

**BYLAWS OF
CON BRIO CHORAL SOCIETY, INC.**

Adopted: September 20, 1998

Amended: April 20, 2007

Amended: December 5, 2017

**Article I
TITLE AND PURPOSE**

Section 1

This organization shall be known as CON BRIO CHORAL SOCIETY, Inc., and shall be operated under the laws of the State of Connecticut and the Federal Government as a non-profit artistic, musical and educational society.

Section 2

This society's purpose is to cultivate choral music of high quality. For this purpose it has organized an auditioned chorus to act under the name of Con Brio, trained to perform a variety of choral works and to present or collaborate in choral concerts for the general public. The society is non-commercial in its aim, and all funds arising from its activities are devoted to achievement of its purpose.

**Article II
MEMBERSHIP**

Section 1

Membership in the society shall consist of two classes, known as singing and non-singing members, defined as follows:

(a) Singing members shall be those persons who are admitted as choristers after audition and acceptance by the Music Committee, and who meet specific singing membership requirements established by the Board of Directors, including (but not limited to) timely payment of dues as set by the Board.

(b) Non-singing members shall be those persons who have not been admitted as choristers, but who participate in and contribute to the work of the society, and who meet specific non-singing membership requirements established by the Board of Directors, including (but not limited to) timely payment of dues as set by the Board.

Section 2

No membership requirement shall ever be made to bar applicants from membership in the society by reason of race, religion, national origin or political affiliation. The paramount criterion for admission of a singing member, as distinguished from a non-singing member, shall be the potential of the individual to perform effectively as a chorister within the group, as evaluated by the Music Committee in audition.

Section 3

Soloists for a scheduled concert may be selected from the singing membership by the Music Director at his or her discretion, but a singing member agreeing to perform as a soloist with the group will be expected to perform as a member of the chorus in every other respect and shall not be entitled to a fee for solo performance. If, in the discretion of the Music Director, the employment of paid professional soloists is desirable, the compensation to be paid to such soloists must first be approved by the Board of Directors.

Article III BOARD OF DIRECTORS

Section 1

All business, property and affairs of the society shall be managed and controlled by a Board of Directors duly elected by the membership. The Board of Directors is charged with the general management of the organization, including but not limited to establishment of general policy and the amount of annual dues, approval of program content, administration of concerts and other activities, authorization of budgets, and formulation of employment policies, procedures and contractual terms relating to selection, hiring, evaluation or dismissal of any persons performing services of any nature on behalf of the organization.

Section 2

The Board of Directors, in consultation with the Music Director and Music Committee, is empowered to review and approve any concert proposal involving collaboration of the society with any other choral or instrumental entity, and to authorize the creation of special performing groups within the society, selected as provided in Article II, Section 3 of these By-laws.

Section 3

(a) The Board of Directors shall consist of the President, Vice President, Treasurer and Secretary and at least nine (9) but no more than fifteen (15) other Directors. The other Directors shall be divided into three classes of three or four Directors each, so that the term of the Directors of one class only shall expire each year and the terms of office of their successors shall be three years and until their successors have been severally elected and have accepted their offices.

(b) The members of the Board shall be elected from the membership of the society, except as hereinafter provided. At the discretion of the Board, a person who is not a member of the society may be appointed to a vacancy on the Board, but at no time may the Board contain more than four (4) Directors who are not society members.

Section 4

A Director's term of office shall be three years, commencing on the date on which his or her class is elected to take office and continuing until his or her successor has been elected and has accepted the office. A person shall not serve on the Board of Directors for more than two successive terms, except that (1) a person selected to fill out an unexpired term for a period of one year or less shall be eligible to be elected for two subsequent full terms, and (2) a member whose service on the Board was interrupted, for good and reasonable cause shown, may be reinstated for a full term at the discretion of the Board.

Section 5

Seven members of the Board of Directors shall be a quorum for the transaction of business, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors; provided, however, that at a meeting where only seven Directors are present, the act of five of those present shall be required in order to become the act of the Board.

Section 6

The Board of Directors shall meet immediately after the Annual Meeting and at least once during each of the winter and spring seasons. In all other respects it shall set its own schedule of meetings. Special meetings may be held upon the call of the President, or five members of the Board. Written notice of Board meetings shall be given to each Director personally or by e-mail or by mail at least one week prior to the date affixed therefore.

Section 7

The Directors shall appoint not less than three of their number to act as the Executive Committee, which shall act fully on behalf of the society in all matters when the Board of Directors is not in session, reporting to the Board for ratification of its action at any Board meeting.

Section 8

The Directors may appoint other committees, with such duties as the Board may deem expedient, from their own members or from the membership of the society, provided, however, that the chairperson(s) of such committees shall be incumbent Directors, and shall report fully to the Board, or to the Executive Committee as appropriate, on all committee transactions and recommendations for action by the Board.

Section 9

The Board shall have the power to fill vacancies in its membership that occur, in any class, by appointment of a person to complete the unexpired term.

Section 10

Absence on the part of any Director from three consecutive meetings of the Board, without satisfactory reasons being given, may be deemed by the Board to be a resignation therefrom. In addition, removal of a Board Member for cause shall be subject to approval by three-quarters (3/4) of the Board.

Section 11

Unless the Board shall be in executive session, attendance at meetings of the Board of Directors shall be open to the membership, and to the Music Director and/or others as invited by the Board to attend. The privilege of voting on Board decisions shall at all times be limited to those serving as Directors.

Article IV OFFICERS

Section 1

The Officers of the society shall be the President (who shall also act as Chairman of the Board), one or more Vice Presidents, Secretary and Treasurer. They shall be chosen by the Board of Directors at its first meeting after the Annual Meeting of the Society, and shall hold office for two years or until their respective successors are chosen and have accepted their offices. The Board may also appoint a Librarian for the society, and such other officers and assistants with such titles as it may deem expedient.

Section 2

The President shall preside at all meetings of the society, exercise a general supervision over its affairs, and perform the duties generally incident to such office.

Section 3

The President shall preside at all meetings of the Board of Directors.

Section 4

The Vice President, in the absence of the President, shall discharge the duties of the President

Section 5

The Secretary shall keep a record of the proceedings of the society and Board of Directors and shall conduct correspondence under the supervision of the Board of Directors, including but not limited to all notices herein required to be sent.

Section 6

The Treasurer shall have charge of the funds of the society, shall deposit all monies received from any source in such bank or trust company as may be designated by the Board of Directors, and shall keep full and accurate accounts thereof. He or she shall render a full report whenever required by the Board of Directors. The Treasurer's books and accounts shall be at all times open to the Board of Directors and to such persons as the Board may designate to inspect the same. The funds of the society shall not be distributed except upon the written order of the Treasurer or such other officer or agent as the Board of Directors may from time to time designate.

Article V BUSINESS PROCEDURE

Section 1

The fiscal year of the society shall be from July 1 to June 30 of the following year.

Section 2

The Annual Meeting of the membership shall be held within three weeks of the Spring Concert, but in any event not later than May 1, at such hour and place as the Directors may appoint. Written notice thereof shall be sent by mail or by e-mail to each member of the society at his or her last known address at least ten days prior to the date of the meeting, provided, however, that in the discretion of the Board, such written notice may be given by hand to those members present at a rehearsal scheduled on a date more than ten days before the date of the meeting. At the meeting, the Board of Directors shall present a record of its administration of the affairs of the society during the preceding year.

Section 3

The Board of Directors shall appoint a Nominating Committee to nominate candidates for the Board of Directors to be elected at the Annual Meeting. The Nominating Committee shall consist of three persons, including one society member who is not an incumbent Director. A Director whose term is expiring shall not be a member of the Nominating Committee if he is standing for election to another term. The President, if not standing for reelection, shall be a member *ex officio* of the Nominating Committee. In its discretion, the Board may appoint to the Nominating Committee additional Directors and/or other society members as it may deem to be appropriate. Notice of the slate of nominees shall be provided to the membership with the notice of the Annual Meeting. Nominations to the Board may also be made from the floor at the time of the annual meeting.

Section 4

For all business meetings, fifteen voting members, or twenty percent (20 %) of the total membership, whichever amount is greater, shall constitute a quorum. At any meeting for which a quorum is present, a simple majority of those voting shall be deemed an act of the membership except as hereinafter provided.

Section 5

Formal auditing of all books, including financial assets, shall be performed whenever a new Treasurer takes office and in any event not less frequently than every second year.

Article VI EFFECTIVENESS AND DISSOLUTION

Section 1

Rules and regulations not inconsistent with these By-Laws may be made from time to time by the Board of Directors, by a majority thereof present at a meeting.

Section 2

These By-Laws may be repealed or amended by a two-thirds (2/3) vote of the society members in attendance at a duly noticed meeting called for the purpose, provided that at least 30 days' notice of the proposed changes has been given to the membership.

Section 3

In the event of the dissolution of Con Brio Choral Society, Inc., all debts and obligations of said corporation shall be discharged in full. Thereafter, any remaining assets shall be applied to such charitable purposes as may be designated by the Board of Directors in accordance with the Certificate of Incorporation.