

BY-LAWS OF
THE VERNON CHORALE, INC.

ARTICLE I

1. The Vernon Chorale, Inc. ("Corporation") endeavors to:
 - a) Provide a forum to learn and refine choral singing skills and to educate audiences through the presentation of concerts and choral music, sacred and secular.
 - b) Carry on any and all activities permitted to a Nonstock Corporation under the laws of the State of Connecticut as may be helpful or appropriate for the achievement of the foregoing goals and purposes; provided, however, that the Corporation shall not engage in any activity which would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, ("Code").

ARTICLE II

Membership

- 2.1 **Membership.** The qualifications for membership are: 1) the ability, willingness and commitment to fully participate in the purposes for which the Corporation is formed, 2) the needs of the Corporation for a particular type of singing skill, 3) a singing voice, as determined by the Corporation in its sole discretion, 4) no conduct in contravention of the Articles of Incorporation or the By-Laws of the Corporation, as determined by the Corporation in its sole discretion, and 5) such other qualifications that the Corporation may establish from time to time in its discretion.
- 2.2 **Manner of Election or Appointment.** Said person shall not be a member of the Corporation unless the Board of Directors determines at a regular or special meeting that the qualifications set forth above are satisfied.
- 2.3 **Voting Rights.** The members of the Corporation shall not be entitled to vote. The Corporation shall be governed by its Board of Directors which shall be self-perpetuating.
- 2.4 **Membership Dues.** The Board of Directors may establish membership dues and the manner and time of payments, as well as amendments thereto from time to time.

ARTICLE III

Board of Directors

3.1 **General Powers.** There shall be a Board of Directors which shall have the general authority to conduct the affairs of the Corporation in a manner consistent with Article I. This authority includes, but is not limited to, the following powers:

- a) to administer the organization, develop and execute the policies of the Board and Corporation, and to appoint all personnel;
- b) to enter into agreements and contracts, make purchases, enter into leases, and buy and sell property;
- c) to implement all personnel, fiscal and program policy.
- d) to enforce compliance with all applicable conditions or grants and contributions;
- e) to take any other actions necessary to carry out the purposes of the Corporation.

3.2 **Eligibility, election, number and tenure.** A director shall be a member of the Corporation. The Incorporator of the Corporation shall appoint the initial directorship. The number of directors at any time shall not be less than five (5) nor more than nine (9). The Directorships shall be staggered and the format of the initial election is as follows:

a majority of the initially appointed directors will be elected to two-year (2) terms;
and

a minority of the initially appointed directors will be elected to one-year (1) terms.

Subsequently, any director will serve a two year term and elections will be held annually for Directors whose terms have expired. If new Directorships are added, the new Directors shall be elected by the Board. Each Director shall serve until his/her successor shall have been duly elected or appointed, as the case may be.

3.3 **Regular Meetings.** An regular annual meeting of the Board of Directors shall be held at a date and time fixed by the Board or Directors and may be held with or without written notice of the date, time, place or purpose of the meeting, provided, however, that unless stated in a written notice of the meeting, no By-law may be brought up for adoption, amendment or repeal.

3.4 **Special Meetings.** Special meetings of the Board of Directors may be called by any Director or the President of the Corporation on at least two days' notice to

each Director, given either by mail or private carrier or by telegraph, facsimile transmission or other form of wireless communication or orally, in person or by telephone. Except as may otherwise be required by law, the Certificate of Incorporation or these By-Laws, notice of a special meeting need not include a description of the purpose or purposes of the meeting, except that, unless stated in the written notice of the meeting, no By-law may be brought up for adoption, amendment or repeal.

3.5 Waiver of Notice. A Director may waive any notice required by law, the Articles of Association or these By-Laws before or after the time stated in the notice. Any such waiver shall be in writing, signed by the Director entitled to the notice and filed with the minutes or corporate records.

A Director's attendance at or participation in a meeting waives any required notice to such Director unless the Director at the beginning of the meeting, or promptly upon his/her arrival, objects to action taken at the meeting.

3.6 Participation by Conference Telephone or other Means. The Board of Directors may permit any or all Directors to participate at a meeting of the Board of Directors by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

3.7 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.8 Manner of Acting. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

3.9 Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a majority vote of those Directors remaining in office, although less than a quorum. A Director elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor.

3.10 Compensation. Directors as such shall serve without compensation for their services. By resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to prohibit any Director from serving the Corporation in any other capacity and receiving compensation therefore.

3.11 Special Powers. In addition to all of the powers that the Board of Directors may have, the Board of Directors shall have the right to suspend or dismiss any

participants in any programs sponsored by the Corporation, including but not limited to players, coaches, and assistant coaches. The Board of Directors may delegate this authority in accordance with any rules and procedures that may be established by the Board of Directors.

ARTICLE IV
Officers

4.1 **Officers.** The Officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other Officers as may be elected in accordance with the provisions of this Article by the Board of Directors. The Board of Directors may elect or appoint such other Officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 **Election and Term of Office.** The Officers of the Corporation shall be elected annually by the Directors after nomination by the Nominating Committee at the annual meeting. New Officers [**should this word be offices?**] may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his/her successor shall have been duly elected.

4.3 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Corporation for the unexpired portion of the term.

4.4 **President.** The President shall be the principal executive Officer of the corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the Board of Directors. He/she may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any deed, mortgages, bond, contracts, or other instruments which the Board of Director has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other Officer or agent of the corporation; and in general he/she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time, including the appointment of the Chair of and members of all committees as may be needed. All such appointments shall be approved by a majority vote of the Board of Directors.

4.5 **Vice President.** In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to

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all the restrictions upon the President. Any Vice-president shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

4.6 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or their depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

4.7 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records; keep a register of the permanent address and post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

4.8 Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in General shall perform such duties as shall be assigned to them by the Treasurer or Secretary or by the President or the Board of Directors.

ARTICLE V

Removal of Officers and Directors

Any Officer or Director elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, provided that a majority of all of the Directors are present and that two-thirds (2/3) of those present voted in favor of removal, but such removal of such officer or director shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VI

6.1 Nominating Committee. There may be a Nominating Committee made up of not less than three (3) nor more than five (5) persons. At least two of said persons shall be members of the Board of Directors. The Nominating Committee shall present a single slate of Officers and Directors to be elected at the annual meeting, provided that this provision shall not limit the right of the members of the Board of Directors to offer nominations from the floor at the annual meeting.

6.2 Other Committees. The Board of Directors shall have the right to establish those committees deemed necessary by the Board of Directors to advance the purposes of the organization.

6.3 Appointment to Committees. The chair and members of all committees shall be appointed by the President. Committee members need not be members of the Board of Directors.

6.4 Committee Rules. The following rules shall govern the conduct of all committees:

a) Each committee will consist of at least two (2) members and a majority of the members of each committee shall constitute a quorum thereof.

b) The President shall appoint committee chairpersons and members, fill vacancies and replace or remove their chairpersons as deemed necessary.

c) Each committee shall report and present its proceedings to the Board of Directors which may consider and approve or approve with modifications the recommendations made by the committee.

d) No public communication shall be made by a committee to any persons without approval of the Board of Directors.

e) Conflict in jurisdiction among committees shall be decided by the Board of Directors.

f) No funds may be expended by any committee except as authorized by the Board of Directors.

ARTICLE VII
Conflict of Interest

7.1 Conflict of Interest. The Corporation may transact business or undertake an activity with a business entity in which, or with a person with whom, a Director or Officer of the Corporation may have an interest, pecuniary or otherwise, in, provided that no fraud existed in transacting the business and that the nature and extent of his/her interest was disclosed to and approved by The Board of Directors before the approval of any transaction by the Corporation. In the case of any contract or other proposed transaction between the Corporation and any other firm, association or corporation controlled by, or under common control with an Officer or Director of the corporation with which the Corporation proposes to contract or transact any business with the Corporation, the Officer or Director with the conflict shall not be counted in determining the existence of a quorum at any meeting of the members or Board of Directors which shall authorize any such contract or such transaction, and such Director shall not participate in the vote to authorize any such contract or transaction.

ARTICLE VIII
Contracts, Checks, Deposits and Funds, Books and Records

8.1 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

8.2 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President and Treasurer.

8.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

8.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

8.5 Books and Records. The Corporation shall maintain correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors. The books and records of account shall be open for inspection and

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review by the Directors and any other persons legally authorized during normal business hours.

ARTICLE IX
Fiscal Year

The fiscal year of this corporation shall commence on January 1.

ARTICLE X

The latest revisions of Robert's Rules of Order shall govern the proceedings of the Corporation, unless contrary provisions appear in the Certificate of Incorporation or the By-Laws.

ARTICLE XI
Amendment

The Certificate of Incorporation may be amended, altered or repealed by a two-thirds vote of the Directors, and these By-Laws may be amended, altered or repealed by a majority vote of the Directors, at any annual, regular or special meeting called for that purpose, provided that notice of the nature of the proposed changes shall be included in the notice of such meeting.

ARTICLE XII
Dissolution

If, in the opinion of two-thirds (2/3) of all of the Board of Directors, it becomes necessary or desirable to dissolve this Corporation, the assets of the Corporation shall be applied and distributed as follows, so long as not inconsistent with the Certificate of Incorporation:

- a) All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made thereof.
- b) Assets held by the Corporation under conditions requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution shall be returned, transferred, or conveyed in accordance with such requirements.

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c) All other assets shall be transferred to corporations, persons, groups, or organizations engaged in activities which substantially carry out the purpose of the Corporation, as stated in its Certificate of Incorporation and By-Laws (and which are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Connecticut).

ARTICLE XIII

Indemnification of Directors and Officers

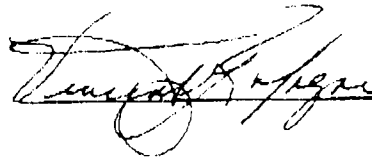
13.1 **Indemnification.** Any person (and their heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit or proceedings by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/her heirs, executors, or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such Director or Officer violated a law or is liable of gross negligence or willful misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors, or administrators) may be entitled apart from this Article.

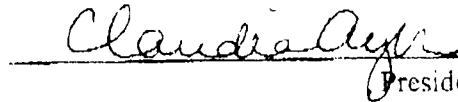
13.2 **Expenses.** The Corporation shall pay for or reimburse the reasonable expenses incurred by a Director or Officer who is a party to a proceeding in advance of final disposition of the proceeding if (a) the affected Director or Officer furnishes the Corporation with a written affirmation of his/her good faith belief that he/she has met the applicable standard of conduct to permit indemnification hereunder; (b) the affected Director or Officer furnishes other Corporation with a written undertaking, executed personally or on his/her behalf, to repay the advance of it is ultimately determined that he/she did not meet the applicable standard of conduct to permit indemnification hereunder; and (d) a determination is made that the facts then known to those making the determination would not preclude the indemnification of the affected Director of Officer hereunder. Determination and authorizations of payments under this Section shall be made in the same manner as required to authorize indemnification.

13.3 **Insurance** The Corporation may purchase and maintain insurance of behalf of any individual so serving the Corporation or at the request of the Corporation against any liability asserted against or incurred by such individual in such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such individual against such liability pursuant to law.

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Dated and adopted this 13th day of September, 2002, at
Vernon, Connecticut.


_____, Secretary


_____, President

THE ABOVE IS A TRUE COPY OF THE DOCUMENT PRESENTED

VINCENT J BOLOGNA
SECRETARY