

**READING CHORAL SOCIETY
BY-LAWS**

**ARTICLE I
NAME, OFFICES, FISCAL YEAR AND PURPOSE**

- 1.1. Name. The name of the Corporation is Reading Choral Society (the “Society”).
- 1.2. Registered Office. The registered office of the Corporation in the Commonwealth of Pennsylvania shall be at Reading, Berks County, Pennsylvania until otherwise established by a vote of the Board in office, and a statement that such change is filed with the Department of State, or until changed by an appropriate amendment of the Articles of Incorporation (“Articles”) of the Corporation.
- 1.3. Other Offices. The Corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the Board may from time to time appoint or the business of the Corporation requires.
- 1.4. Fiscal Year. The fiscal year of the Corporation shall, unless otherwise decided by the Board, end on June 30. Throughout this document “year” means fiscal year.
- 1.5. Mission. The mission of the Society is to foster and advance choral music in the Reading and Berks County community.

**ARTICLE II
MEMBERSHIP**

- 2.1. Members of the Society (“Members”) are:
 - (a) singing Members: those who take part in the singing at the rehearsals and concerts and pay annual dues as set by the Board of the Society (“the Board”); and
 - (b) non-singing Members: those who support the Society in various manner, as determined by the Board.
- 2.2. Singing Members must pass such musical test as is required by the Music Director, and shall be subject to regulations as to attendance, and such other matters, including, but not limited to, preparedness, as may be adopted by the Board.
- 2.3. Within the strategic guidelines set by the Board, the singing membership shall be limited to such Members in each voice category as the Music Director shall decide. Those applying after such membership is filled shall be placed on a waiting list and may be admitted as vacancies occur.
- 2.4. Membership dues are payable thirty (30) days following the first rehearsal for a season or thirty (30) days following acceptance into the membership of the Society.
- 2.5. A limited number of scholarship memberships may be awarded in accordance with procedures established by the Board.

**ARTICLE III
BOARD OF DIRECTORS**

- 3.1. The Society shall be governed by a Board consisting of up to eighteen (18) Members.

- 3.2. Election of Board Members. Members of the Board shall be elected at the Annual Meeting of the Membership and shall take their seats at the first meeting of the new fiscal year. Nominally one third of the Board Members shall be elected for a three year term each year.
- 3.3. Term of Office.
- a. The normal term of office for a Board member shall be three consecutive years.
 - b. All Board members are eligible for two consecutive terms of office. Board members who also serve as Officers of the Board are eligible for three consecutive terms of office.
 - c. After one full year off the Board, an individual's eligibility to serve is fully restored and s/he may be elected as described above.
 - d. A Board member appointed to serve an unexpired term of less than twelve months shall be eligible for election to two three year terms.
 - e. All elected terms of office start on July 1. All terms of office end on June 30.
- 3.4. Resignations. Any director of the Society may resign at any time by giving written notice to the President or the Secretary of the Society. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified and, unless otherwise specified the acceptance of such resignation shall not be necessary to make it effective.
- 3.5. Vacancies. Vacancies may be filled by the remaining members of the Board. A director appointed to fill a vacancy shall serve the remaining unexpired term of the director whose position was vacated and shall be eligible for reelection in accordance with Section 3.2.
- 3.6. Quorum. A simple majority of the Board members then serving will constitute a quorum. Any meeting conducted without a quorum will not be an official meeting and the proceedings thereof will be considered discussions only. When deciding on matters of new or revised Society policy, a simple majority of the Board members then serving must agree to implement that policy.
- 3.7. Qualifications for the Board. Each Board member will be a person at least eighteen years of age. The Board may consist of singing and non-singing Members and non-members, shall contain individuals with various areas of expertise, particularly in business or finance, and its composition should reflect the Reading and Berks County community.
- 3.8. Duties of Board Members.
- (a) The Board is responsible for setting the vision and goals of the organization, approving the strategic plan, approving annual goals and budgets, reviewing the performance of the music director and executive director, ensuring the financial health of the organization, and ensuring Board effectiveness in governing the organization. The Board shall periodically require an independent review of Society finances. If the annual budget exceeds \$100,000, such review shall be prepared by an independent CPA.
 - (b) The major responsibilities of each member of the Board are to:
 - Participate in Board meetings;
 - attend performances and special events;
 - be active on Board committees and task forces;
 - contribute the amount established by the executive committee annually;
 - assist with fundraising and advocacy;
 - identify new talent for the organization's governance and activities.
- 3.9. Organization. At every meeting of the Board, one of the following persons present, in the order stated, shall act as chair of the meeting: the president; the first vice president; the second vice president; the treasurer; the secretary; or a person chosen by a majority of the directors present. The secretary or, in the absence of the secretary, any person appointed by the chair of the meeting shall act as secretary of the meeting.

- 3.10. Place of Meeting. Meetings of the Board may be held at such place within Berks County, Pennsylvania, as the Board may from time to time appoint, or as may be designated in the notice of the meeting.
- 3.11. Annual Meeting of the Board. Following the Annual Meeting of Members, but no later than June 30, the incoming Board shall hold an Annual Meeting for the purpose of election of the officers, and the transaction of other business. Such meeting may be held at any time or place that shall be specified in a notice given as provided in Section 3.13 for special meetings of the Board.
- 3.12. Regular Meetings. Regular meetings of the Board shall be held at such time and place as shall be designated from time to time by resolution of the Board. At such meetings, the directors shall transact such business as may be properly brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or these bylaws.
- 3.13. Special Meetings. Special meetings of the Board shall be held whenever called by the President or by three or more of the directors. Notice of each such meeting shall be given to each director by telephone, e-mail or in writing at least twenty-four (24) hours (in the case of notice by telephone or e-mail) or five (5) days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.
- 3.14. Compensation. The Board shall not be compensated for their services as such.
- 3.15. Attendance. All directors shall be required to attend a minimum of two thirds (66%) of all the Board and committee meetings to which the director is assigned during the course of a full fiscal year to maintain directorship in good standing. Failure to comply with this attendance provision can result in removal from the Board.
- 3.16. Powers; Personal Liability.
- (a) The Board shall have full power to establish and direct the policies governing the business and affairs of the Society; and all powers of the Society, except those specifically reserved or granted by statute or these bylaws, are hereby granted to and vested in the Board.
 - (b) A director of the Society shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office under Section 5712 of Title 15 of the Pennsylvania Statutes (relating to standard of care and justifiable reliance), and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of a director pursuant to any criminal statute.
- 3.17. Advisory Board.
- (a) An Advisory Board shall be formed to assist in planning and implementing activities of the chorus. Members shall be appointed by the Board, and will have an open term of service.
 - (b) Advisory Board members will not be expected to attend meetings but may attend any meeting held by the Board.

ARTICLE IV OFFICERS

- 4.1. Officers. The officers of the Society shall be a President, First Vice-President, Second Vice-President, Secretary, and Treasurer. All officers shall be members of the Board.

- 4.2. President. The President shall preside at all meetings of the Society and the Board and perform such other duties as pertain to the office of President. S/he shall have authority to call special meetings when, in his/her judgment, it is desirable, or when s/he is requested by three (3) members of the Board to call a special meeting.
- 4.3. First Vice-President. During the incapacity or absence of the President, the First Vice-President shall exercise the functions of the office of President, and s/he shall in addition carry out such additional duties as determined by the President or the Board.
- 4.4. Second Vice-President. During the incapacity or absence of the President and the First Vice-President, the Second Vice-President shall exercise the functions of the office of President, and s/he shall in addition carry out such additional duties as determined by the President of the Board.
- 4.5. Secretary. The Secretary shall keep a record of all proceedings of meetings, both of the Society and the Board. S/he shall give notice of meetings and of other matters at the direction of the President.
- 4.6. Treasurer. The Treasurer shall keep or cause to be kept a true and correct account of all monies of the Society, shall deposit or cause to be deposited all its monies in one or more depositories designated by the Board; shall report or cause to be reported at each meeting of the Board the financial condition of the Society; and shall submit or cause to be submitted to the Board a renewed annual report. The Treasurer shall keep or cause to be kept a record of all funds received by the Society by gift, bequest, or otherwise, in trust or outright, and of any special terms affecting any such receipts and shall keep the Board advised thereof. The Treasurer shall keep or cause to be kept a record of all disbursements of Society funds and shall ensure those disbursements are made in accordance with the approved policies of the Society. The Treasurer shall be a member and chair of the finance committee. The Treasurer shall review all preliminary financial statements before distribution to the Board, and shall report to the Board for its information and action on any significant deviations from the budget or lack of compliance with any applicable policies established by the Board.
- 4.7. Election. The officers of the Society shall be elected annually by the Board at the Annual Meeting of the incoming Board, and each such officer shall hold office from July 1 until June 30 or until a successor shall have been elected and qualified, or until death, resignation, or removal.
- 4.8. Officer Terms of Office.
- (a) All officers shall be elected for one year terms and shall be eligible for re-election to the same office for three additional one year terms.
 - (b) Once one has held an office for four one-year terms, one is no longer eligible for election to that office for a period of at least one year.
 - (c) An officer who has been elected to complete an unexpired term of less than six months shall be eligible for re-election to the same office for four one-year terms immediately following the completion of that unexpired term.
 - (d) There shall be no tradition of officer succession among the Board.
- 4.9. Vacancies. If the office of any officer becomes vacant for any reason, the Board may elect a successor, who shall hold office for the unexpired term in respect of which such vacancy occurred.
- 4.10. General Powers. All officers of the Society, as between themselves and the Society, shall respectively have such authority and perform such duties in the management of the property and affairs of the Society as may be determined by resolutions or orders of the Board, or, in the absence of controlling provisions in resolutions or orders of the Board, as may be provided in these bylaws.
- 4.11. Immediate Past President. It is anticipated that the immediate past president shall continue to serve in an advisory capacity and in such administrative tasks as requested by President for a period of one year after the end of his term of office.

ARTICLE V STAFF

- 5.1. The Board shall engage a Music Director who shall have responsibility, under the general direction of the Board, for all of the musical activities of the Society. The Music Director shall serve ex officio as a non-voting member of the Board. The Music Director may, subject to the approval of the Board, appoint such assistants as may be needed. The Music Director shall, whenever requested, report to the Board, and shall perform such other duties as may be assigned to him or her by the Board. The Music Director shall submit all proposed programs to the Board for its approval as to financial feasibility. Should the Society choose to engage paid administrative staff, the By-Laws shall be amended to reflect the duties and responsibilities of that person.
- 5.2. The Board shall engage an Executive Director who shall have responsibility for the general administration of the Society. The Executive Director shall serve ex officio as a non-voting member of the Board. The Executive Director shall attend meetings of the Executive Committee, the Finance Committee, and the Board of Directors, but shall not be a voting member of any of these bodies. The Executive Director shall report to and work under the immediate direction of the Executive Board, and shall perform such other duties as may be assigned by the Board.

ARTICLE VI NOMINATIONS, ELECTIONS AND REMOVAL

- 6.1. Nominating Committee. There shall be a nominating committee composed of a minimum of three, one of whom may be a non-Board Member. The members of the nominating committee shall be appointed by the President and these appointments shall be approved by the Board.
- 6.2. Nominating Process.
- (a) The nominating committee should present its slate of nominees for new directors at the regular meeting of the board in April.
 - (b) The Board should announce such nominations for new directors to the membership at least 14 days prior to the Annual Meeting of the Membership.
 - (c) Additional nominations for new directors may be made by any member of the Board or any Member at any time prior to the Annual Meeting of the Membership or nominations may be at the meeting.
- 6.3. Elections. The Membership shall elect new members of the Board at its Annual Meeting in April or May. The Board shall elect its officers at the Annual Meeting of the Board.
- 6.4. Removal. Any director may be removed by two-thirds of the directors then in office with or without cause. Any officer, committee member, Society member, employee or other agent of the Society may be removed, either for or without cause, by a majority of the Board then in office whenever in judgment of the Board the best interests of the Society will be served thereby but such removal shall be without prejudice to the contract rights of any person removed.

ARTICLE VII MEETINGS OF THE MEMBERSHIP

- 7.1. Annual Meeting of Membership. The Annual Meeting of the Membership of the Society shall be held annually, in April or May, or at the call of the President.

- 7.2. Special Meetings. Special meetings of the Membership shall be held at the call of the President or the Board.

ARTICLE VIII COMMITTEES

- 8.1. The President shall appoint the following standing committees with the approval of the Board:

- (a) Artistic Planning and Production
- (b) Membership
- (c) Nominating
- (d) Marketing
- (e) Executive
- (f) Finance
- (g) Development
- (h) Education and Outreach
- (i) Fundraising
- (j) Personnel

The specific, roles, functions and responsibilities of each committee shall be governed by job descriptions approved by the Board.

- 8.2. The chair of each of the above committees must be a member of the Board. The President should appoint members of the Society to serve on these committees and may at his/her discretion appoint non-members to serve on these committees.
- 8.3. The President shall be an ex-officio member of each standing Committee.
- 8.4. The First Vice-President shall be responsible to oversee the work of the Development, Marketing and Education and Outreach Committees.
- 8.5. The Second Vice-President shall be responsible to oversee the work of the Artistic Planning and Production and Membership Committees.
- 8.6. The Executive Committee shall consist of the officers of the Society.

ARTICLE IX DISSOLUTION

- 9.1. In the event that the Society ceases to function, the Treasurer shall transfer, to the Reading Musical Foundation, all monies and/or assets of the Society. Such distribution of the assets shall be undertaken by appropriate action of the Board.

ARTICLE X AMENDMENTS

- 10.1. Upon recommendation and approval of the Board, these articles may be amended by the vote of a majority of the Members at any regular or special meeting called for the purpose.

ARTICLE XI
EFFECTIVENESS

11.1. These Bylaws shall be effective immediately upon the adoption by the Members and shall repeal and supersede all previous Constitutions and Amendments and Bylaws adopted by the Society.

Adopted this _____ day of March 2012

Attested to: _____
Nancy Kennedy, Secretary

Shapleigh Irwin, President