated by the Nominating Committee. A person may serve as an Officer other than the President for any number of consecutive terms. A person may serve as the President for no more than three consecutive terms unless the Board of Governors waives such term limitation to permit a fourth consecutive term and such person is thereafter duly nominated and elected.

### **Section 4. - Duties of the Officers**

1. The President shall:
  - A. Preside at all meetings of the Board of Governors and the Executive Committee, and shall be an ex officio non-voting member of all of the committees that the President is not otherwise a member of;
  - B. Carry out and coordinate the policies and activities of the Board of Governors and of the Chorale;
  - C. Perform such other duties as are provided in these By-Laws or as may from time to time be required by the Board of Governors or as are normally associated with the office of a President; and
  - D. Be allowed to authorize net expenditures not provided for in the Chorale’s approved budget in an amount not to exceed \$5,000 in any fiscal year, or some other limitation as specified from time to time by the Board of Governors.
2. The Executive Vice President shall:
  - A. Assume the duties of the President when the President is absent;
  - B. Assist the President in the performance of their duties.
3. The Vice President – Finance shall oversee the following:

- A. Investing funds of the Chorale in such investments as shall, from time to time, be approved by the Board of Governors;
  - B. Making properly authorized disbursements;
  - C. Presenting and distributing a written report to the Members at the Annual Meeting or to such other persons at any other times as and when requested by the President or the Board of Governors;
  - D. Preparing and presenting to the Board of Governors at such time as may be requested by the Board of Governors or the President a proposed annual budget for the next fiscal year of the Chorale; and
  - E. Performing such other duties as may from time to time be required by the Board of Governors or as are normally associated with the office of a treasurer or a Vice President – Finance.
4. The Secretary shall:
- A. Keep and preserve minutes of meetings of the:
    - i. Board of Governors,
    - ii. Executive Committee, and
    - iii. Chorale,and shall distribute a copy of such minutes to each member of those groups with respect to meetings they are entitled to attend.
  - B. Present at any Special or Annual Meeting of the Chorale the minutes of the previous meeting; and
  - C. When requested by the President or the Board of Governors, prepare and/or distribute correspondence and materials for the Chorale.
  - D. Perform such other duties as may from time to time be required by the Board of Governors or as are normally associated with the office of a Secretary.
5. The Vice President – Marketing shall:
- A. Manage the publicity, public relations, community and service organization relationships of the Chorale;
  - B. Oversee the development and production of advertising, concert programs, and other marketing and collateral materials for the Chorale;
  - C. Coordinate audience development and community outreach by the Chorale; and

- D. Perform such other duties as may from time to time be required by the Board of Governors or as are normally associated with the office of a Vice President – Marketing.
6. The Vice President – Development shall:
- A. Manage the contributed income strategies of the Chorale, including assisting in preparation of the Chorale's budget and identifying funding sources to meet the Chorale's needs;
  - B. Oversee the preparation of applications for foundation and agency grants and corporate sponsorship;
  - C. Oversee the annual contribution campaign and other fundraising activities; and
  - D. Perform such other duties as may from time to time be required by the Board of Governors or as are normally associated with the office of a Vice President – Development.
7. The Vice President – Membership shall:
- A. Manage and oversee policies regarding the Members of the Chorale and membership in the Chorale; and
  - B. Perform such other duties as may from time to time be required by the Board of Governors or as are normally associated with the office of the Vice President – Membership.
8. The Vice President – Artistic Programming shall:
- A. Oversee the development of programming plans for the Chorale;
  - B. Advise and support the Artistic Director in short- and long-term program planning; and
  - C. In conjunction with the Artistic Director, recommend artistic programming to the Board, including but not limited to fee-for-service engagements, self-produced performances, collaborations with other organizations, and touring opportunities.
9. The Vice President – Governance shall:
- A. Recruit and nominate suitable Board members and Officers. The Governance Committee, together with temporary members as provided herein, shall serve as the Nominating Committee. The Board of Governors shall appoint three, four or five persons to serve as temporary members of the Governance Committee when it is acting as the Nominating Committee. A majority of the Nominating Committee shall be Singing Members. At least two weeks prior to the Annual Meeting, the Nominating Committee shall present a slate of nominees for Officers and other members of the Board of Governors at least equal in number to the number of vacancies to be filled (as determined by the Board of Governors).

- B. Review and revise, from time to time, the Board's By-Laws;
- C. Monitor and evaluate Board members' roles, duties and responsibilities to the Chorale; and
- D. Provide orientation, training and self-assessment programs for Board members.

### **Section 5 - Vacancies**

Any vacancy occurring in the roster of Officers due to death, resignation or prolonged absence shall be filled by the President with the approval of the Board of Governors. The Board of Governors shall have the right to determine in its discretion at any time whether an officer's absence is sufficiently prolonged so as to cause the Board of Governors to remove such officer and to declare the position to be vacant. If the position that becomes vacant is that of the President, then their successor (which may be the Executive Vice President) shall be selected by the Executive Vice President with the approval of the Board of Governors, as set forth above. Any successor officer shall serve for the remainder of the term of the officer that was replaced by such successor officer.

## **ARTICLE V. BOARD OF GOVERNORS**

### **Section 1. - Board of Governors**

The Board of Governors of the Chorale shall govern, control and manage the affairs of the Chorale. The Board of Governors shall have the power to exercise all of the powers of the Chorale, including, but not limited to, the direction of all Chorale activities; the management and administration of funds of the Chorale; hiring and firing of employees of the Chorale and approval of the terms and conditions thereof; preparation, approval and presentation of the annual budget to the Members of the Chorale; and the establishment of policies with respect to administration, personnel and public relations. Such powers may be exercised through such committees, officers, employees, agents and representatives as the Board of Governors may determine or designate from time to time. As set forth below, subject to any limitation thereon or superseding thereof by the Board of Governors from time to time, all of such powers of the Board of Governors other than Reserved Authority (as defined in Article VI) may be exercised by the Executive Committee.

### **Section 2. - Presentation of Budget to the Members**

The Board of Governors shall present a proposed annual budget to the Members of the Chorale for approval at the Annual Meeting of the Members of the Chorale or at a Special Meeting of the Members called for that purpose, and no such budget shall take effect until it has been approved by the Members. However, (a) after a budget has been approved by the Members, the Board of Governors shall have the authority to make expenditures during the course of a fiscal year that are not provided for in the budget if the Board of Governors determines that there are exigent, changed or unforeseen circumstances that, in the judgment of the Board of Governors, make it necessary or advisable to make such expenditures, and (b) if for any reason the Board of Governors determines that an expenditure is required prior to the adoption of the budget for the year in which such expenditure is to be made, the Board of Governors shall have the authority to approve such expenditure even though the budget has not yet been approved. The President or Vice President – Finance shall report any such expenditures to the Members at or before the next Annual Meeting of the Members.

### **Section 3. - Meetings; Voting**

The Board of Governors shall meet no fewer than four times per fiscal year, which meetings shall be designated "regular meetings." Regular meetings of the Board of Governors may be held without restriction with regard to the date, time, place or purpose of the meeting, except that, unless stated in a written notice of the meeting, no by-law may be brought up for adoption, amendment or repeal. Special meetings of the Board of Governors, which may be called by the President, the Executive Vice President, the Secretary, or any three members of the Board of Governors, shall be preceded by at least two days' notice of the date, time, and place of the meeting. Any such notice may be given in person, by telephone, in writing, or by electronic means. (The "place" of a meeting, here and elsewhere in this document, may be a physical location, a virtual online space, a telephone conference call, or the like.) At the President's discretion and with the understanding that this would only happen under extraordinary circumstances, Special Meetings may be called with less notice than described above. Notice of a special meeting need not include a description of the purpose or purposes for which the meeting is called, except that, unless stated in a written notice of the meeting, no by-law may be brought up for adoption, amendment or repeal. At each meeting of the Board of Governors, each member of the Board shall have one vote. Decisions shall be taken by a majority of the members in attendance when a quorum is present. Members' votes may be expressed orally, in writing, by telephone, by email or text, delivered to the President or the President's designee, either during the meeting or within such time as the President may designate for registering such votes; however the adoption, amendment or repeal of a By-Law may not be taken by written, telephonic or electronic consent, but shall be taken by members present and voting at any Annual Meeting or Special Meeting of the Chorale at which such By-Laws are brought up for amendment, adoption or repeal.

Any actions taken by the Board of Governors at Regular or Special Meetings shall be incorporated into the approved minutes of the next regular meeting of the Board of Governors.

#### **Section 4 - Number of Members; Terms of Office**

The number of members of the Board of Governors shall be determined by the Board of Governors from time to time, but shall consist of at least eleven members (in addition to any Immediate Past president who may be serving ex officio), at least a majority of whom shall be Singing Members of the Chorale. Each member of the Board of Governors (except for the Immediate Past President, when such person is serving ex officio) shall serve for a term of two years, except that the Governance Committee may from time to time nominate persons to serve a term of one year, in order that in each year, approximately one-half of the members of the Board of Governors shall be voted on by the Members. The Board of Governors may appoint one or more additional members to the Board of Governors, who shall serve until the next annual meeting of Members and shall thereafter be subject to the nomination and election process described herein. Should the term of any Board member who is also an Officer expire before the end of their term as Officer, then the term of such Board member shall be automatically extended to the expiration of their term as Officer.

The Artistic Director shall also have the right to attend meetings of the Board of Governors, except when it is determined by the Board of Governors or President that it would be inappropriate for the Artistic Director to be present. Unless otherwise determined from time to time by the Board of Governors or the President, any Member of the Chorale shall also have the right to attend meetings of the Board of Governors.

#### **Section 5 - Vacancies**

Any vacancy occurring in the membership of the Board of Governors due to death, disability, or resignation shall be filled by the Board of Governors. Any successor member of the Board of

Governors shall serve for the remainder of the term of the member who was replaced by such successor.

## **ARTICLE VI. EXECUTIVE COMMITTEE**

### **Section 1. - Executive Committee**

The Executive Committee of the Chorale shall consist of the Officers of the Chorale and up to three other members of the Board of Governors who are appointed to the Executive Committee by the Board of Governors from time to time. The Board of Governors shall have the right to remove at any time without cause any of the members of the Executive Committee other than the Officers.

### **Section 2. - Duties of the Executive Committee**

The Executive Committee shall have the right to exercise any or all of the authority of the Board of Governors, subject to any limitation thereon or superseding thereof by the Board of Governors from time to time and except that the Executive Committee shall not have the right or authority to exercise any of the Reserved Authority, as defined in Section 4 below.

### **Section 3. - Meetings; Voting**

The Executive Committee may meet in person, online, or by telephone conference call. Regular meetings of the Executive Committee may be held without notice of the date, time, place or purpose of the meeting. Special meetings of the Executive Committee, which may be called by the President, the Executive Vice President, the Secretary or any three members of the Executive Committee, shall be preceded by at least two hours' notice of the date, time, and place of the meeting. Notice of a special meeting need not include a description of the purpose or purposes for which the meeting is called. Any such notice may be given in person, by telephone, in writing or by electronic means. At each meeting of the Executive Committee, each member of the Executive Committee shall have one vote. Decisions shall be taken by a majority of the members voting at a meeting at which a quorum is present.

### **Section 4. - Reserved Authority**

Notwithstanding any other provision hereof, the Executive Committee shall not have the right to take or approve action constituting Reserved Authority. As used herein, "Reserved Authority" means the following:

1. Appointment of a Chairperson of a Standing Committee of the Board of Governors, except that the Executive Committee may appoint a person to serve as Chairperson of a Standing Committee of the Board of Governors on an interim basis until the Board of Governors ratifies such appointment or appoints another person to serve as such Chairperson.
2. Appointment of a person to fill a vacancy on the Board of Governors;
3. Approval of a successor Officer appointed by the President to fill a vacancy;
4. Adoption of the annual budget of the Chorale or approval of any modification thereof pursuant to Section 2 of Article V hereof;
5. Approval of the concert schedule and general arrangements for concerts;

6. Approval of the hiring of an Artistic Director;
7. Engagement of any other business or individual whose engagement was not provided for in the Chorale's approved budget if such engagement provides for such business or individual to be compensated or reimbursed in an amount exceeding \$10,000 in any fiscal year;
8. Approval of the incurrence of any other expense which was not provided for in the Chorale's approved budget if such expense is in an amount exceeding \$10,000 in any fiscal year; and
9. Approval of amendments to the Certificate of Incorporation or By-Laws of the Chorale; approval of any merger of the Chorale or sale of all or substantially all of the assets of the Chorale; incurring of indebtedness for, or executing guaranties of, money borrowed; conduct by the Chorale of activities other than those in pursuit of the purposes set forth in Article II hereof; approval of the dissolution of the Chorale; investment of cash of the Company other than in short-term liquid investments; commencement of legal action against anyone; and determination of the nature of the defense of, and the timing and amount of any settlement of, any claim made against the Chorale.

## **ARTICLE VII. COMMITTEES; PAST PRESIDENTS COUNCIL**

### **Section 1. Standing Committees**

Standing Committees of the Chorale shall be: Executive Committee, Development Committee, Finance Committee, Marketing Committee, Membership Committee, Artistic Programming Committee and Governance Committee. All other committees shall be ad hoc committees. The Chairs of the Development, Finance, Marketing, Membership, Artistic Programming and Governance Committees shall be the corresponding Vice Presidents as elected by the Members. The President shall be the ex officio chair of the Executive Committee. Chairs of ad hoc committees shall be appointed by and report to the President. Each Committee shall have such responsibilities as are authorized by the Board of Governors. The President (or, if authorized to do so by the President, the Chair of any Committee) may appoint such other Members to any Committee as the President (or, if applicable, the Chair) may deem appropriate.

### **Section 2. - Past Presidents Council**

At the discretion of the Board of Governors from time to time, persons formerly acting as President of the Chorale shall be invited to advise and consult with the Board of Governors or any Committee thereof as members of a Past Presidents Council. Duties of members of the Past Presidents Council shall also include such other responsibilities as are deemed appropriate by the Board of Governors. The members of the Past Presidents Council (except for the Immediate Past President when such person is serving ex officio on the Board of Governors) shall not be voting members of the Board of Governors or of any Committee thereof (unless such former President is also a member of the Board of Governors or such Committee).

## **ARTICLE VIII. ARTISTIC DIRECTOR; APPOINTIVE POSITIONS**

### **Section 1. - Artistic Director**

The Board of Governors shall hire an Artistic Director (the "Artistic Director") of the Chorale, who shall have such duties as may be determined by the Board of Governors from time to time, and who shall serve for such time as may be determined by the Board of Governors. Unless otherwise



determined by the Board of Governors, in addition to any other duties specified herein or specified by the Board of Governors from time to time, the Artistic Director's responsibilities shall include the following:

1. Recommend to the Board of Governors the music to be performed by the Chorale;
2. Be responsible for the musical preparation of the Chorale;
3. Consult with the Board of Governors regarding the hiring of a rehearsal accompanist and other supporting musicians by the Board of Governors from time to time;
4. Set the vocal standards for the membership of the Chorale; and
5. Conduct auditions, select and review and/or re-audition members in accordance with such vocal standards and any requirements established by the Board of Governors.

### **Section 2 - Appointive Positions**

The Chorale shall have a Librarian and Historian (the "Appointive Positions"), who shall be appointed by the President. The President shall have the right to remove a person from an Appointive Position at any time with or without cause and shall have the right to fill any vacancy in any Appointive Position.

### **Section 3 - Duties of Appointive Positions**

1. The Librarian shall:
  - A. Issue and recall music and record names of recipients;
  - B. Keep the library in order; and
  - C. Carry out any other duties usually associated with this office.
2. The Historian shall:

Collect and preserve all memorabilia pertaining to the Chorale. All memorabilia are the property of the Chorale.

## **ARTICLE IX. MEETINGS OF THE MEMBERS**

### **Section 1. - Annual Meeting**

An Annual Meeting of the Members of the Chorale shall be held within one month before or after the close of each fiscal year or at such other time as the Board of Governors shall determine. The exact date of each Annual Meeting shall be determined by the Board of Governors. The business to be conducted at each Annual Meeting shall include any business that is normally associated with Annual Meetings, including election of the Officers and members of the Board of Governors. In addition to the persons elected by the Members to serve as members of the Board of Governors, each person who ceases to be the President of the Chorale as of the date of an Annual Meeting (the "Immediate Past President") shall, for a period of one year after the end of such person's term as President, be an ex officio member of the Board of Governors, with the same voting and other rights as any other member

of the Board of Governors. The Annual Meeting shall also include the presentation and approval of the annual budget approved by the Board of Governors. Notice of each Annual Meeting shall be given to the Members by the Secretary (or such other person as may be designated by the Board of Governors) in writing at least two weeks prior to the date of the Annual Meeting.

### **Section 2. - Special Meetings**

1. A Special Meeting of the Members of the Chorale may be called by the President or the Board of Governors at any time.
2. A Special Meeting of the Members of the Chorale shall be called by the Secretary upon the written request of at least one-eighth of the active Members, which request shall set forth the purpose of the meeting. Any such Special Meeting shall be held not more than fifteen days after the receipt by the Secretary of such call for the meeting.
3. Notice of any Special Meeting of the Members of the Chorale shall be given to the Members in writing or by electronic means at least seven days prior to the date upon which the meeting is to be held. Such notice shall state the purpose of the Special Meeting, and no business except that set forth in the notice shall be considered at such meeting.

### **Section 3. - Voting**

1. Election of Officers and other members of the Board of Governors and all other business shall, except as otherwise provided herein or applicable law, be carried by a simple majority of the active membership present and voting.
2. Election of Officers and other members of the Board of Governors by the Members of the Chorale shall be by written ballot if requested by 10 or more Members of the Chorale.

## **ARTICLE X. QUORUM**

### **Section 1. - Quorum for Meetings**

A quorum for any meeting of the Members of the Chorale shall be Members present in person constituting at least twenty percent (20%) of the active Members of the Chorale.

### **Section 2. - Quorum for Meetings of Board of Governors and Committees of the Board**

A quorum for any meeting of the Board of Governors, the Executive Committee, any other Committee of the Board of Governors, or the Nominating Committee shall be a majority of the then serving members of the Board of Governors, the Executive Committee or such other Committee present in person or by telephonic or other electronic means.

## **ARTICLE XI. PARLIAMENTARY AUTHORITY**

All meetings shall be conducted in accordance with Robert's Rules of Order.

## **ARTICLE XII. AMENDMENTS**

These By-Laws may be amended at any Annual Meeting or Special Meeting of the Chorale by a two-thirds vote of the active Members who are present and voting at the meeting. Any such proposed

amendment (or a restatement including such proposed amendment) shall be presented to the active Members of the Chorale in written or electronic form at least two weeks prior to the vote on such amendment.

### **ARTICLE XIII. FINANCIAL AND LEGAL**

No part of the net earnings of this organization will inure to the benefit of any officer, shareholder, director or member of the organization, or of any other private shareholder or individual, and no substantial part of the activities of this organization will include the carrying on of propaganda or otherwise attempting to influence legislation, or the participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

### **ARTICLE XIV. DISSOLUTION**

If the Chorale shall be dissolved, the net assets after payment of all debts will be distributed to an organization exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) thereof, to be determined by the Board of Governors of the Chorale at the time of such dissolution. References to a section of the Internal Revenue Code shall be to such section of the Internal Revenue Code of 1986, as amended from time to time, or to the corresponding provisions of any future United States Internal Revenue law.