

BY-LAWS

MONTEREY PENINSULA CHORAL SOCIETY

(As amended on 5 October 1966; 28 May 1975; 19 January 1977; 30 January 1980; 9 August 1989; 29 December 1989; 16 December 1992; 23 January 2002; 26 January 2010).

ARTICLE I NAMES AND OFFICES

1. NAME. The name of this organization is MONTEREY PENINSULA CHORAL SOCIETY, a non-profit organization.
2. OFFICES. The principal office of the organization shall be in the City of MONTEREY, County of MONTEREY, State of CALIFORNIA. The corporation may also have offices at such other places as the Board of Governors may from time to time appoint or the purposes of the corporation may require. The Post Office address of the corporation is Post Office Box 1295, Monterey, California, 93942.

ARTICLE II MEMBERS AND MEETINGS OF MEMBERS

1. MEMBERSHIP. The members of the corporation shall consist of the persons signing the Articles of Incorporation and such other persons that subscribe to the purposes of the corporation and otherwise actively support the corporation.
2. CLASSES OF MEMBERSHIP. The following shall be the classes in this corporation:
 - a. Chorus Members are members who are currently enrolled to sing in the chorus.
 - b. Friends of the Choral Society are members who are not currently enrolled to sing in the chorus.
3. CONTRIBUTIONS. The Board of Governors shall establish MPCS policy regarding membership qualifications, contributions, dues and assessments.
4. ANNUAL MEETING. Annual meetings of members will be held during the month of January. Not less than one-third of the Chorus Members must be present to constitute a quorum. Members shall each have one vote.
5. SPECIAL MEETINGS. Special meetings of the members, other than those

regulated by statute, may be called at any time by the President or by the majority of the governors and must be called by the President or Secretary on receipt of the written request of 9 of the members of the corporation, and such special meeting shall be called within 30 days from the receipt of such request. Quorum and voting rights shall be the same as for the annual meeting.

6. NOTICE OF ALL MEETINGS. Notice of the time, place, and purpose or purposes of the annual meeting or of a special meeting of the members shall be served either personally, by mail, or by electronic communication, not less three days nor more than fourteen days before the meeting, upon each person who appears upon the books of the corporation as a member.

ARTICLE III BOARD OF GOVERNORS

1. ELECTION. The corporate powers, business, and affairs of the Monterey Peninsula Choral Society shall be exercised, conducted, and controlled by a Board of Governors. It shall formulate the general policy of the corporation.

All governors shall be elected at the annual meeting of the members. Not less than 60 days prior to the date fixed for the annual meeting of the members of this corporation the president shall name at least three members of the corporation as a Nominating Committee for governors to be elected at the annual meeting. At the time of the annual meeting the members of the Nominating Committee shall present to the meeting the names of all the nominees to be voted upon for election as governors. Further candidates for the Board of Governors may be placed in nomination from the floor at the annual meeting.

The governors shall be elected by a majority of the members present and voting at the annual meeting. No person shall be elected or appointed a governor unless he or she is a member of this corporation.

2. COMPOSITION OF THE BOARD OF GOVERNORS. The Board of Governors shall number not less than 7 and not more than 11. A majority of the members of the Board of Governors shall be Chorus Members. The number of governors may be changed within the limits as determined by the membership.

3. QUORUM. At all meetings of the Board of Governors a majority of the members shall be necessary and sufficient to constitute a quorum.

4. POWERS. The Board of Governors shall have the full power and authority to establish the annual contributory fee for Participating Members; however, this fee will be limited to only the projected per capita financial requirements to responsibly carry out, in a non-profit manner, the fiscal requirements of this corporation. Additionally, the Board of

Governors shall have the full power and authority to borrow money on behalf of the corporation and otherwise to incur indebtedness on behalf of the corporation and to authorize the execution of promissory notes or other evidences of indebtedness of the corporation; to lease, mortgage, pledge, hypothecate, and otherwise encumber the property real and personal of the corporation; to purchase, lease, and otherwise acquire real and personal property on behalf of the corporation; and generally to perform, or cause to be done or performed, any and every act which the corporation may lawfully do and perform under and by virtue of its Articles of Incorporation or the laws of the State of California or of the United States of America.

5. TERMS OF OFFICE. For the first election, four (4) of the governors shall be elected for a term of one year, and five (5) of the governors shall be elected for a term of two years. Thereafter, each governor shall hold office for two years and until his successor is elected at the next annual meeting of the members.

6. VACANCIES. Any vacancy occurring in the office of a governor shall be filled by the Board of Governors. Such governor so elected by the board shall hold office until his successor is elected at the next annual meeting of the members.

7. MEETINGS AND NOTICE OF MEETINGS. Within three weeks after the election of the Board of Governors at the annual meeting of the members, the governors shall meet for the purpose of organization and the transaction of other business. Thereafter, meetings of the Board of Governors shall be held at least once every three months on a date set by the President. Board members must be notified in writing or by electronic communication not less than three nor more than fourteen days before each meeting.

8. SPECIAL MEETINGS. Special meetings of the Board of Governors may be called by the President or the Vice President. Board members must be notified in the same manner as that followed for regular meetings, unless such notice is waived.

9. COMPENSATION. All governors shall serve without compensation.

10. ABSENCES. Any governor who absents himself from any two successive meetings without prior notice to the Board of Governors shall automatically cease to be a governor. The Board of Governors may, by a majority vote, re-instate said governor.

11. REMOVAL OF GOVERNOR. Any governor may be removed from office by the affirmative vote of two-thirds of the general membership present and voting at any regular or special meeting called for that purpose, for malfeasance, for nonfeasance, for misfeasance, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any governor proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting of the membership at which such removal is to be

voted upon and shall be entitled to appear before and be heard by such meeting.

ARTICLE IV
OFFICERS

1. NUMBER. The officers of the corporation shall be:

President(s)	(1) or (2)
Vice President	(1)
Secretaries	(1) or (2)
a. recording	
b. corresponding	
Treasurer	(1)

2. ELECTION. The Board of Governors shall elect its own officers from among the members of the Board of Governors.

3. DUTIES AND POWERS. The duties and powers of the officers shall be as follows:

a) The President(s) shall preside at all meetings of the Board of Governors. He/she/they shall execute, in the name of the corporation, jointly with the Secretary, all contracts, deeds, bonds, notes, mortgages, deeds of trust, bills of sale, and items authorized by the Board of Governors to be executed.

b) The Vice President shall be vested with all of the powers and shall perform all the duties of the President in case of the absence or disability of the President(s).

c) The Recording Secretary shall keep the minutes of all meetings of the members and the Board of Governors in books provided for that purpose. The Recording Secretary shall sign, with the President(s) in the name of the corporation, jointly, all contracts, deeds, bills of sale, bonds, notes, mortgages, and deeds of trust authorized by the Board of Governors to be executed. He/she shall be the keeper of the journal of the meetings of the Board of Governors and of the members, the by-laws, and such other books and papers as the Board of Governors shall order. The Recording Secretary shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Governors.

d) The Corresponding Secretary shall serve notice of all meetings of the membership and of the Board of Governors and shall conduct the correspondence of the Choral Society.

e) The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books to be kept for that purpose. He/she shall receive and deposit, or cause to be received and deposited, all money and other valuables of the corporation in such depositories as may be designated by the Board of Governors. He/she shall render to the

President(s) and to the Board of Governors whenever they may require accounts of all his/her transactions as Treasurer and of the financial condition of the corporation. He/she shall in general perform all of the duties incident to the office of Treasurer subject to the control of the Board of Governors.

All bills payable of the corporation greater than \$500.00 shall be paid only after approval of the Board of Governors.

Receipts shall be given for all funds received.

In the case of the absence or disability of the Treasurer or his/her refusal or neglect to act, an Assistant Treasurer may be appointed by the Board of Governors to assume the powers and discharge the duties of the Treasurer.

4. COMPENSATION. All officers shall serve without compensation.

5. VACANCIES. If the office of any officer of this corporation becomes vacant by reason of death, resignation, removal, or otherwise the Board of Governors shall elect a successor, who shall hold office for the unexpired term and until a successor is elected.

6. REMOVAL OF OFFICER. Any officer may be removed from office by the affirmative vote of two-thirds of all the governors at any regular or special meeting called for that purpose, for malfeasance, for nonfeasance, for misfeasance, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting of the Board of Governors at which such removal is to be voted upon and shall be entitled to appear before and be heard by such meeting.

ARTICLE V STANDING COMMITTEES

1. EXECUTIVE COMMITTEE. The business of the society in the interval between meetings of the Board of Governors shall be carried on by the Executive Committee which shall be composed of the officers of the Board of Governors. The President shall be Chairman of the Executive Committee.

2. FINANCE COMMITTEE. The Finance Committee shall consist of three members, including the Treasurer, who shall serve as committee chair. The duties of the Finance Committee shall be to cooperate with the Treasurer in the preparation of financial reports to the Board on a monthly basis, and to the members of the corporation annually, and preparation and presentation of the budget for approval of the Board of Governors.

3. FRIENDS OF THE CHORAL SOCIETY (FRIENDS) COMMITTEE. The Friends of the Choral Society Committee shall consist of three or more members appointed by the President and approved by the Board of Governors. At least two of the members shall be members of the Friends of the Choral Society, and at least one shall be a member of the Board of Governors. The duties of the Friends Committee shall be to coordinate the activities of the Friends of the Choral Society and to foster Friends membership.

4. OTHER COMMITTEES. The Board of Governors shall appoint committees and assign tasks to volunteers as necessary to accomplish the goals of the corporation.

ARTICLE VI AMENDMENTS

Either the Board of Governors or the By-Laws Committee, if such exists, may, by a simple majority vote, approve the submission to the membership of proposed amendments to these By-Laws. Amendments so approved shall be adopted if approved by a two-thirds vote of the members present and voting at any annual or special meeting of the members. A copy of any amendment approved for submission shall be presented to each member.

ARTICLE VII FISCAL YEAR

The fiscal year of the corporation shall commence on September 1 and end on August 31.

ARTICLE VII STAFFING

1. The Music Director of the society shall be chosen by a two-thirds vote of the Board of Governors. The Board of Governors may enter into a contract with a director chosen as above.

2. The Accompanist for the society shall be selected by the Music Director and approved by the Board of Governors. The Board of Governors may enter into a contract with an accompanist chosen as above.

4. The Board of Governors shall have the power to arrange for other services, compensated or pro bono.