

BY-LAWS OF THE MADRIGAL CHOIR OF BINGHAMTON

(As Revised May 2009)

Article I – Name

This non-profit organization of singers shall be known as The Madrigal Choir of Binghamton, Incorporated.

Article II – Purpose

The purpose of the organization is to meet under the guidance of a director to sing for enjoyment, education, and performance. The music will consist primarily of a cappella literature. The Madrigal Choir will make this music available to a broad audience, raising the public's awareness of the vast variety within this repertoire. These goals will be accomplished by at least three public performances a year.

Article III – Fiscal Year

The organization's fiscal year shall run June 1 through May 31 until the end of FY 2010-11. Beginning with FY 2011-12 and thereafter, the organization's fiscal year shall run July 1 through June 30.

Article IV – General Membership

Sec. 1. Members are singers who perform and rehearse with the organization and others who actively further its goals in preparation for performance.

Sec. 2. An annual meeting of the members shall be held after the last public performance of the singing year and before June 30 for the election of Directors and the officers of the corporation, for receiving the written reports of the officers, Directors, and committee chairpersons, and for the transaction of such other business as may properly come before the meeting. Such reports shall be filed with the minutes of the annual meeting.

Sec. 3. Other membership meetings may be called as needed.

Sec. 4. In order to transact business at a membership meeting, a quorum of 10 must be present.

Article V – Board of Directors

There will be a Board of Directors to include the Director, Assistant Director, elected officers, committee chairpersons, and others as voted by the general membership. In order to transact business at a Board meeting there must be a quorum present of more than half of the Board members.

Sec. 1. The Director will be appointed by the Board of Directors. Duties of such Director will include selection of repertoire, planning of programs that will reflect a variety in origin and style, and selection of guest performers to perform with the Madrigal Choir with the approval of the Board. The Director may also select an Assistant Director with the approval of the Board. The Director will be an ex-officio voting member of the Board.

Sec. 2. The elected officers include the President, the Vice President, the Secretaries, and the Treasurer, which shall comprise the Executive Committee.

The President shall be the chief executive officer and shall call and preside over Board meetings which shall be held at least three times a year prior to the annual meeting. S/He will be an ex-officio voting member on all committees of the Corporation, and discharge such other duties as may be assigned by the Board. The President shall appoint chairpersons to the following committees: Financial/Budget Committee, Fundraising/Development Committee, Public Relations/Advertising Committee, Internal Operations Committee, and Nominating Committee.

The Vice President, in the absence or disability of the President, shall discharge the duties of the President and shall discharge such other duties as may be assigned by the Board.

The Recording Secretary shall keep a record of the proceedings of the Corporation and shall discharge such other duties as may be assigned by the Board.

The Corresponding Secretary shall communicate in writing within and beyond the membership as directed by the Board.

The Treasurer shall have charge of the finances of the Corporation under the direction of the Board. S/He shall cause accurate accounts to be kept of all receipts

and disbursements, and shall discharge such other duties as may be assigned by the Board.

Sec. 3. Elected Board members shall be elected for a term of one year. No officer may serve in the same position for more than four consecutive full terms.

Sec. 4. Vacancies on the Board of Directors, occurring between election periods, may be filled by a vote of the majority of the Board of Directors.

Article VI – Funds

Funds will be raised by ticket sales, free will offerings, and other appropriate sources. This revenue will be used to further the purposes of the organization.

Upon the organization's dissolution, assets will be donated to a non-profit music organization to be specifically named at that time by the Executive Committee.

Article VII – Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the organization.

Article VII – Amendment of By-Laws

These by-laws can be amended in a membership meeting by a 2/3 vote providing the proposed amendment has been made available at least six days prior to the meeting.

(Revisions approved by the membership 6/20/09)