

Bylaws of The Master Singers, Inc.

(Revised April 8, 2006)

ARTICLE I

Name

Section 1. *Name*

The name of this organization shall be *The Master Singers, Inc.*

Section 2. *Structure*

The organization shall be a nonprofit voluntary membership organization, and shall have such powers and privileges granted to such organizations.

ARTICLE II

Purpose

The Master Singers has a two-fold purpose: it offers unique, professional quality programs to the public, and it provides musical education and a valuable artistic outlet to its members.

The chorus performs a wide range of secular and sacred chamber choral literature from the 16th century to the present. It specializes in authentic presentations of works composed for small chorus, sung by an appropriately scaled performing force in the intimate setting most desirable for chamber music. It serves the general public of greater Boston, with a special focus on Lexington and the western suburbs. To the audience in this area, it provides a choral literature and a caliber of live performance not otherwise available. The Master Singers also hopes to reach an underserved suburban and rural audience through additional concerts in churches, museums and other locations throughout New England.

The Master Singers' limited size of approximately 40 members permits each singer to feel a sense of satisfaction, both musical and personal. It provides individual members with opportunities for solo and small ensemble performance. In addition, the singers' musical growth is fostered by the mastery of a rich and varied repertoire, instruction in interpretation of the literature and training in choral singing.

ARTICLE III Membership

Section 1. *Granting of Membership*

Membership shall be granted either by the Music Director following an audition or by election to the Board of Directors according to the procedures outlined in these bylaws. Singing membership shall be granted only by the Music Director.

Section 2. *Responsibilities of Membership*

Persons granted singing membership in the organization shall continue to be members so long as they:

- 2.1 pay all dues required of members, in such amounts and at such times as shall be set by the Board of Directors,
- 2.2 pass each re-audition held by the Music Director,
- 2.3 meet such other requirements as the Board of Directors shall set for participation in the organization.

Persons granted membership by virtue of election to the Board of Directors shall continue to be members for the duration of the term to which they were elected, unless they resign or are removed from office by vote. See Article V, Sections 2, 3 and 4.

Section 3. *Revocation of Membership*

Membership in the organization may be revoked by the Music Director upon failure to pass a re-audition, or by the Board of Directors for failure to meet the responsibilities of membership.

Section 4. *Participation in Performances*

The participation of members in musical performances of The Master Singers shall be governed by the Music Director, as guided by the rules and policies set forth by the Board of Directors.

ARTICLE IV Meetings

Section 1. *Rehearsals and Performances*

- 1.1 The Board of Directors and Music Director shall determine the places, dates and times of all rehearsals, performances and any other musical activities.
- 1.2 Responsibility for the conduct of rehearsals, performances, auditions and any other musical activities shall be vested in the Music Director.

Section 2. *Annual Meeting*

The Annual Meeting of the members of The Master Singers shall be held each year in May or June, at a time and place to be determined by the Board of Directors. At the Annual Meeting, the members shall elect Officers of the organization and transact such other business as is properly before them.

Section 3. *Special Meetings*

A Special Meeting of the members of The Master Singers may be called at any time by the President or the Board of Directors, or upon written request to the President by at least five members of the organization. The time and place of the meeting shall be determined by the Board of Directors.

Section 4. *Notice of Meetings*

Notice of the time, place and purpose of each Annual or Special Meeting shall be given to members by announcement at the two immediately preceding rehearsals, or by written notification delivered personally or by mail or email to each member ten days in advance of the meeting.

ARTICLE V **Board of Directors**

Section 1. *The Board of Directors*

The Board of Directors shall consist of the President, the immediate Past President for one year following the term as President, the Secretary, the Treasurer, the Music Director, and at least three and not more than ten additional directors. Of all these save the Music Director, no fewer than four shall be singing members of The Master Singers. All offices, except that of Music Director, shall be elective positions.

Section 2. *Term of Office*

The President shall be elected to a term of two years to be followed by one year as Past President. The Secretary and Treasurer shall be elected to terms of two years and all other directors, save the Music Director, who is appointed, shall be elected to terms of two years.

Section 3. *Election to Office*

- 3.1 The Nominating Committee for the following season shall be appointed by the Board of Directors three months prior to the Annual Meeting. The Chair shall be appointed by the President.
- 3.2 The Nominating Committee shall consist of three or more persons, at least one of whom must be a member of the organization who is not also a member of the Board of Directors.
- 3.3 The Nominating Committee shall deliver to the President a slate of candidates for office not later than two weeks prior to the Annual Meeting, in order to be distributed to the membership along with notice of the Annual Meeting. This slate shall consist of at least one candidate for each office to be filled by election at the Annual Meeting. Additional nominations of candidates for office may be submitted by any member of the organization, with the consent of the candidate, at or before the Annual Meeting.
- 3.4 The election of the President, the Treasurer and the Secretary shall occur in alternate years, the President being elected in the first year of a two-year cycle, the Treasurer and the Secretary in the second. Half of the remaining Directors (or one more or less than half when there is an odd number) shall be elected each year. The directors shall be separately elected at the Annual Meeting by plurality vote.

- 3.5 All newly elected officers shall be installed in office at the close of the meeting at which they are elected. Any office vacated during a term shall be filled by appointment by the Board of Directors until the following Annual Meeting at which time an officer shall be elected to fill any remaining unexpired portion of the term.

Section 4. *Removal from Office*

An officer may be removed from office at a meeting called in whole or in part for that purpose, by vote of three-quarters of the members present. Notice of a meeting for this purpose shall be given by mail or email to the entire membership and to the officer concerned, citing the reasons for his or her removal.

Section 5. *Meetings*

The Board of Directors shall meet as often as necessary to carry out its business and responsibilities, in no event fewer than nine times annually.

Section 6. *Quorum and Voting*

A quorum shall consist of two-thirds of the Board of Directors. All directors, including the President, Past President and Music Director, shall have a vote. The affirmative vote of at least a majority of those present shall be required to pass any motion. In all other matters, the Board of Directors shall establish its own rules of procedure. The Music Director shall not vote on his or her appointment, discharge or compensation.

Section 7. *Functions and Powers of the Board of Directors*

- 7.1 The Board of Directors shall have general authority and control over the affairs, operation, management, planning and policies of the organization and its property.
- 7.2 The Board of Directors shall engage from year to year a Music Director and an Accompanist, and determine their compensation.
- 7.3 The Board of Directors may from time to time revise the current operating budget of the organization.

Section 8. *Functions and Powers of the President*

- 8.1 The President shall be the chief executive officer of The Master Singers and, when present, shall preside over all meetings of the members and the Board of Directors.
- 8.2 The President shall sign, in the name of The Master Singers, all documents, papers and legal instruments of any sort.
- 8.3 The President shall, in emergency matters and after discussion with at least two other members of the Board of Directors, make the decision he or she deems appropriate.
- 8.4 The President shall annually appoint or reappoint a Librarian and Chairs of all standing and ad hoc committees. Appointive chairpersons may but do not need to be officers of the Board of Directors, nor need they be members of The Master Singers.

Section 9. *Functions and Powers of the Secretary*

- 9.1 The Secretary shall record the minutes of all meetings of the members and the Board of Directors and present them to the next meeting of that group.

- 9.2 The Secretary shall prepare and present at each Annual Meeting a summary of the events (other than financial transactions) of the organization during the preceding year.
- 9.3 The Secretary, or members delegated by the secretary or the president, shall conduct all correspondence of the organization.
- 9.4 In the absence of the President, the Secretary shall preside over any meeting of the members or of the Board of Directors.

Section 10. *Functions and Powers of the Treasurer*

- 10.1 The Treasurer shall receive, keep and disburse all funds of the organization as directed by the Board of Directors and in accordance with the current operating budget.
- 10.2 The Treasurer shall keep full and accurate books and accounts of funds received and disbursed by the organization.
- 10.3 The Treasurer shall deposit and disburse funds of the organization in a Massachusetts bank selected by him or her with the consent of the Board of Directors.
- 10.4 The Treasurer shall, with the advice and consent of the Board of Directors, annually draw up a budget and present it for approval of the members at the Annual Meeting.
- 10.5 The Treasurer shall annually prepare a complete balance sheet of income and expenses that shall be presented at the Annual Meeting of the members, and filed with the Commonwealth of Massachusetts in accordance with Commonwealth law.
- 10.6 The Treasurer shall keep the Board of Directors apprised of the financial condition of the organization through periodic reports at the meetings of the Board of Directors.
- 10.7 In the absence of the President and the Secretary, the Treasurer shall preside over any meeting of the members or of the Board of Directors.

Section 11. *Functions and Powers of the Music Director*

- 11.1 The Music Director shall conduct all rehearsals, auditions, performances and any other musical activities of the organization.
- 11.2 The Music Director shall prepare annually a musical program for the following year, at a time to be determined with the Board of Directors. The program shall be presented at the Annual Meeting of the membership.
- 11.3 The Music Director shall engage all instrumentalists and soloists.
- 11.4 The Music Director shall be responsible for pursuing suitable performance engagements outside of the regular concert schedule and the regular concert site of the organization.
- 11.5 The Music Director shall enjoy complete artistic and academic freedom in exercising his or her responsibilities, within the limits of the current budget and planning cycle.

ARTICLE VI
Committees

Section 1. *Standing Committees*

There shall be four standing committees of the organization: (1) Membership, (2) Publicity, (3) Fundraising and (4) Nominations. Other *ad hoc* committees may be established by the Board of Directors as needed, with functions and powers prescribed by the Board of Directors.

Section 2. *Committee Membership*

Each of the standing committees of the organization shall consist of a Chairperson appointed or reappointed annually by the President. If needed to fulfill the responsibilities of the committee, other members may be appointed by the Chairperson of the committee.

Section 3. *Functions and Powers*

Functions and powers of the committee chairs and other appointed offices shall be determined by the Board of Directors and amended by the Board of Directors from time to time as necessary.

ARTICLE VII

Miscellaneous

Section 1. *Execution of Instruments*

- 1.1 All checks, drafts, and orders for payment of money shall be signed in the name of the organization by the Treasurer, or by such other officer as the Board of Directors shall designate.
- 1.2 The Board of Directors shall have the power to designate officers and agents who shall have authority to execute any other instrument of behalf of the organization.

Section 2. *Amendment of Bylaws*

These bylaws may be added to, amended, or repealed and replaced by the affirmative vote of a two-thirds majority of the members present at any Annual Meeting or special meeting of the members, provided that notice of the changes to the bylaws is contained in the notice of the meeting.

Section 3. *Fiscal Year*

The fiscal year of the organization shall be from July 1 to June 30 next succeeding.

ARTICLE VIII

Disposition of Assets

Section 1. *No Benefit to Members*

No part of the financial or other assets of The Master Singers, Inc. shall ever inure to the benefit of any member of the organization.