

Pilgrim Festival Chorus, Inc.

Bylaws

Article I. NAME

The name of the organization shall be The Pilgrim Festival Chorus, Inc. (hereinafter referred to as PFC), and its principal location shall be in Plymouth, Massachusetts.

Article II. PURPOSE

1. To form and maintain a singing group dedicated to the performance of choral music; to give public and private concerts; to provide a musically educational opportunity to its members and the public; and to encourage and promote choral singing and the appreciation of good choral music.
2. In furtherance of the above objectives, this corporation shall be an equal opportunity and affirmative action corporation; and there shall be no discrimination on the basis of age, race, color, creed, national origin, gender, or sexual orientation:
 - a. In the persons served, or in the manner of service;
 - b. In membership of the corporation and of the Board of Directors.
3. The PFC shall not be organized for pecuniary profit, and no part of its net earnings or of its principal shall inure to the benefit of any member or officer of the corporation, or to any other individual. Reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.
4. The PFC shall operate as a non-profit corporation.

Article III. MEMBERSHIP

1. Membership in the PFC shall be open to any musically qualified individual who enjoys singing and is willing to give of their time and talents necessary to make each concert a source of pride for all members. Musical qualifications shall be evaluated and approved by the Music Director by means of audition, or any other such means deemed appropriate by the Music Director.
2. Membership is an annual commitment for Active Members. Annual dues, established by the Board of Directors, are due at times determined by the Board, and may be paid in such installments as the Board may determine (usually a fall/winter season and a spring season).
3. Membership shall be further subject to such additional assessments or fees as the Board of Directors may, from time to time, prescribe.
4. Members shall be considered Active if they actively participate in the PFC performances and have met their current financial obligations to the PFC.
5. Attendance at all scheduled rehearsals is necessary to preserve excellence of the performance. Any member who does not attend at least 80 percent of the rehearsals for a concert shall have their status reviewed by the Board and, with the concurrence of the Music Director, may be moved to the Inactive list and not permitted to participate in the upcoming concert(s).
6. Recognizing that there are times when an Active Member may not be able to participate in a concert season, said Member may retain Active Status by notifying the Board of his or her planned absence, and paying dues for the entire year or alternately, an Active Member may notify

- the Board of his or her planned absence and not pay for the season missed. In this case, the Member relinquishes Active status and becomes an Inactive Member.
7. An inactive Member may return to Active Status for a concert season, subject to the following:
 - a. That there is an opening in their section;
 - b. That, at the discretion of the Music Director, they re-audition and are accepted; and
 - c. That they meet their financial and rehearsal obligations for that season.
 8. Non-participation in additional, extended season rehearsals and concerts, if any, designated "optional" by the Board, shall not affect an Active member's status.
 9. Only Active Members shall be entitled to vote at any meeting of the PFC.
 10. The Secretary shall maintain a complete list of Active and Inactive Members, along with their contact information.
 11. The Annual Meeting of PFC members shall be held in February of each year. Active Members must be notified at least 14 days in advance of the Annual Meeting or any special meeting called by the President. This notice shall be by U.S. mail, electronic means, and/or personal announcement.
 12. A quorum, for transaction of business, shall be twenty-five, or in no case, less than one third, of its Active Members. All meetings shall be conducted under the authority of Roberts Rules of Order.

Article IV. BOARD OF DIRECTORS

1. The Board of Directors shall manage the business affairs of the PFC.
2. The Board shall select and contract with a Music Director and other such music professionals as shall be deemed necessary.
3. The number of Directors shall be limited to 12. The Board of Directors shall consist of the four officers plus eight others elected as hereinafter set forth; with the immediate past President and Music Director serving *ex officio* as non-voting members.
4. Unless otherwise approved by vote of the Board, all Board members shall be Active members of the PFC.
5. Directors shall be elected at the annual meeting of the members. Four Directors shall be elected each year to serve three-year terms. Directors shall be limited to two consecutive three-year terms.
6. Should there be a vacancy on the Board, the Board shall select an individual to fill the vacancy and complete the term of the elected member.
7. The Board shall meet at such times and places as shall be determined by the Board. Meetings of the Board can also be called by the President. All meetings shall be scheduled at least 7 days before they occur, with verbal or electronic (e-mail, web site posting) notification given to all Board members.
8. All meetings shall be conducted under the authority of Roberts Rules of Order, and shall be open to all Active Members of the PFC.
9. The majority of the Directors shall constitute a quorum for the transaction of business, and an act of the majority of the members present at any Board meeting at which a quorum is present shall be the act of the Board of Directors.
10. The President shall chair meetings of the Board, and may not vote except to break a tie vote among the members. In the absence of the President, the Vice President shall act as chair.
11. Any action required or permitted to be taken at a meeting of the Board may be taken without a formal meeting if a written (or email) consent is signed by **all** of the Directors.

Article V. OFFICERS and MUSIC DIRECTOR

1. The Officers of the organization shall be a President, a Vice President, a Secretary, and a Treasurer.
2. Officers shall be elected annually from among members of the Board of Directors and shall hold office until their successor is chosen. Vacancies shall be filled by vote of the Board.
3. President – The President shall preside at all meetings of the Board of Directors, and at all meetings of the PFC members. The President shall manage the general affairs of the PFC subject to approval of the Board. The President may execute all necessary official documents on behalf of the PFC, except when the execution is expressly delegated to another officer by the Board. The President shall appoint any committees necessary for the functioning of the PFC. The President shall have access to all financial accounts of the PFC. The President shall appoint a Nominating Committee at least three months prior to the Annual Meeting.
4. Vice President – In the absence or disability of the President, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as may be assigned by the Board.
5. Secretary – The Secretary shall keep an accurate record of all meetings of the Board of Directors and the PFC; shall give notice of the time and place of all meetings to the Board and PFC; shall maintain a roll of members; and shall maintain the necessary documents of record for the organization.
6. Treasurer – The Treasurer shall have the care and custody of all funds and securities of the organization; shall be responsible for keeping an accurate account of all monies received and expended; and shall submit financial reports at each meeting of the Board and the PFC. The Treasurer shall provide the President with access to all financial accounts. Checks or drafts in excess of \$500 shall be signed by both the Treasurer and President.
7. Music Director – The Music Director shall be selected and contracted by the Board of Directors and shall have the responsibility of directing the PFC musical program. The Music Director shall also be responsible for the selection of the Accompanist, subject to approval by the Board. In addition, the Music Director shall have sole discretion in the audition process for PFC members. The Music Director shall also determine the musical program of the PFC, subject to approval by the Board.

Article VI. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article VII. AMENDMENTS

These Bylaws may be amended at any PFC meeting by two-thirds (2/3) of the Active Members present, provided that notice of the proposed amendment has been given in the meeting notice (at least 14 days prior to the meeting).

Amendments may be proposed by the Board, or presented to the Board in writing by petition of any 5 Active members. Following approval of the Board, amendments must be presented to the membership in writing or electronically at least 14 days prior to the meeting when they are to be considered.

Article VIII. DISSOLUTION

1. Dissolution of this corporation shall occur upon a two-thirds (2/3) vote of the general and present membership at a regular or special meeting of the corporation.
2. When the general consensus of the Board of Directors and/or the general membership of the corporation is that the corporation should be dissolved, but before the corporation is dissolved by a vote pursuant to Article VIII-1, a committee comprised of members of the Board of Directors at that time shall be selected by the Board of Directors. The committee shall select a nonprofit corporation(s) with purposes similar to the corporation and permitted by section 501(c)(3) of the Internal Revenue Code to receive the corporation's assets, for the purpose of donating the corporate assets. Any such recommendation by this committee must be adopted prior to dissolution by a majority vote of the Board of Directors before any donation of corporate assets is made.
3. Upon dissolution of the corporation, the assets of the corporation shall be disposed in the following manner: after payment of known and undisputed debts, the remaining assets shall be donated to the nonprofit corporation(s) selected in Article VIII-2.
4. The treasurer shall maintain funds for one (1) year after dissolution sufficient to pay any outstanding debts. At the end of the year, the treasurer shall transfer all remaining funds to the nonprofit corporation in Article VIII-2.

Article IX. IN GENERAL

To the extent not covered by these Bylaws, the corporation shall at all times be operated as provided by Chapter 180 of the General Laws of Massachusetts and section 501(c)(3) of the Internal Revenue Code. In the event of any conflict between these Bylaws and either said statute, the provisions of said statutes shall prevail.

These Bylaws were adopted by a unanimous vote of Active PFC members present at a meeting on October 6, 2003.

Amended by a vote of Active PFC members present at the May 9, 2005, Annual Meeting. (Revised for typographical errors at this time.)

These Bylaws were approved and adopted by a vote of Active PFC, Inc., members present at a general meeting on August 22, 2009.