

BY-LAWS OF THE LYRIC CHORALE

ARTICLE I

Name, Purpose, Location

Section 1. Name. The name of the organization shall be The Lyric Chorale.

Section 2. Purpose. The Lyric Chorale is a voluntary, incorporated, not-for-profit organization whose purpose shall be:

- a. To promote the art of choral and ensemble singing.
- b. To provide an opportunity for advanced choral singers in the Rochester area to perform excellent choral repertoire in a wide variety of styles.
- c. To commit to musical excellence and the highest performance standards in order to inspire, enlighten, and enrich our listeners.
- d. To attract listeners of all ages in and around the greater Rochester, NY area.
- e. To function as Artist-In-Residence at St. Louis Church, Pittsford.

Section 3. Location. The location of the Lyric Chorale shall be in Pittsford, NY.

ARTICLE II

Membership

Section 1. Membership Qualification. The membership in the Lyric Chorale shall be limited to any musically qualified individual who has been auditioned and approved by the Artistic Director.

Section 2. Member Fees. Membership shall be further subject to such assessments, fees, or annual dues as the Board of Directors may prescribe.

Section 3. Termination of Membership. The Board of Directors, at the initiative of the Artistic Director, may terminate the membership of any person at any time, by returning the pro-rata share of said person's current dues.

ARTICLE III

Meetings

Section 1. Annual Meeting. An annual meeting of the membership shall be held before the end of the fiscal year (June 30), at a date and time designated by the Secretary of

the Board, for the election of members of the Board of Directors, and the transaction of any necessary business. Other meetings of the membership may be called at the discretion of the Board. The president or, in his or her absence, the president's designee, shall preside over all meetings of the Lyric Chorale. Meetings shall be conducted according to Roberts Rules of Order.

Section 2. Notice of Meetings. Notice of each meeting of the members shall be in writing or by e-mail and shall state the date, time, and place of the meeting and the purpose for which it is being held. Notice of a meeting shall be given at least ten (10) days prior to its date. The attendance of any member at a meeting, in person or by proxy, without protest, prior to the conclusion of the meeting, of lack of notice of the meeting, shall constitute a waiver of lack of notice by him or her.

Section 3. Quorum. A quorum for transaction of business of the general membership shall be 50% of the membership, either in person or by proxy.

Section 4. Proxies. Any member may designate the Secretary or any other member of the Board to act for him or her by proxy by delivering to the individual to whom the proxy is given, prior to the commencement of a meeting, a signed writing authorizing and directing such individual to exercise such member's vote on any matter that properly comes before the meeting in accordance with the direction contained in such signed writing. Every proxy shall be revocable at any time prior to the commencement of the meeting for which it is given by delivering to the Secretary a revocation in writing signed by the member who gave it or by the member being present and voting at the meeting.

Section 5. Majority Vote. Except as otherwise expressly provided for herein, a majority vote of those voting is necessary to transact any business brought before the membership.

ARTICLE IV

Board of Directors

Section 1. Authority. The Board of Directors shall be responsible for the overall policy and direction of the Lyric Chorale. Subject to these by-laws, the Board shall have full authority and control over the affairs, funds, and property of the Chorale.

Section 2. Board Membership. The Board shall be comprised of no less than seven (7) and no more than eleven (11) individuals. Lyric Chorale members as well as community members are eligible to sit on the Board except, however, that at all times (except in the case of a temporary vacancy) at least seventy percent (70%) of the members of the Board must also be members of the Chorale.

Section 3. Nominating Committee. Prior to each annual meeting, the President shall appoint a Nominating Committee consisting of three (3) members, two (2) of whom shall

be current members of the Board. The Nominating Committee shall be responsible for selecting at least one candidate for each two (2) year term due to expire and, if any, the balance of any unexpired term(s). The Nominating Committee shall solicit from the membership of the Chorale the names of possible nominees, but the Committee is not limited to nominating individuals identified by Chorale members. The names and a brief biographical sketch of the nominees shall be included in the notice of the annual meeting.

Section 4. Election of Board. Members of the Board shall be elected by the members of the Lyric Chorale at its annual meeting. Board members shall be elected to serve a two (2) year term (or until his or her successor is elected) or, in the case of an unexpired term, for the balance of the unexpired term(s). No individual may be elected for more than three (3) full consecutive two (2) year terms. Members of the Board shall take office on July 1st of the year in which they were elected.

Section 5. Plurality Vote. If more candidates have been nominated than there are vacancies to be filled and if one or more Board positions are to be filled, the number of nominees equal to the total number of Board positions to be filled receiving a plurality vote shall be elected, with the nominee or nominees who are elected by the smallest number of votes being elected to the shorter unexpired term(s). In the event of a tie for a greater number of nominees than there are available vacancies, the election as between them shall be decided by the drawing of lots.

Section 6. Vacancies. A vacancy in the Board caused by death, resignation, or removal may be filled by the remainder of the Board for the period expiring with the next annual meeting.

Section 7. Removal. Any Board member who fails to attend two (2) consecutive regular meetings of the Board, without what the Board deems good reason, may be removed by the Board.

Section 8. No Compensation. The elected members of the Board shall receive no compensation. The Artistic Director shall receive an honorarium as determined by the elected members of the Board.

Section 9. Meetings. There shall be a minimum of four (4) meetings during each fiscal year to be scheduled at the discretion of the President, except for an annual organizational meeting of the Board which shall be held within thirty (30) days of the annual membership meeting. Regular meetings of the Board shall be called on a minimum of five (5) days notice. Special meetings of the Board shall be called on a minimum of one (1) day notice.

Section 10. Quorum. A majority vote of those voting is necessary to transact any business brought before the Board. A member of the Board may participate in a meeting by conference telephone. A quorum of the Board shall be achieved if no more than two Board members are absent for a meeting.

ARTICLE V

Officers

Section 1. Title and Election. The officers of the Lyric Chorale shall be a President, Vice President, Finance Director, and Secretary, who shall be elected by the Board at the organizational meeting thereof from among the members of the Board for a term of two (2) years, but shall hold office until their successor is elected. No member of the Board may hold more than one (1) office at the same time or the same office for more than two (2) consecutive terms.

Section 2. Duties.

- a. The President shall represent the organization as a legal representative, signatory, and address; oversee administrative operations of the organization; monitor and guide strategic planning, organizational priorities, and financial stability; appoint the Directors and serve as liaison to standing and ad hoc committees, schedule and preside over Board meetings.
- b. The Vice President shall perform the President's responsibilities when the President is not available, assist the President with administrative operations and oversight as needed, orient to assume the position of President after a minimum of a two (2) year term as Vice President, assist with standing committees as needed, and performs other responsibilities as assigned by the Board.
- c. The Financial Director shall manage the financial oversight of the Lyric Chorale, act as legal signatory for the organization, develop and maintain all non-profit, IRS and State tax reporting obligations and responsibilities, prepare financial reports for each board meeting, prepare and submit an annual budget, and develop and review financial policies and procedures. The Financial Director may appoint a treasurer to assist with the fiscal operation of the organization as needed. The Finance Director shall serve as the Treasurer if one is not appointed or if the Treasurer is unable to fulfill his or her duties.
- d. The Secretary shall be responsible for providing notice of meetings of the members and the Board, recording minutes of the Board meetings, reproducing and distributing minutes in a timely fashion prior to Board meetings, amending and redistributing Board minutes as appropriate, and being with familiar with the by-laws, policies, and regulations. The Secretary shall actively participate in committee work.

Section 3. Removal. Any officer may be removed at any time by an affirmative vote of the Board at any duly called regular or special meeting of the Board which gives notice of such proposed action. A vacancy in any office shall be filled by the Board for the unexpired term.

ARTICLE VI

Artistic Director

Section 1. Duties. The Artistic Director shall be responsible for directing and conducting the chorale, auditioning new members, choosing music, and selecting performance venues. The Artistic Director shall also be responsible for developing budgets for performances that include guest artists who will receive compensation. This budget shall be submitted to the Finance Director for approval by the Board.

Section 2. Appointment. The Artistic Director shall be appointed by the Board and shall serve in an advisory and collaborative capacity within the Board. He or she shall be an ex officio member of the Board without vote.

ARTICLE VII

Committees

Section 1. Executive Committee.

- a. There shall be an Executive Committee of the Board comprised of the President, Vice President, Financial Director and Secretary, and such other Board member, if any, as the Board shall designate.
- b. The Executive Committee, when it is not practicable to convene the entire Board to deal with matters which arise between meetings of the Board, shall have all of the authority of the Board except it shall not have authority as to the following matters:
 - (i) The submission to members of the Chorale of any action requiring the approval by members pursuant to these by-laws;
 - (ii) The removal of any member of the Chorale or of the Board;
 - (iii) The filling of vacancies in the Board;
 - (iv) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

- c. The President shall report at each meeting of the Board any action taken by the Executive Committee since the previous meeting of the Board.

Section 2. Operations Committee. There shall be an Operations Committee comprising of a Director of Operations appointed by the President and such other individuals who are recruited by the Director of Operations. The Operations Committee shall be responsible for concert sound and recording, organizing ushers, ticket sales and distribution and program distribution at performance venues, assisting the Artistic Director with general concert management and performance logistics, including stage management/set up.

Section 3. Development Committee. There shall be a Development Committee comprising of the Director of Development appointed by the President and such other individuals who are recruited by the Director of Development. The Development Committee shall be responsible for developing and implementing fundraising plans and activities, including program ad campaigns and annual support.

Section 4. Public Relations Committee. There shall be a Public Relations Committee comprised of a Director of Public Relations appointed by the President and such other individuals who are recruited by the Director of Public Relations. The Public Relations Committee shall be responsible for the Chorale's liaison activities with the community including, but not limited to, media relations, publicity, web site development and maintenance, and graphic design and layout, and for all printed material for the Chorale.

Section 5. Membership Committee. There shall be a Membership Committee comprised of a Director of Membership appointed by the President and such other individuals recruited by the Director of Membership. The Membership Committee shall be responsible for welcoming and introducing new members of the Chorale to the other Chorale members, maintaining attendance records for Chorale members on a weekly basis, developing and circulating a periodic newsletter for members of the Chorale, developing and circulating a member's handbook and roster, and the selection and procurement of performance attire.

Section 6. Hospitality Committee. The Hospitality Committee shall be comprised of a Director of Hospitality appointed by the President and such other individuals recruited by the Director of Hospitality. The Hospitality Committee shall be responsible for planning and implementing all post-concert receptions or other reception-type events hosted from time to time by the Chorale.

Section 7. Other Committees. There may be such other ad hoc committees as the President, with the approval of the Board, shall determine. The chair of such committees shall be appointed by the President. Such committees shall have such power and authority as determined by the Board.

Section 8. Authority. The Committees provided for in Sections 2 through 7 of this Article VII shall be committees of the Lyric Chorale and not of the Board unless all

members of the Committee are Board members and the Board designates it as a Committee of the Board; and shall have no power to obligate the Lyric Chorale in any manner without the express authorization of the Board, nor shall they have authority to expend any amounts beyond those authorized by the Board.

Section 9. Reports. The Committees provided for in Sections 2 through 7 of this Article VII shall submit written or oral reports to the Board at such time and intervals as shall be determined by the President.

ARTICLE VIII

Effect of Adoption

Section 1. Grandfathering. When adopted, these By-laws shall amend and replace those which were adopted and approved on September 11, 2006. Current members of the Board and the current President, Vice President, Finance Director and Secretary who were last elected pursuant to the By-laws of September 11, 2006 shall remain in office as if such individuals had been elected pursuant to these By-laws.

ARTICLE IX

Interpretation and Amendment

Section 1. Interpretation. The Board shall have authority to interpret these By-laws, and its interpretation thereof shall be final and conclusive.

Section 2. Amendment. The By-laws may be amended only by a vote of a majority of the members of the Lyric Chorale voting at a meeting, the notice of which contains such proposed amendment(s).

Approved by the membership of the Lyric Chorale at a meeting held on October 8, 2007.