

**BY-LAWS OF THE BURNT HILLS ORATORIO SOCIETY, INC.**  
(revised May 2016 and approved 2018)

**Mission Statement**

Our main purpose is to present public performances of the masterworks of choral music and, thereby, provide a meaningful experience for audiences and performers alike. We consistently aim to be as faithful as possible to the musical vision of each composer and to further the cause of (and passion for) the choral art by encouraging and involving young peoples' participation in choral performance.

**ARTICLE I**

**Agreement of Association**

The name, location of principal office, and purposes of the corporation shall be set forth in the certificate of incorporation; and these bylaws, the powers of the corporation and of its directors and members, and all matters concerning the conduct and regulation of the business of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the certificate of incorporation; and the certificate of incorporation is hereby made a part of these bylaws. All references to the certificate of incorporation in these bylaws shall be construed to mean the certificate of incorporation as from time to time amended.

**ARTICLE II**

**Membership**

There shall be only one class of membership, composed of those individuals who are registered to participate in the corporation's upcoming public activity or concert, by virtue of their role as amateur singers, as Music Director, as Accompanist, or as an officer of the corporation. Musicians hired by the corporation for purposes of presenting a concert shall not be members of the corporation.

**ARTICLE III**

**Annual Meeting of the Members**

The annual meeting of the members shall be held on the third Tuesday in September in each year. Purposes for which an annual meeting is to be held, additional to those prescribed by law, by the certificate of incorporation and by these bylaws, may be specified by the President, or by a majority of the directors then in office, or by one or more members who are entitled to vote.

If such annual meeting is omitted on the day herein provided therefore, a special meeting of the members may be held in place thereof, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at the annual meeting, and in such case all references in these bylaws, except in this Article III and in Article V, to the annual meeting of the members, shall be deemed to refer to such special meeting. Any such special meeting shall be called, and the purposes thereof shall be specified in the call, as provided in Article IV.

## **ARTICLE IV**

### **Special Meetings of Members**

A special meeting of the members may be called at any time by the President or by a majority of the directors then in office, or by a written or electronic request of (10) of the members of the corporation. Such call shall state the time, place and purposes of the meeting.

## **ARTICLE V**

### **Place of Members Meeting**

The annual meeting of the members shall be held at the principal office of the corporation in New York, or at such place as is stated in the call or notice. Any special meeting of the members held in place of the annual meeting, and any such other special meeting of the members, shall be held in New York at such place as is stated in the call. Any adjourned session of any annual or special meeting of the members shall be held in New York at such place as is designated in the vote of adjournment.

## **ARTICLE VI**

### **Notice of Members Meetings**

A written or electronic notice of each meeting of members, stating the place, day and hour thereof and the purposes for which the meeting is to be held, shall be given, at least seven days before the meeting, to each member entitled to vote thereat and to each member who under the certificate of incorporation is entitled to such notice, by leaving such notice with each member, or at his or her residence or usual place of business, or by mailing it, postage prepaid, addressed to such member at his or her address as it appears upon the books of the corporation. In the case of special meetings, written notice may be waived, provided that notice is given by announcement at the preceding two consecutive regularly scheduled public activities, concerts, or rehearsals.

## **ARTICLE VII**

### **Quorum of Members**

At any meeting of the members, a quorum for the election of any director or for the consideration of any question shall consist of the members present.

When a quorum for the election is present at any meeting, a plurality of the votes properly cast for any office shall elect to such office, except where a larger vote is required by law, by the certificate of incorporation or by these bylaws. When a quorum for the consideration of a question is present at any meeting, a majority of the votes cast upon a question shall decide the question.

Provided, however, that it shall require an affirmative vote of 51% of the members present and voting to amend these bylaws, the certificate of incorporation, or to dissolve the corporation, or to merge with any other corporation, organization, or business, any provision in this bylaw to the contrary notwithstanding.

## **ARTICLE VIII**

### **Proxies and Voting**

Members entitled to vote shall have one vote. Members must be present at the meeting in order to vote, and no proxy voting will be permitted.

## **ARTICLE IX**

### **Board of Directors**

A board of at least seven directors shall be constituted as follows: the directors elected at large by the membership to three-year terms, and the Music Director and Treasurer, who shall each have seat and voice but no vote. Terms will begin on July 1, after an election held at a meeting of the membership during or before the last rehearsal for a spring concert. At least 75% of the directors must be members of BHOS as defined in Article II. Each director will be limited to serving two consecutive three-year terms, such service to be followed by at least one year without service before being eligible to serve again. In a case in which a director's first term of service was one year or less, that director may then serve two full three-year terms before being subject to the term limit.

The board of directors, by vote of a majority of directors then in office, may at any time create additional directorships, subject to there being no more than fifteen directors at any one time. The board of directors may fill such new vacant office of director as designated in article XIX. Every such new director shall have responsibilities and powers equal to those of existing board members.

If a directorship associated with a designated function becomes vacant, or upon anticipated expiration of the term of office of a director holding such directorship, the board may, by vote of a majority of directors remaining in office, eliminate such directorship, provided that at least seven directorships remain. If the seat is vacant, such elimination is effective immediately. If the seat is not vacant, such elimination becomes effective upon expiration of the term of office, or resignation or removal, of the director holding the seat.

## **ARTICLE X**

(removed 3/9/2009 and replaced 5/3/16)

### **Executive Committee**

The board of directors may elect from its own number an executive committee, to consist of at least three members (e.g. Vice President, Secretary, Finance Chair) in addition to the president. It may designate the duties and powers of the committee, change its membership, or eliminate the committee entirely. The president shall be ex officio a member of the executive committee with seat and voice. Each executive committee member shall hold office until his or her term limit is reached or until he or she resigns or is replaced by change of membership.

Absent the ability of a full meeting of the board of directors, the executive committee shall have the power to take any action in an emergency, which the board itself could take, with respect to the conduct and management of the business and affairs of the corporation. Otherwise, the executive committee shall be under no obligation to hold any meetings or to take any action. *The executive committee shall report its actions to the board of directors immediately after any meeting has been held.*

**ARTICLE XI**  
**Other Committees**

The board of directors, by vote of a majority of the directors then in office, may elect to establish other committees to conduct the business of the organization and to determine such committees' membership, duties, and length of term.

Such committees may include, but not be limited to, a nominating committee to convene to propose a new slate of directors to present to the membership at the next election.

**ARTICLE XII**  
**Meetings of the Board of Directors**

Regular meetings of the board of directors may be held without call or formal notice at such places and at such times as the board may by vote from time to time determine. A regular meeting of the board of directors may be held without call or formal notice immediately after and at the same place as the annual meeting of the members.

Special meetings of the board of directors may be held at any time and at any place when called by the President, or two or more directors, reasonable notice thereof being given to each director.

**ARTICLE XIII**  
**Quorum of Directors**

At any meeting of the board of directors, a quorum for any election or for the consideration of any question shall consist of a majority of the directors. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present. The votes of a majority of the directors present shall be sufficient to decide any question brought before them.

**ARTICLE XIV**  
**Officers and Agents**

The officers of the corporation shall be a President, a Secretary, and such other officers, if any, as the board of directors may elect. The corporation may also have such agents, if any, as the board of directors may in its discretion appoint. As far as is permitted by law any two or more offices may be held by the same person.

The President and Secretary shall be directors, who shall be residents of New York. The President and Secretary shall be chosen annually by a quorum of the directors at its first meeting on or shortly after July 1 (the start of the BHOS fiscal year). A nominating committee composed of at least three directors may propose candidates for these leadership offices. President and Secretary may serve consecutive years within their service as directors, with the understanding that a presidential term extending beyond one year maintains continuity within and benefits the board.

Subject to law, to the certificate of incorporation and to the other provision of these bylaws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his or her office and such duties and powers as the board of directors may from time to time designate.

## **ARTICLE XV**

### **Music Director and Accompanist**

The Music Director, Accompanist, and Treasurer shall be appointed annually on or about July 1 by the board of directors. Their service shall terminate on the appointment by the board of directors of a new Music Director, Accompanist, or Treasurer.

## **ARTICLE XVI**

### **President and Vice Presidents**

The President shall be the chief executive officer of the corporation and shall have general charge and supervision of the activities of the corporation. The President shall preside at all meetings of the members and of the board of directors at which he or she is present, except as otherwise voted by the board of directors. The President shall act as an ex officio member of all committees.

Any Vice Presidents shall have such duties and powers as shall be designated from time to time by the board of directors.

## **ARTICLE XVII**

### **Treasurer**

The Treasurer shall be in charge of the corporation's funds and keeper of certain valuable papers, and shall have such duties as may be designated from time to time by the board of directors or by the President. The Treasurer shall be a member of the Finance Committee, responsible to and report to the board of directors. At the pleasure of the board, the Treasurer position may be stipendiary and, as such, ex officio to the board of directors.

## **ARTICLE XVIII**

### **Secretary**

The Secretary shall keep a true record of the proceedings of all meetings of the board of directors and of the annual meeting, and in his or her absence from any such meeting a temporary Secretary shall be chosen who shall record the proceedings thereof.

## **ARTICLE XIX**

### **Resignations and Removals**

Any director or officer may resign at any time by delivering his or her resignation in writing to the President or to a meeting of the board of directors. The members may, at any meeting called for the purpose, by vote of majority of members entitled to vote at an election to the office in question, remove from office any director or directors. The board of

directors may, by vote of a majority of the directors then in office, remove from office any officer or agent, including the Music Director, Accompanist, and/or Treasurer. The board of directors may at any time, by a vote of a majority of the directors present and voting, terminate or modify the authority of any agent.

## **ARTICLE XX**

### **Vacancies**

If the office of any director becomes vacant by reason of death, resignation, removal or disqualification, a successor or successors, may be elected by the members at a meeting called for the purpose, which may be the same meeting at which a former holder of such office was removed. If the office of the President, any vice President, or the Secretary, one or more, becomes vacant, the board of directors may elect or appoint a successor, by vote of a majority of the directors then in office. If the office of any other officer becomes vacant, the board of directors may elect or appoint a successor, by vote of a majority of the directors present and voting. Each such successor shall hold office for the unexpired term, and until his or her successor shall be elected or appointed and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified. The board of directors shall have and may exercise all its powers notwithstanding the existence of one or more vacancies in its numbers, as fixed by the members, provided there are at least two directors in office.

## **ARTICLE XXI**

### **Authorizations**

Except as the board of directors may generally or in particular cases authorize the execution in some other manner, all deeds, leases, transfers, contracts, bonds, notes, and other obligations made, accepted or endorsed by the corporation shall be signed by the President and by the Treasurer or Secretary. All checks and drafts shall be signed by the Secretary, President, or Chair of the Finance committee. Two signatures are required on checks issued in the amount of \$1,000.00 or more.

## **ARTICLE XXII**

### **Fiscal Year**

Except as from time to time provided by the board of directors, the fiscal year of the corporation shall end on the 30<sup>TH</sup> day of June.

## **ARTICLE XXIII**

### **Amendments**

These bylaws may be altered, amended or repealed at any annual or special meeting of the members called for the purpose, of which the notice shall specify the subject matter of the proposed alteration, amendment or repeal, or the articles to be affected thereby.

## **ARTICLE XXIV**

### **Powers of Directors**

The board of directors shall have and may exercise all the powers of the corporation, except as are conferred upon the members by law, by the certificate of incorporation or by these bylaws.

## **ARTICLE XXV**

### **Review of Financial Position**

With advice from the Treasurer, the board of directors shall provide for periodic reviews of the corporation's financial position, to be conducted by an independent provider other than an officer or director. Such reviews shall be scheduled at intervals appropriate for required financial reporting.

## **ARTICLE XXVI**

### **Balanced Budget**

The board of directors shall be required to prepare and submit to the membership, on an annual basis, a balanced budget for the operation of the organization. This budget shall be presented to the membership for approval at the annual meeting of the membership, or at a special meeting of the members held in place thereof.

## **ARTICLE XXVII**

### **Non-Discrimination Policy**

The corporation, by and through its board of directors, officers, agents, and members, shall not discriminate on the basis of a person's race, color, religion, national origin, sex (including pregnancy), sexual orientation, age, disability, veteran status or other characteristic protected by law.

## **ARTICLE XXVIII**

### **Dissolution Clause**

BHOS may be dissolved only with authorization by its board of directors given at a special meeting called for that purpose and with subsequent approval by two-thirds (2/3) vote of the Voting Members (any active member of the chorus). Upon dissolution or other termination of BHOS, all remaining assets of BHOS, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of BHOS) as shall be chosen by the then existing board of directors.

## **ARTICLE XXIX**

### **Conflict of Interest Policy**

For Officers, Directors, Committee Members, and certain Consultants:

No member of the BHOS Board of Directors, or any of its Committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with BHOS. Each individual shall disclose to BHOS any personal interest that he or she may have in any matter pending before BHOS and shall refrain from participation in any decision on such matter.

Any member of the BHOS Board, member of any Board committee, any employee or consultant shall refrain from obtaining any list of BHOS members or patrons for personal or private solicitation purposes at any time during the term of their affiliation.

## **ARTICLE XXX**

### **Whistle Blower Policy**

If any BHOS member/independent contractor (contractor) reasonably believes that some policy, practice, or activity of the BHOS is in violation of law, a written complaint may be filed by that member/contractor with the President.

It is the intent of BHOS to adhere to all laws and regulations that apply to the organization, and the underlying purpose of this policy is to support the organization's goal of legal compliance. The support of all members/contractors is necessary to achieving compliance with various laws and regulations.

A member is protected from retaliation only if the member/contractor brings the alleged unlawful activity, policy or practice to the attention of BHOS and provides BHOS with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is available to employees that comply with this requirement.

BHOS will not retaliate against a member/contractor who, in good faith, has made a protest or raised a complaint against some practice of BHOS, or of another individual or entity with whom BHOS had a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

BHOS will not retaliate against an member/contractor who discloses or threatens to disclose to a director or public body any activity, policy, or practice of BHOS that the member reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning health, safety, welfare, or protection of the environment.