

BYLAWS  
OF  
THE CHORAL SOCIETY OF THE PALM BEACHES, INC.  
(a Florida 501(c)(3) Non-Profit Corporation)

ARTICLE I  
INTRODUCTION

Section 1. Definition of Bylaws. These Bylaws constitute the code of rules adopted by The Choral Society of the Palm Beaches, Inc. (hereafter referred to as Corporation) for the regulation and management of its affairs.

Section 2. Purposes and Powers. The Corporation is a performing musical group of adults from Palm Beach County, Florida and surrounding areas, incorporated to create opportunities for participation and enrichment through choral music. This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by law.

ARTICLE II  
MEMBERSHIP

Section 1. Eligibility. This Corporation shall consist of Performing Members. Any person interested in the purposes of this organization is eligible for membership subject to the provisions of these Bylaws or any rules and regulations adopted by the Board of Directors and affixed to these Bylaws which shall be deemed a part hereof.

Section 2. Application. A prospective member shall become a Member upon the successful completion of an audition and the payment of the proper dues.

Section 3. Dues. The dues payable to this Corporation by Performing Members shall entitle membership for the concert rehearsal period for which dues were paid and shall be required to be paid for each concert rehearsal series. Dues for Performing Members shall be determined by the Board of Directors.

Section 4. Termination. Membership shall be terminated in this Corporation:

- a. upon receipt of the written resignation of a member, executed by such Member or his or her duly authorized attorney-in-fact;
- b. upon the failure of a Member to pay dues, no later than 2 weeks prior to the performance date;

- c. for cause inconsistent with the purposes of this organization as determined by a majority of the Board of Directors; provided, however, that before membership shall cease, such Member shall be given prior notice of such action to be taken and be given an opportunity to be heard prior to the date such action is to be taken.

Section 5. Proper Attire and Conduct. Each Performing Member is required to comply with the concert dress code. Each Performing Member is expected to demonstrate conduct befitting professional performers during rehearsals and concerts, as outlined in the Member Handbook.

### ARTICLE III BOARD OF DIRECTORS

Section 1. Function. All corporate powers shall be exercised by or under the authority of, and the business and affairs of a corporation shall be managed under the direction of the Board of Directors subject to the law, the Articles of Incorporation and these Bylaws.

Section 2. Qualification. Each director of this Corporation shall be at least eighteen (18) years of age and a Performing Member in good standing or a supporter of the Choral Society who has been invited to serve on the board by the Nominating Committee. Directors need not be a resident of the State of Florida.

Section 3. Composition.

- a. The Board of Directors is comprised of the Executive Committee (the President, Vice President, Treasurer, and Secretary), the Immediate Past President, Chairpersons of Standing Committees, and Members-at-large, and shall number no fewer than 5 and no more than 15. Any two or more offices may be held by the same person with the exception of President and Treasurer. Only those persons who have signified their consent to serve shall be nominated. The failure to elect any additional officers shall not affect the existence of this Corporation.
- b. The Committees of the Corporation shall be the Executive and the Standing Committees. The chairpersons of the Standing Committees shall serve on the board. The Standing Committees may include, but are not limited to:
  - i. Finance/Fundraising/Grants;
  - ii. Marketing/Promotions/Web and Social Media;
  - iii. Concert/Rehearsal Production;
  - iv. Membership;
  - v. Community Outreach.
- c. The board may modify, delete or add a Standing Committee as deemed necessary.
- d. The President may, from time to time and as necessary, establish ad hoc committees which are defined as time-limited and project-specific. If the chairpersons of such ad hoc committees are not already members of the board, they are encouraged to attend meetings of the Board but may not vote.
- e. Members Ex Officio: The Artistic Director of the Chorus shall serve on the Board ex officio, but without vote.

#### Section 4. Term and Election.

- a. Terms of Office.
  - i. Members of the Executive Committee shall serve in their respective offices for a two-year term. Individuals may serve two consecutive terms but must take one year off before again serving in the same office. The board may choose to waive this requirement by a majority vote.
  - ii. The Immediate Past President shall serve in that capacity until a new past president assumes that role.
  - iii. The Chairpersons of the Standing Committees and Members-at-large shall serve a two-year term. Individuals may serve two consecutive terms but must take one year off before again serving in the same office. The board may choose to waive this requirement by a majority vote.
- b. Election of Officers and Members-At-Large of the Board of Directors.
  - i. At least six (6) weeks prior to the Annual Meeting held on or before May 31st, the President shall appoint a nominating committee to consist of at least three (3) members of the Chorus, at least one of whom shall be the Chairperson of the Membership Committee, who shall serve as Chairperson.
  - ii. The nominating committee shall develop a slate of nominees to the Board of Directors and shall submit its slate in writing to the Secretary of the Board.
  - iii. The Secretary shall provide copies of the slate of nominees to the members of the Chorus at least 14 days prior to the Annual Meeting.
  - iv. Elections shall be held at the Annual Meeting. Nominations from the floor shall be accepted, provided individuals being nominated have consented to be nominated.

#### Section 5. Duties of Officers.

The principal officers of this Corporation shall consist of a President, Vice President, Recording Secretary and Treasurer. The officers of this Corporation shall have the following duties:

- a. The President shall be the chief executive officer of the Corporation and shall have general and active management of the business and affairs of the Corporation subject to the directions of the Board of Directors and perform such other duties as may be prescribed by the Board of Directors.
- b. The Vice President shall have duties and powers incident to the specific area of responsibility and shall have such other powers and duties as may be prescribed by the President or Board of Directors. In the event of incapacity of the President, the Vice President may be designated by the Board of Directors to perform such duties of the President as the Board shall prescribe.
- c. The Secretary shall have custody of and maintain all of the corporate records except the financial records, shall record the minutes of all meetings of the Board of Directors, shall send/serve all notices of meetings, shall have custody of the seal of the Corporation, shall affix and attest the same to documents duly authorized by the Board of Directors, shall serve as historian, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

- d. The Treasurer shall report to the membership, have charge and custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts, disbursements and financial transactions of this Corporation and render accounts and reports thereof, prepare and submit an annual budget for board approval, attend board meetings, supervise the collection of fees, donations and admissions, and shall perform such other duties as may be prescribed by the Board of Directors or the President.
- e. The President and/or Treasurer shall be authorized to sign checks on any account of this Corporation up to \$3,000.00. Any check exceeding this amount shall be signed by both the President and Treasurer on behalf of the Corporation.

Section 6. Delegation of Duties. In the case of the absence of an officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate for the time being the powers and duties of such officers to any other officer or officers or to any director or directors or to any other individual or individuals.

Section 7. Removal of Officers.

- a. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board, with or without cause, whenever in its judgment the best interests of the Corporation will be served thereby.
- b. Any vacancy, however occurring, in any office may be filled by action and approval of the Board of Directors.
- c. Removal, as provided in this section, shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not, in and of itself, create contract rights.

Section 8. Duties and Powers of Directors. The Board of Directors shall have the authority to:

- a. hold meetings at dates, times and places as may be deemed proper and necessary;
- b. approve an annual budget;
- c. admit, suspend or expel Members;
- d. appoint committees on particular subjects from Members of the Board, Officers, Performing Members or personnel of the Corporation;
- e. print and circulate documents and publish articles, including, but not limited to, a Member Handbook;
- f. carry on correspondence and communicate with other associations with similar interests;
- g. employ, retain or terminate any employee or personnel and pay reasonable compensation for services rendered by such employees and personnel;
- h. terminate the contract of any firm, individual or entity employed or retained by the organization to perform any or all nature of services to the organization;
- i. remove any or all of the officers of this Corporation, or any directors with or without cause prior to the termination of such office;
- j. fill vacancies in directors and officers;
- k. devise and carry into execution such other measures as it deems proper and expedient to

promote the purposes of the organization and protect the interests and welfare of the organization, or as otherwise provided by law;

- I. require each director to perform his or her duties as a director, including any duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner the director reasonably believes to be in the best interests of the Corporation and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors, including any directorship to be filled by reason of an increase in the number of directors, shall be filled by a majority vote of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office only until the next annual election of directors.

Section 10. Removal of Directors. Any one or more directors may be removed from office, with or without cause, when such action shall serve the best interests of this Corporation, by a majority of the full Board of Directors called expressly for that purpose.

Section 11. Board Meetings.

- a. The President will preside at all meetings of the Board and will fix the dates of meeting of the Board. In the absence of the President, the Vice-President may assume the authority of the Chairperson, or if also absent, any other director upon the request of a majority of the Board shall preside.
- b. The Board of Directors shall hold regular meetings set by the President at the principal office of this Corporation or at such other date, time and place within or without the State of Florida as may be determined by the President or Chairperson. The annual meeting of the Board of Directors shall be held at the conclusion of each season with reasonable notice to the Membership.
- c. Special meetings of the Board of Directors may be called by the President, by the Chairperson or by any two (2) directors and may be held within or without the State of Florida.
- d. The order of business at meetings shall be as follows:
  - i. reading of minutes of previous meeting;
  - ii. reports of officers;
  - iii. reports of committees;
  - iv. unfinished business;
  - v. new business.
- e. Any question concerning the priority of the business to be conducted at any meeting shall be decided by the Chairperson of the meeting.
- f. Parliamentary Authority: The rules contained in Robert's Rules of Order, as revised, shall govern the Board of Directors, Officers and Chairpersons of various committees in all cases to which they are applicable; provided, however, that such rules do not conflict with the Bylaws or any laws then in effect of the State of Florida.
- g. Quorum and Voting: A majority of the number of directors shall constitute a quorum for the transaction of business. Each member of the Board of Directors in good standing as a member

shall be entitled to one vote only at any meeting thereof on any issue or matter of business before such meeting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under the provisions of the Articles of Incorporation of this Corporation or any provision of these Bylaws.

h. Notice.

- i. Notice of the date, time and place of any meeting of the Board of Directors shall be given, if required, to each director, at least two (2) days before the day of the meeting.
- ii. A majority of the directors present may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.
- iii. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 12. Director Conflicts of Interest.

- a. No contract or other transaction between this Corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of the directors are directors or are financially interested shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction of because his or her or their votes are counted for such purpose, if:
  - i. the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;
  - ii. the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board or a committee.
- b. Common interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Section 13. Resignation of Directors. Any director may resign from the Board of Directors upon written notice being given to the President of the Board. The resignation is effective upon receipt of the written notice by the President, except that resignations received after notice has been given of a Board of Directors meeting shall not be effective until subsequent to that meeting or sooner if approved by the then remaining Directors.

ARTICLE IV  
STAFF

The Corporation shall employ as independent contractors such staff as may be necessary to meet the mission of the organization. Staff may include, but are not limited to, the Artistic Director and the Principal Accompanist.

- a. The Artistic Director shall:
  - i. Be selected by the Board;
  - ii. Have principal responsibility for all musical and technical aspects of choral operations, including, but not limited to:
    - 1. Preparing and presenting an annual concert plan for board approval, within the established concert budget, by the date specified;
    - 2. Selecting and preparing concert music per the approved concert plan;
    - 3. Overseeing all concert production activities within approved budget levels;
    - 4. Auditioning, selecting and preparing soloists;
    - 5. Conducting concert rehearsals and performances;
    - 6. Auditioning and selecting prospective Performing Members;
    - 7. Making recommendations to the board for dismissal of singers who fail to attend rehearsals or otherwise fail to prepare for concert performances or are deemed disruptive of the operation of the chorus;
  - iii. Oversee and evaluate the work of the Principal Accompanist;
  - iv. Abide by the provisions of the annual employment contract whose terms shall outline compensation and performance expectations;
  - v. Have an annual review conducted by the Executive Committee of the Board.
- b. The Principal Accompanist shall:
  - i. Be recommended by the Artistic Director for approval by the Board of Directors;
  - ii. Work under the direction of the Artistic Director and provide piano accompaniment to the choir at rehearsals and concert performances;
  - iii. Abide by the provisions of the annual employment contract whose terms shall outline compensation and performance expectations, including, but not limited to, the number of rehearsals and performances;
  - iv. Have an annual review conducted by the Artistic Director and submitted to the Executive Committee for approval.

ARTICLE V  
NON-BOARD POSITIONS AND COMMITTEES

Section 1. Non-Board Positions. The Board of Directors is responsible for appointing persons to perform a variety of functions as it deems necessary for the conduct of business and to carry out the objects and purposes of the organization. These positions may be held by Board Members or non-board Members. Positions may include, but are not limited to:

- a. The Music Librarian. Position shall report to the President. Responsibilities include ordering new music, maintaining the music library, supervising the distribution and collection of music, keeping music library contents list, and coordinating music for guest musicians.
- b. The Young Artist Vocal Competition (YAVC) Coordinator. Position shall report to the President. Responsibilities include organizing, overseeing and implementing the annual competition.

Section 2 Committees. The Corporation may have such committees as the Board of Directors deems necessary for the conduct of business and to carry out the objects and purposes of the organization. Neither the creation of any committee, the delegation or authorization of authority to any committee, nor action by any committee pursuant to such authority shall operate to relieve the Board of Directors, or any individual director, of any responsibility otherwise imposed by law.

ARTICLE VI  
BOOKS AND RECORDS

Section 1. Books and Records. This Corporation shall maintain:

- a. complete and correct books and records of account;
- b. minutes of the proceedings of the Board of Directors and of any committee;
- c. the current Bylaws, including amendments;
- d. a membership register giving the names, addresses and other details of the membership of each Performing Member. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 2. Inspection. All such books, records and minutes may be inspected by any director, member or person having the right to examine by law or order of a court of competent jurisdiction, or by their agent or attorney, in person at any reasonable time for any proper purpose set forth in writing.

ARTICLE VII  
AMENDMENT OF BYLAWS

The power to alter, amend, repeal, or adopt new Bylaws, except as may be allowed or provided by law, is vested in the Board of Directors. Such action must be taken pursuant to a vote of approval by a majority of the Board of Directors.

ARTICLE VIII  
INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, or employees or former directors, officers, or employees. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel fees, actually paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, any appeals thereof to which any such person or such person's legal representative may be made a party or may be threatened to be made a party by reason of such person's being or having

been a director, officer, or employee as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer or employee may be entitled as a matter of law.

ARTICLE IX  
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this Corporation shall be June 1 to May 31, subject to applicable law.

Section 2. Loans to Management. This Corporation shall make no loans to any of its directors, officers, members or to any of its key management or other personnel.

Section 3. Seal. This Corporation shall have a seal of such design and form as may be approved by the Board of Directors.

Section 4. Contracts. The Board of Directors may authorize any officer or agent of this Corporation to enter into any Contract or to execute and deliver any instrument or document on behalf of this Corporation, which authority may be general or specific. Unless otherwise authorized, the President shall have the power to sign all contracts and any other obligations on behalf of the Corporation approved by the Board of Directors.

Section 5. Deposits. All funds received by this Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as may be approved and authorized by the directors.

Section 6. Sponsorship. The Corporation welcomes and encourages financial sponsorship from individuals, foundations or other entities interested in supporting community cultural arts programs.

Section 7. Dissolution. The Corporation shall be dissolved upon the affirmative vote of a majority of the Board of Directors. Assets of the Corporation shall be distributed pursuant to ARTICLE VII of the Articles of Incorporation.

Revisions approved by unanimous vote of the Board of Directors, 2/8/2021.