

## **ARTICLE I - NAME**

This society shall be known as the Buffalo Choral Arts Society ("the Society").

## **ARTICLE II- PURPOSE**

### **RESTRICTIVE PURPOSES AND ACTIVITIES PROVISION**

Notwithstanding any other provision of these articles, the organization is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its, activities involves the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in section 501 (c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954.

The Society shall be a non-profit society under the laws of the State of New York and its purpose shall be the teaching and performance of the highest quality choral literature by amateur and/or professional choral singers.

The organizational goals of the society shall include but not be limited to the performance of two concerts per year.

## **ARTICLE III - OFFICERS**

1. The officers of the Society shall be President, Vice-President, Treasurer, and Recording Secretary. The officers and five Members at Large shall be elected from the dues paying membership. These Officers and Members-at-Large shall constitute the Board of Directors (Board) of the Society and all shall have full voting rights and privileges.

2. Officers and Members-at-Large shall be elected at the annual meeting, take office the day of election. Officers must have served at least one year on the board during their BCAS tenure. In 2015, the President and Secretary will serve two year terms and the Vice President and Treasurer will be one year terms. For 2016 the Vice President and Treasurer will be elected for two-year terms. In subsequent years, the officer positions will continue to serve two year terms. The five at large members will serve for one year or until new officers are elected. Upon occurrence of a vacancy, the President shall appoint a member to fill the vacancy for the balance of the year. All Officers and Members-at-Large may succeed themselves.

3. It shall be the duty of the President to preside at all meetings, to appoint committees, and to oversee all society activities and the duties of the other Officers.
4. It shall be the duty of the Vice President to assist the President in the conduct of his/her duties and, in the absence of the President or if the President is temporarily unable to serve, shall assume the duties of the President.
5. It shall be the duty of the Recording Secretary to keep a record of the Society's business, of the Society's meetings and to formalize them into minutes and deliver a summary thereof to the Board.
6. It shall be the duty of the Treasurer to collect and disburse funds, maintain a set of books covering the Society's financial operations and assets, and prepare statements of operations.
7. The Board may appoint a Sergeant-at Arms which shall not be a board position. An at large member may be appointed to this position. It shall be the duty of the Sergeant-at-Arms to call meetings to order and to maintain discipline at all functions.
8. It shall be the duty of the Members-at-Large to offer opinion and guidance to the Board and to serve as a link between the membership and the Board.

#### **ARTICLE IV - MEMBERSHIP**

1. Society membership shall be limited to those that pass an audition before the music director at a time and place to be determined by said music director.
2. If a member does not attend 75% of the rehearsals he/she may not participate in the next concert unless given permission by the musical director which may require a concert audition.
3. All members of the Society shall be required to fully participate in the bi-annual Patron Drive as per direction of the Board.

## ARTICLE V – PROCEDURE

### 1. Meetings – Musical

- (a) Regular rehearsals shall normally be held each week on a schedule to be determined by the Board and the music director/conductor, at a time and place designated by the Board.
- (b) Special rehearsals may be called by the Conductor(s) as needed.

### 2. Meetings - Operational

- (a) The Board of Directors shall meet regularly a time and place designated by the President. A quorum of 6(2/3) must be in attendance.
- (b) Special meetings may be called at any time by the President upon 24 hours prior notice.
- (c) All business of the Society conducted at regular or special meetings shall be approved by a simple majority and conducted according to Robert's Rules of Order.
- (d) The annual meeting for the election of Officers and Members-at-Large shall be held within two (2) weeks following the completion of the major spring concert at a time and place to be designated by the Board. At this meeting a statement of income and expenses and a "State of the Chorus" report shall be presented to the membership.
- (e) Election of Officers and Members-at-large

The President shall select a nominating committee, which shall consist of three (3) members at least one month prior to the annual meeting. This committee shall put forth a slate of candidates for office at the annual meeting. The Chair of the Nominating Committee shall seek other nominations from the floor. A candidate may not accept a nomination for more than one office. A secret paper ballot will be provided to the membership. All ballots shall be counted by the nominating committee. Results shall be announced at the Meeting.

3. Amendments: These articles of Association may be amended by the following procedure:

Any proposed amendment must be presented to the Board of Directors for review at least eight (8) weeks prior to voting by the membership. At that time the Board of Directors will decide whether to present the proposed amendment. After approval, whenever possible, the proposed amendment will be presented to the membership at least one rehearsal prior to the vote. It will be presented as approved, and voted on as presented, without changes.

A total of 4/5 (80%) of a quorum of 2/3 (66%) of the voting membership is required for a proposed amendment to be passed. Voting membership includes regular member whose dues have been paid. Such a vote will take place at an annual meeting, unless the Board of Directors determines special circumstances exist.

#### **ARTICLE VI - DUES**

1. Each member shall be required to pay annual dues in amounts and at times set by the Board. Reductions and exceptions to dues payments shall be at the discretion of the Treasurer and the President.
2. Dues shall be used solely for the purposes of the Society as determined by a vote of the Board at regular or special meetings.

#### **ARTICLE VII- TERMINATION OF MEMBERSHIP**

Upon termination of the membership of any member of the Society:

1. Any member voluntarily terminating membership for any reason shall have no right to the refund or return of any dues paid on or before the date of termination.
2. Any members involuntarily terminated shall have the right to a pro-rated refund of any dues paid for the current year.
3. Any member, voluntarily or involuntarily terminated, shall immediately return to the Society all property of the Society in his/her possession on the date of termination.

#### **ARTICLE VIII- TERMINATION OF ASSOCIATION**

1. This Society shall be in existence from the date of the original approval of these

Articles until such time as terminated by the voting membership.

## 2. DISSOLUTION PROVISION

In the event of dissolution, all of the remaining assets and property of the organization shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under section 501 (c)(3) of the Internal Revenue Code of 1954, as amended; or to the federal government, or to a state or local government, for a public purpose.

3. Upon termination, the Board of Directors of the Society shall be empowered to take any action or execute and deliver any agreements or other documents which they shall deem necessary or desirable in connection with the "winding ~ down" of the affairs of the Society and the members of the Society shall assist and cooperate with the Officers in connection therefore.

## **ARTICLE IX - MUSIC DIRECTOR**

1. It will be the duty of the board, on a yearly basis, to engage a Music Director. This will be done at least six months prior to the following concert season.
2. Responsibilities of the Music Director include:
  - (a) Establishing the annual concert program, as described in Article II, including, but not limited to:
    1. Selection of repertoire.
    2. Selection of instrumental and/or choral groups for accompaniment and/or collaboration.
    3. Selection of soloists.
    4. Selection of any conductor, guest conductors or composers that are to be engaged.
  - (b) Selection of rehearsal accompanists.
  - (c) Establishing, in cooperation with the Board of Directors, a rehearsal schedule consistent with the music program.
  - (d) Preparing the members of the Society for scheduled performances, and providing them opportunities for musical growth.
  - (e) Preparing and presenting for Board approval an operating budget consistent with the annual music program.

## **ARTICLE X - OTHER PROVISIONS**

1. The signature of the President or the Vice-President and the signature of the Recording Secretary shall be required to bind the Society to any contracts, agreements, or other documents obligating the Society to the payment of any sum of money in excess of \$500.00. Any such binding or obligating shall only be done upon authorization of the board at a meeting.
2. The signature of the President or the Vice-President, and the Treasurer shall be required on all checks drawn on the account(s) of the Society as per standard operating procedure. Specific operational procedures shall be determined by the board at its annual organizational meeting.
3. The signature of the President or the Vice-President, and the Treasurer shall be required for the purpose of borrowing money on behalf of the Society, or pledging or granting a security interest in any assets of the Society, and any signature cards or banking resolutions which the Society shall so provide. Any such borrowing, pledging or granting a security interest shall only be done upon authorization of the Board at a meeting.
4. The fiscal year of the Society shall be September 1 through August 31.

### NON-INVOLVEMENT PROVISION

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the organization.

### RESTRICTIVE LEGISLATION PROVISION

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

This document was duly ratified by the membership of the Buffalo Choral Arts Society in May 2014.