

Article 1: Organization

1. The name of this organization is—**THE MID-HUDSON WOMEN'S CHORUS**
2. The Organization is structured as specified under Sec. 501 (c) (3) of the Internal Revenue Code.
3. The organization may, at its pleasure, by a 2/3 vote of the active membership, change its name.
4. No member, trustee, director, officer of the association, or any private individual will receive financial benefit (except that reasonable compensation may be paid for services rendered to or for the association) nor will they be entitled to share in the distribution of any of the corporate assets on dissolution of the association.
5. No activities of the association will attempt to influence legislation (except as otherwise provided by internal Code Sec. (h), or in participating in, or intervening in (including the publications or distribution of statements), any political campaign on behalf of any candidate for public office.
6. In the event of dissolution, all of the remaining assets and property of the association will after necessary expenses be distributed to such organizations as shall qualify under Sec. 501 (c) (3) of the Internal Revenue Code.

Article II: Purposes:

1. To promote interest in choral singing
2. To increase membership in choral societies
3. To cultivate, promote and develop among its members the appreciation, understanding and love of the musical arts so as to provide concerts, social activities, entertainment and amusement and the voluntary use of their talents all on a non-profit basis
4. To secure the interest of sponsors to these arts
5. To promote friendship, sociability and culture among friends of music, sponsors and member of **THE MID-HUDSON WOMEN'S CHORUS**.
6. To lawfully do any and all things necessary, suitable and proper for the accomplishment of these purposes.

Article III : Membership:

1. The active members in the organization will consist of women who have paid semester dues. Women is defined as an individual 16 or older and/or is at least a Junior in High School.

Article IV: Meetings:

1. The **annual membership meeting** of this organization will be held within the first four weeks of the fall semester
2. **Business meetings of the Board of Directors** will occur each semester—one of which shall occur prior to the first scheduled rehearsal. The date of other meetings will be at the discretion of the Board of Directors. The purpose will be to discuss, organize and clarify all current activities of the organization.
3. The presence of not less than fifty percent (**50%**) of the active members will constitute a **quorum** and will be necessary to conduct the business of this organization. But a lesser number may adjourn the meeting for a period of not more that four (4) weeks from the date scheduled by these BY-LAWS and the Secretary will send a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth will be required.
4. **Special meetings** of this organization may be called by the President or at the request of three (3) members of the Board of Directors or by a petition of 10% of the active members of the organization. All members will be notified at least five (5) but not more than thirty (30)

days before the scheduled date set for such special meeting. Such notice shall state the reasons that such a meeting has been called, the business to be transacted at such meeting and by whom the meeting was called. No other business but that specified, may be transacted at such a special meeting without the unanimous consent of all present at such meeting.

Article V: Voting

1. **Changes in By-Laws** must be presented to the membership and may be altered, amended, repealed or added to by an affirmative vote of not less than two thirds of active members present at the meeting
2. **Changes in policies or procedures** may take place at the committee level and be approved by the board of directors. Active members will be notified of these changes.
3. Except for the election of officers (See article IX) all votes shall be by voice

Article VI. Order of Business

1. Roll Call or by attendance record
2. Reading of the minutes of the preceding meeting
3. Reports of the committees
4. Reports of the officers
5. Old and unfinished business
6. New business
7. Adjournment

Article VII: Board of Directors

1. The business of this organization will be managed by the Board of Directors consisting of the Officers of this organization.
2. The Board of Directors will have the control and management of the affairs and business of this organization and will meet a minimum of twice a year.
 - Such Board of Directors will only act in the name of the organization when it is convened by its chairperson after due notice to all the directors of such meeting.
 - Two-thirds of the members of the Board of Directors will constitute a quorum.
 - Each Director will have one vote and such voting may not be done by proxy.
3. The Board of Directors may make such rules and regulations covering its meetings as it may deem necessary.
4. Vacancies in the said Board of Directors will be filled by appointment by the President
5. The President of the organization will be the Chairperson of the Board of Directors
6. A Director may be removed for sufficient cause determined by a majority vote of the Board of Directors. This Director must be afforded a fair hearing and may be represented by counsel. The Board of Directors shall adopt such rules as it may deem necessary for the best interest of the organization for this hearing.

Article VIII: Officers

1. **Duties of the President:**
 - Preside at membership meetings.
 - Be the Chairperson of the Board of Directors.
 - Present at each annual meeting of the organization an Annual Report.
 - Appoint all committees, temporary or permanent.
 - See that all books, reports and certificates as required by law are properly kept or filed.
 - May be one of the officers who may sign checks or drafts of the organization.

- Have such powers as may be reasonably construed as belonging to the Chief Executive of any organization.
2. **Duties of the Vice-President:**
- In the event of the absence or inability of the President to exercise her office, become Acting President of the organization with all rights and privileges and powers as if she had been the duly elected President
3. **Duties of the Secretary:**
- Maintain a membership list for each semester
 - Keep the minutes and records of the organization
 - Keep a written record of attendance at all rehearsals and functions
 - Provide each member with a written schedule for each semester
 - File any certificates required by any statute, federally or state
 - Give and service all notices to members of this organization
 - Be the official custodian of the records and seals of this organization
 - May be one of the officers required to sign checks and drafts of the organization
 - Present to the membership at any meeting any communications addressed to her as Secretary of the organization
 - Will attend to all correspondence of the organization and shall exercise all duties incident to the Office of Secretary
4. **Duties of the Treasurer:**
- Have the care and custody of all monies belonging to the organization and be responsible for such monies or securities of the organization.
 - Be one of the officers who will sign checks or drafts for the organization.
 - Provide a written account of the finances of the organization at a minimum of once each semester or as directed by the Board
 - Exercise all duties incident to the office of Treasurer
 - File annual tax return

Officers shall be members of the Board of Directors. No officer shall, for reason of her office, be entitled to receive any salary or compensation, but nothing here-in shall be construed to prevent an officer or director from receiving any compensation for duties other than as a Director or Officer.

5. Section leaders will be a volunteer position
Duties of the section leader are as follows:

- Convey music notations/ changes to their section members who were not present at the prior rehearsal (Members are responsible to notify section leaders that they need an update)

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Article IX: Standing Committees

1. A committee structure shall be used to implement the ongoing business of the organization as outlined in policies
2. Committee chairs will be appointed by the President.

3. All forms created at the committee level will be submitted to the Board for review before distribution

Article X: Election of Officers The President will:

1. Select from the body of active members a nominating committee of three members—one from Sop1, Sop 2, and Alto Sections.
2. This selection will take place before April 1st each year. As a courtesy, the committee will ask current Board members if they want to serve again.
3. All candidates for office will be a member in good standing for at least one year
4. The members of this committee will select one among them as chairperson.
 - a. The nominating committee will compile a slate of officers to be presented to the membership two weeks prior to the spring meeting. Any active member may present a candidate for any officer position at this time.
 - b. This slate of officers will be presented again one week prior to the spring meeting. Any active member may present a candidate for any officer position at this time.
 - c. If there is more than one candidate for any position, the committee will prepare a written ballot to be used for the upcoming election of officers.
 - d. At all votes by ballot, the President or Chairperson of the meeting shall appoint a committee of three (3) active members who shall act as “Inspectors of Election” and who shall certify at the conclusion of the balloting the results in writing to the Chairperson and the copy shall be affixed in the Minutes Book to the minutes of that meeting.
 - e. No Inspector of Election may be a candidate for office or be personally involved.
 - f. Terms of offices will be for one year and will begin immediately upon the election of officers. Any officer may be re-elected.

Article XI: Subcontractors

1. The Board of Directors will hire a musical director(s) and an accompanist for a period of one year with the option to renew. The Board of Directors shall fix the compensation of all subcontractors
2. The duties of the musical director(s) are
 - To conduct all rehearsals and concerts
 - To choose soloists from the membership
3. The duties of the accompanist are
 - To attend all rehearsals and concerts
 - Follow the direction of the musical director

Article XII: Misrepresentation. No fraction of the organization shall appear using the name of the organization without the approval and sanction of the Board of Directors

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