

## **ABINGTON CHORAL CLUB**

### **BY-LAWS**

#### **ARTICLE I - PURPOSES**

1. The purposes of the Club are:
  - (a) To provide the opportunity to study and perform all types of choral literature and to serve the general public through regularly scheduled concerts.
  - (b) To present musical programs to meet the needs of community organizations.
  - (c) The Club shall not operate for profit and is operated as a non-profit organization.
  - (d) The corporation shall have unlimited power to engage in and to do any lawful act concerning or all lawful business for which corporations may be incorporated under the Pennsylvania Nonprofit Corporation Law.

#### **ARTICLE II - OFFICES**

1. Registered Office. The Abington Choral Club (the "Club" or "corporation") shall have a registered office located within the region it serves in the Commonwealth of Pennsylvania as designated by the Board of Directors.
2. The Club may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.

#### **ARTICLE III - SEAL**

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

#### **ARTICLE IV -MEMBERS**

1. An audition shall be required of a candidate for Choral Membership. The Choral Director and the Music Committee shall determine the musical proficiency of each Choral Member candidate and shall vote on whether to accept or reject said candidate.
2. The Choral Director in his discretion may limit the size of the voice groups.
3. Absence of a Choral Member from two consecutive concerts shall result in suspension of

membership of the Choral Member. Reinstatement of Choral Membership status shall require a new audition.

4. Membership Voting. Each member in good standing of the Club shall be entitled to one vote on all matters coming before the membership.
5. Dues. Members shall be liable for annual dues as determined by the Board of Directors until resignation has been received by the Club or until suspended in accordance with Section 7. The resignation will not entitle the resigning member to any refund of dues nor relieve the member of his/her indebtedness to the Club for dues and other charges which may become fixed prior to such resignation taking place.
6. Arrearage. Any member whose dues shall become two or more months in arrears may be declared suspended by the Club after having received one-month's notice. A suspended member may be reinstated after payment of the delinquency.
7. Suspension. A member may be suspended by the three-fourths vote of the Board members present at any regular or special meeting, after notice and opportunity for a hearing before the Board, for conduct unbecoming a member or for action detrimental to the interests of the Club.
8. Membership in the Club is not transferable or assignable.

#### ARTICLE V MEETINGS OF MEMBERS

1. Meetings of the members shall be held at the regular place of weekly rehearsal or at such other place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be fixed by the Board of Directors.
2. The annual meeting of the members shall be held on a Wednesday in April of each year when they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six months after the designated time, any member may call such meeting.
3. Special Meeting. Special meetings of the members of the Club at large may be called at any time by the President. In addition, the President shall, upon request of three or more members of the Board of Directors or of twenty active members made in writing and expressing the object and purpose of the meeting, call such a special meeting of the members. No other business of any nature whatsoever shall be acted upon at said special meeting. Notice of the time and place of holding such special meeting shall be transmitted by the Corresponding Secretary at least five days prior to the holding thereof to each active member in good standing.
4. A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of a simple majority of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business except as may be otherwise provided by law or by the Articles of

Incorporation. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors. In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of record entitled to vote at such second adjourned meeting at least ten (10) days prior to the day named for the second adjourned meeting.

5. Any action which may be taken at a meeting of the members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the members who would be entitled to vote at a meeting for such purpose and shall be filed with the General Secretary of the Club.
6. Upon prior request of a member, the books or roster of membership shall be produced at any regular or special meeting of the Club. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote. The right of a member to votes, and his or her right, title and interest in or to the Club or its property, shall cease on the termination of membership.
7. Voting may be by ballot, mail or any reasonable means determined by the Board of Directors. Elections for directors need not be by ballot except upon demand made by a member at the election and before the voting begins.
8. In advance of any meeting of members, the Board of Directors may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one or three. No person who is a candidate for office shall act as judge.

#### **ARTICLE VI - DIRECTORS**

1. The business and affairs of this Club shall be managed by its Board of Directors, ten in number, of which six shall be officers, namely: President, Vice-President, General Secretary, Corresponding Secretary, Treasurer, and Music Committee Chair, who shall be natural persons of full age and who need not be residents of this Commonwealth but who shall be members of the Club. They shall be elected by the Choral members at the annual meeting of members of the Club, and each Director shall be elected for the term of two years and until his or her successor shall be elected and shall qualify.

2. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Club and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the members.
3. The meetings of the Board of Directors may be held at such times and at such place or places within the Commonwealth, or elsewhere, as a majority of the Directors may from time to time appoint, or as may be designated in the notice calling the meeting.
4. Notice of every meeting of the Board of Directors shall be given to each director at least five (5) days prior to the day named for the meeting.
5. A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action required or permitted to be approved at a meeting of the directors may be approved without a meeting if a consent or consents to the action in record form are signed, before, on or after the effective date of the action by all of the directors in office on the date the last consent is signed. The consent or consents must be filed with the General Secretary of the Club.
6. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more Directors or members of the Club. Any such committee, to the extent provided in the resolution of the Board of Directors or in the By-Laws, shall have and may exercise all of the powers and authority granted by resolution of the Board of Directors, except that no such committee shall have any power or authority as to the following:
  - (a) The submission to members of any action required by statute to be submitted to the members for their approval.
  - (b) The filling of vacancies in the Board of Directors.
  - (c) The adoption, amendment or repeal of the By-Laws.
  - (d) The amendment or repeal of any resolution of the Board.
  - (e) Action on matters committed by the By-Laws or resolution of the Board of Directors to another committee of the Board.
  - (f) Enter into a contractual commitment for an amount greater than \$1,000.
  - (g) Commit the Club to a concert appearance.

The current operating committees are as follows:

- A. Choral Membership Committee
- B. Patron Committee

- C. Music Committee
  - D. Program/Graphics Committee
  - E. Publicity Committee
  - F. Social Committee
  - G. Nominating Committee
  - H. Fundraising/Grants Committee
  - I. Costume/Attire Committee
  - J. Website/Social Media Committee
7. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified members at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.
8. The Board of Directors shall have the authority to fix the compensation of directors for their services as such, and a Director may also be a salaried officer of the Club.
9. The entire Board of Directors, or any individual Director, may be removed from office without assigning any cause by the vote of members entitled to cast at least a majority of the votes which all members present would be entitled to cast at any annual or other regular election of the Directors or of such class of Directors. In case the Board or any one or more Directors are so removed, new Directors may be elected at the same meeting.
10. The Board of Directors may declare vacant the office of a Director who has been judicially declared of unsound mind or who has been convicted of an offense punishable by imprisonment for a term of more than one year, or for any other proper cause which the bylaws may specify, or if, within 60 days, or other time as the bylaws may specify, after notice of selection, a Director does not accept the office either in writing or by attending a meeting of the Board of Directors and fulfill the other requirements of qualification as the bylaws may specify.

#### **ARTICLE VII - OFFICERS**

1. The executive officers of the Club shall be chosen by the Choral Members entitled to vote, and shall be a President, Vice-President, General Secretary, Corresponding Secretary, Treasurer, and Music Committee Chair. The members may also elect such other officers and assistant officers as the needs of the Club may require, but who, if chosen, shall not be Directors of the Club. The President and the Secretaries shall be natural persons of full legal age. They shall hold their offices for a term of two years and shall have such authority and shall perform such duties as are provided by the By-Laws and as shall from time to time be prescribed by the Board of Directors. Any number of offices may be held by the same person. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

Officers and Directors shall be nominated and elected at a general business meeting prior to the Spring Concert and shall assume office effective as of the first day of June. A Nominating Committee appointed by the President shall present a recommended slate. Other nominations may be accepted from the floor. Nomination for the Music Committee Chair should be made after due consultation with the Choral Director.

The President, Vice-President, Music Chair, and two Directors shall be elected in the Spring of odd-number years. The remaining officers (General Secretary, Corresponding Secretary, and Treasurer) and two Directors shall be elected in the Spring of even-number years.

2. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Club will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.
3. The President shall be the chief executive officer of the corporation; shall preside at all meetings of the members and directors; shall have general and active management of the affairs of the corporation, shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Club. The President shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. The President shall be Ex-Officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.
4. The Vice-President shall act in all cases for and as the President in the latter's absence of incapacity and shall perform such other duties as he or she may be required to do from time to time.
  5. (a) The General Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, maintain a roster of all current members and their addresses; distribute copies of the Club minutes, and record all the votes of the Club and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. The General Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. The General Secretary shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.
  - (b) The Corresponding Secretary shall handle all correspondence and communication on behalf of the Club.
6. The Treasurer shall be the custodian of all funds of the Club and, under the direction of the Board of Directors, shall deposit, invest, or otherwise disburse the same. The Treasurer shall make or cause to be made written reports at the regular meetings of the Board, or

whenever they may require it, itemizing receipts and disbursements, and shall perform such other duties as may be prescribed by the Board of Directors or the President. The Treasurer shall have responsibility of federal and state tax compliance and shall be empowered to retain such professionals as may be required to assure such compliance.

#### **ARTICLE VIII - VACANCIES**

1. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
2. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a vote of a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a director until his or her successor is elected by the members, who may make such election at the next annual meeting of the members, or at any special meeting duly called for that purpose and held prior thereto.

#### **ARTICLE IX- - BOOKS AND RECORDS**

1. The Club shall keep an original or duplicate record of the proceedings of the members and the Directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the General Secretary of the Club, and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses and other details of the membership of each. The Club shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Club in this Commonwealth, or at its principal place of business wherever situated, and may include the residence of the Treasurer.
2. Every Member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership roster, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where any attorney or other agency shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorized the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in this commonwealth or at its principal place of business wherever situated.
3. Annually, the financial records of the club shall be reviewed/audited by a person or committee appointed by the President that shall be other than the Treasurer or other persons responsible for maintaining such records.

## **ARTICLE X - TRANSACTION OF BUSINESS**

1. The Club shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the Board of Directors. Unless otherwise restricted in these By-Laws, no vote or consent of the members shall be required to make effective such action by the Board.
2. Whenever the lawful activities of the Club involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Club, and in no case shall be divided or distributed in any manner whatsoever among the members, directors or officers of the Club. The Club may apply for and receive grants consistent with the Club's mission.
3. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

## **ARTICLE XI - ANNUAL REPORTS**

1. The Board of Directors shall present annually to the members a report, verified by the President and Treasurer or by a majority of the directors, showing in appropriate detail the following:
  - (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
  - (b) The principal changes in assets and liabilities including trust funds, during the fiscal year immediately preceding the date of the report.
  - (c) The revenue of receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report, including the separate date with respect to each trust fund held by or for the corporation.
  - (d) The expenses or disbursements of the corporation, both general and restricted purposes, during the fiscal year immediately preceding the date of the report, including separate date with respect to each trust fund held by or for the corporation.
  - (e) The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the fiscal year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

This report shall be filed with the minutes of the meeting of members.



## ARTICLE XII - NOTICES

1. Notices. Whenever under the provisions of the statutes or of the articles of incorporation or of these by-laws notice is required to be given to any person, it may be given to such person either: (I) personally; (ii) via overnight delivery; (iii) via facsimile or electronic transmission; or (iv) by sending a copy thereof by first class mail, postage prepaid, to his/her address appearing on the books or roster of the Club, or, in the case of directors, supplied to him or her to the Club for the purpose of notice. If the notice is sent by overnight mail, US mail, facsimile or electronic transmission, it shall be deemed to have been given to the person entitled thereto when deposited for delivery or sent, as applicable. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Act. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

2. Whenever any written notice is required to be given under the provisions of the statute or the Articles of By-Laws of this corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice; whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the expressed purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

## ARTICLE XIII - MISCELLANEOUS PROVISIONS

1. The fiscal year of the corporation shall begin on the first day of April.
2. One or more persons may participate in a meeting of the Board or of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such a meeting.
3. The Club shall have a Librarian appointed by the Board of Directors. The Librarian shall maintain an inventory of music and shall assign music to the members and obtain the required music for the Club.

## ARTICLE XIV - AMENDMENTS

1. By-Laws may be adopted, amended or repealed by the vote of members entitled to cast at least a majority of the votes which all members present are entitled to cast thereon at any regular or special meeting duly convened after notice to the members of that purpose.

2. Proposed amendments to these By-Laws shall be submitted in writing either to the President or any member of the Board of Directors for consideration by the Board of Directors. The Board of Directors shall present proposed amendments to the then current Members for a vote. A majority vote is required for adoption.

#### **ARTICLE XV - ABSENCES**

1. If a member has four or more absences during a concert season he or she may be required to audition for the Choral Director before participation in the concert.

#### **ARTICLE XVI- COMMITTEE CHAIRPERSONS**

1. Committee Chairpersons shall determine the size of their committees and shall select committee members with the exception of the music committee, which shall include when possible a member of each voice group other than that of its Chairperson.

#### **ARTICLE XVII**

##### **LIMITATION OF PERSONAL LIABILITY OF DIRECTORS; INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES**

17.1 Limitation of Personal Liability of Directors. A director of the Club shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (a) the director has breached or failed to perform the duties of his or her office as defined in section 17.2 below; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section 17.1 shall not apply to: (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

##### 17.2 Standard of Care and Justifiable Reliance.

(a) A director of the Club shall stand in a fiduciary relationship to the Club and shall perform the duties as a director, including the duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner such director reasonably believes to be in the best interests of the Club, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (1) One or more officers or employees of the Club whom the director reasonably believes to be reliable and competent in the matters presented;
- (2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;
- (3) A committee of the board of directors upon which such director does not serve, duly

designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if such director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual directors may, in considering the best interests of the Club, consider the effects of any action upon employees, upon persons with whom the Club has business and other relations and upon communities in which the offices or other establishments of or related to the Club are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this subsection 17.2.

(c) Absent a breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Club.

**17.3 Indemnification in Third Party Proceedings.** The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that such person is or was an officer, director or employee of the Club, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Club, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

**17.4 Mandatory Indemnification.** Notwithstanding any contrary provision of the articles or these bylaws, to the extent that an officer, director or employee of the Club has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 17.3 above, such person shall be indemnified against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

**17.5 Determination of Entitlement to Indemnification.** Unless ordered by a court, any indemnification under Section 17.3 above shall be made by the Club only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because such person has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (A) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
- (B) if such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

17.6 Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Club as authorized in Section 17.5 above.

17.7 Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be an officer, director or employee of the Club and may inure to the benefit of the heirs, executors and administrators of such person.

17.8 Insurance. The Club shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Club against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Club would otherwise have the power to indemnify such person against such liability.

17.9 Reliance on Provisions. Each person who shall act as an officer, director or employee of the Club shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

These By-Laws were adopted by the vote of the Club Membership on this fifteenth (15<sup>th</sup>) day of April 2015.