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By-Laws of the Concert Singers of Cary, A Non-Profit Corporation

ARTICLE I. Name, Mission, Vision and Office

Section 1. Name

This corporation shall be known as “The Concert Singers of Cary,” hereinafter called “the corporation”.

Section 2. Mission

The mission of The Concert Singers of Cary is to:

- Enrich our community through the performance of outstanding vocal music from all traditions
- Reward our audiences with choral programs that elevate, provoke, and entertain
- Inspire excellence by welcoming challenge, discovery, and diversity, and fostering the highest standards of musical performance
- Support and promote the performing arts in the Research Triangle Region.

Section 3. Vision

Concert Singers of Cary is a community of vocal artists. We gather to share the joy of music and to pursue excellence in performance. We offer members a platform for growth and a community of support, friendship, diversity, and opportunity. We offer our audiences the fruits of hard work and artistic development through outstanding presentations.

We remain faithful to the dream of our founders. They prized innovation and new perspectives and believed that a premier chorus would become the hallmark of a technology-oriented, urban community. We are an important part of that community. And we intend, as one of the Triangle region’s foremost arts organizations, to set the standard in programming, education, membership development, and wise management of resources.

31 We aspire to the highest expression of musicality. This development is rooted in the
32 symphonic ensemble. While we include chamber and auxiliary choruses in fulfilling our
33 mission, we believe that participation in and commitment to the symphonic ensemble is
34 the best way to develop the confidence and capability of the choral artist and a distinctive
35 and expressive voice of the whole.

36

37 **Section 4. Office and Address**

38 The principal office and address of the corporation shall be The Cary Arts Center, 101
39 Dry Avenue, Cary, North Carolina 27511. The corporation may also establish offices at
40 other such places as the Board may designate.

41

42 **ARTICLE II. Board of Directors**

43

44 **Section 1. Authority**

45 A. The corporation shall be governed by a Board of Directors, hereinafter called the Board.

46

47 B. The Board shall retain authority in matters of finance, fundraising, marketing, staffing,
48 community relations, and administrative policy.

49

50 **Section 2. Composition, Tenure and Qualifications**

51 A. The Board shall be composed of not less than five nor more than fifteen Directors as
52 determined by the Board and may come from the performing membership or the
53 community at large.

54

55 B. Members of the Board shall be elected by the performing membership at an annual
56 meeting to be held no later than May 30 of each year, for a two-year Term, and may serve
57 no more than three consecutive terms.

58 1. A slate of candidates selected by the Board shall be presented to the membership.

59 2. Additional nominations may be presented from the floor.

60 3. Presentations by or on behalf of candidates may be made in a manner determined by
61 the Board.

62

63 C. Voting Directors shall not receive any compensation for their service as Directors.

- 64 D. Each elected Director shall be required to make a significant and meaningful contribution
65 considering his/her financial capability.
- 66 E. Directors are immune individually from civil liability for monetary damages, except to
67 the extent covered by insurance, for any act or failure to act arising out of this service in
68 accordance with Chapter 55A Section 28.1A of the North Carolina Statutes.

69

70 **Section 3. Vacancies**

71 Vacancies on the Board may be filled by a simple majority vote of the Board provided
72 there is a quorum present. A Director elected by the Board shall serve until the next
73 annual meeting of the performing membership. At said annual meeting the Director
74 elected by the Board will be presented to the performing membership as a candidate. The
75 time between the election of the Director by the Board and the next annual meeting shall
76 not count against his/her two year term if that person is duly elected at the aforesaid
77 annual meeting.

78 **Section 4. Removal of Directors**

- 79 A. Any Director may be removed from office by the affirmative vote of two-thirds of the
80 full Board voting at any Regular or Special meeting called for that purpose, for conduct
81 detrimental to the interests of the Corporation, for lack of sympathy for its objectives, or
82 for refusal to render reasonable assistance in carrying out its mission.
- 83
- 84 B. A Director requesting removal of another Director shall submit written request to the
85 President of the Board.
- 86
- 87 C. Any such Director proposed to be removed shall be entitled to at least five days' notice in
88 writing of the meeting at which such removal is to be voted upon and shall be entitled to
89 appear before and be heard at such meeting.
- 90
- 91 D. Any Director removed shall be ineligible for re-election to fill any Board vacancy for a
92 period of one complete fiscal year.

93

94 **Section 5. Meetings**

- 95 A. The Board shall meet not less than six times a year and shall meet at least once in any
96 sixty-day period.
- 97 1. Written or printed notice stating the time and place of any regular or special meeting
98 of the Board shall be delivered not less than seven, nor more than thirty, days before

- 99 the date of such meeting, either personally or by mail or e-mail, by or at the direction
100 of the President, the Vice-President, Secretary, or other person(s) calling the meeting.
- 101 a. If mailed, such notice shall be directed to the members of the Board at their
102 address as it appears on the books of the Corporation, unless they have filed with
103 the Secretary of the Board a written request that notices intended for him/her be
104 mailed to some other address, in which case it shall be mailed to the address
105 designated in such request.
- 106 b. Whenever any notice is required to be given to any Director or other person under
107 the provisions of these Bylaws, The Articles of Incorporation or other applicable
108 law, a waiver thereof in writing signed by the person or persons entitled to such
109 notice, whether before or after the time stated therein, shall be equivalent to the
110 giving of such notice.
- 111
- 112 B. Special meetings of the Board may be called at the request of the President or any three
113 members of the Board.
- 114
- 115 C. The Board shall meet at the principal office of the corporation or at any other place
116 designated in the notice of meetings or agreed upon by a simple majority of the Board.
- 117
- 118 D. In the case of a special meeting of the Board, the notice of meeting shall specifically state
119 the purpose or purposes for which the meeting is called; but, in the case of any other
120 meeting of the Board, the notice of meeting need not specifically state the business to be
121 transacted thereat unless such a statement is required by the provisions of the North
122 Carolina Non-Profit Corporation Act.
- 123
- 124 E. Attendance by a Director at a duly called meeting of the Board shall constitute a waiver
125 of notice of such meeting, except where a Director attends a meeting for the express
126 purpose of objecting to the transaction of any business because the meeting is not
127 lawfully called.
- 128
- 129 F. At all meetings of the Board, one-half plus one of the members of the Board shall
130 constitute a quorum.
- 131
- 132 G. Action taken by a majority of the Directors without a meeting is nevertheless Board
133 action if written consent to the action in question is signed by all members of the Board
134 whether present at, or absent from said meeting at which the action was taken. Such
135 action must be filed with the minutes of the proceedings of the Board, whether done
136 before or after the action so taken.
- 137

138 H. All meetings of the Board shall be open to the public. The Board reserves the right to
139 designate certain business at these meetings for executive session provided such business
140 concerns financial or personnel matters.

141

142 **Section 6. Voting**

143 A. Each Director may cast one vote on any motion before the Board of Directors.

144

145 B. Voting shall be by a voice vote or by a show of hands unless more than one-half of the
146 Directors present at a meeting where there is a quorum shall demand, prior to the voting
147 on any matter, a ballot vote on that particular matter.

148

149 C. A member may cast a proxy vote on any matter that comes before the Board by providing
150 a written permission to any other member of the Board.

151

152

153 **Section 7. Officers**

154 A. The officers of the Board shall consist of a President, Vice President, Treasurer and
155 Secretary and other such officers as the Board may, from time to time, elect.

156

157 B. The Board shall elect its officers at the first meeting of each fiscal year for a term of one
158 year.

159

160 C. Vacancies may be filled by a simple majority vote of the Board, provided a quorum is
161 present.

162 1. If there is a vacancy for President, the Vice President shall act as President until such
163 time as a successor is elected.

164

165 D. Any officer may be removed by a two-thirds vote of the Board.

166

167 E. No officer may act or vote in more than one capacity where action of two or more
168 officers is required.

169

170 F. The President shall:

171 1. Preside at meetings of the Board

172 2. Appoint committee chairs and committee members

173 3. Perform such duties as may be assigned to him/her by the Board.

174

- 175 G. The Vice President shall:
- 176 1. In the absence of the President, or in the event of his or her inability or refusal to act,
- 177 serve as President and possess all the powers of the President and be subject to the
- 178 same restrictions upon the President, unless otherwise determined by the Board.
- 179
- 180 H. The Treasurer shall:
- 181 1. Have custody of all financial records, funds, and securities belonging to the
- 182 corporation and shall receive, deposit, or disburse the same under the direction of the
- 183 Board.
- 184 2. Keep full and accurate accounts of the finances of the corporation.
- 185 3. Cause a true statement of the assets and liabilities of the corporation as of the close of
- 186 each fiscal year, all in reasonable detail, to be made and filed at the corporation's
- 187 principal office within three months after the end of each fiscal year.
- 188 4. Be responsible for all cash disbursements and collection of receipts keeping a detailed
- 189 ledger of all receipts and disbursements of funds by the corporation, which ledger
- 190 shall be kept at the principal office of the corporation or such other place as is
- 191 authorized by the Board, and which shall be open to inspection by any member of the
- 192 Board and by any others having a legitimate interest in the information contained
- 193 therein.
- 194 5. Be responsible for overseeing the disbursement of restricted funds in accordance with
- 195 donor or grantor instructions.
- 196 6. Be responsible for maintaining an appropriate fund balance in a cash reserve fund
- 197 determined by the Board, and shall be responsible for the preparation of all city, state,
- 198 and federal tax returns/forms.
- 199
- 200 I. The Secretary shall:
- 201 1. Keep accurate minutes of the meetings of the Board and Executive Committee
- 202 2. Give all notices required by law
- 203 3. Have charge of the Corporation's records
- 204 4. Be the custodian of the Seal of the Corporation and see that any use of the Seal is
- 205 duly authorized.
- 206 5. Keep a register of the mailing and electronic mail addresses of all members of the
- 207 Board.
- 208 6. Perform all duties incidental to the office of Secretary and such other duties as shall
- 209 be assigned to him/her from time to time by the President or by the Board.
- 210

211 **Section 8. Executive Committee**

- 212 A. Between meetings of the Board, the day-to-day affairs of the corporation may be
- 213 conducted by an Executive Committee.

- 214
215 B. The Executive Committee shall consist of the President, the Vice President, Secretary,
216 Treasurer, General Manager and Artistic Director
217
218 C. The Executive Committee may meet periodically as determined by the Board to conduct
219 business; however, the Executive Committee shall take no action that would otherwise
220 require approval of the Board.

221 **Section 9. Standing Committees**

- 222 A. The Board may establish standing committees as provided in Chapter 55A Section 23 of
223 the North Carolina Statutes.
224
225 B. As required in said statute, no standing committee shall have authority as to:
226 1. The dissolution, merger or consolidation of the corporation; the amendment of the
227 charter of the corporation; or the sale, lease or exchange of all or substantially all of
228 the property of the corporation.
229 2. The designation of any such committee or the filling of vacancies in the Board or in
230 any such committee.
231 3. The amendment or repeal of the Bylaws, or in the adoption of new Bylaws.
232 4. The amendment or repeal of any resolution of the board.
233
234 C. The membership of any standing committees shall be determined by the Board.
235
236 D. Each member of the Board may serve on any standing committee and may serve as chair
237 of any such committee.
238
239 E. Persons other than Directors may serve as members of standing committees, but shall not
240 be entitled to vote on business before the Board.
241
242 F. Standing committees shall report to the Board as the Board requests, or as required by
243 law.
244
245 G. The Standing Committees shall have the same power to act without a meeting as is
246 provided in Article II Section 5.G. above with respect to the Board.
247

248 **ARTICLE III. Contracted Staff**

249 **Section 1. The Artistic Director**

- 250 A. The Board shall contract with and appoint an Artistic Director to serve as chief artistic
251 officer of the corporation.
252
- 253 B. The Artistic Director shall serve as a nonvoting ex officio member of the Board and all
254 standing and special committees.
255
- 256 C. The Artistic Director shall be compensated in a manner in accord with the terms of the
257 contract.
258
- 259 D. The Artistic Director shall, within budgetary constraints set by the Board, retain exclusive
260 authority to:
- 261 1. Retain the services of vocal, instrumental, and other artists.
 - 262 2. Determine concert dates and repertoire.
 - 263 3. Determine musical interpretation and content of performances.
 - 264 4. Determine standards of audition and performing membership eligibility.
 - 265 5. Appoint members of chamber choirs and other small ensembles.
 - 266 6. Determine the quality standards for auxiliary choruses.

267

268 **Section 2. The General Manager**

- 269 A. The Board shall contract with a General Manager to serve as chief administrative officer
270 of the corporation.
271
- 272 B. The General Manager shall serve as a nonvoting ex officio member of the Board and all
273 standing and special committees.
274
- 275 C. The General Manager shall be compensated in a manner prescribed by the Board.
276
- 277 D. The General Manager, as directed by the board, shall have the authority to:
- 278 1. Propose and manage the annual budget.
 - 279 2. Prepare an annual report on the financial condition of the corporation.
 - 280 3. Borrow funds.
 - 281 4. Enter into agreements with other entities.
 - 282 5. Prepare applications for grants.
 - 283 6. Maintain corporate compliance with federal, state, and local law.
 - 284 7. Maintain records of all properties owned or leased by the corporation and arrange for
285 insurance of same.
 - 286 8. Retain the use of performance and rehearsal facilities.
 - 287 9. Oversee and maintain a calendar of events and activities.

- 288 10. Prepare marketing and promotional materials, press releases, and other
289 representations.
- 290 11. Represent the corporation at regular and special meetings of designated organizations
291 and entities and in other occasions.
- 292 12. Perform other necessary tasks and functions.
- 293
- 294 E. The Board may establish additional compensated staff positions from time to time.
- 295

296 **ARTICLE IV. Membership**

297

298 **Section 1. Performing Membership**

- 299 A. The Performing Membership shall include all Singers listed on the current
300 Performing Membership roster.
- 301
- 302 B. A Performing Membership is obtained solely through the successful completion of a
303 vocal audition.
- 304 1. Audition and eligibility qualifications shall be determined solely by the Artistic
305 Director.
- 306 2. The Artistic Director shall have the authority to request that any member re-
307 audition at any time.
- 308 3. Candidates for audition to an adult ensemble shall be a minimum of sixteen (16)
309 years of age at the time of the first performance following their audition.
- 310 4. The Corporation shall admit as performing members persons without regard to
311 gender, race, age, national or ethnic origin, creed or religion, or sexual orientation.
- 312 5. Each Performing Member shall be entitled to one vote on all business presented
313 to the membership at its annual meeting or any special meetings of the
314 Performing Membership.
- 315 6. The corporation may solicit a membership fee from Performing Members. The
316 membership fee may be waived or deferred in case of hardship, as determined by
317 the General Manager.
- 318 7. All music and properties rented or owned by the corporation are the property of
319 the corporation and shall not be retained as the property of Performing Members
320 unless otherwise designated by the Board.

321

322 **Section 2. Supporting Membership**

- 323 A. A Supporting Member is defined as a person who contributes financially to the
324 Annual Fund Campaign in the designated supporting membership categories.
325
- 326 B. Supporting Members shall be entitled to recognition as determined by the Board.
327
- 328 C. A Supporting Member shall not be eligible to vote on any business brought before
329 Performing Membership unless said person is also a Performing Member.

330

331 **ARTICLE V. Contracts, Loans, Checks and Deposits**

332

333 **Section 1. Contracts**

334 The Board may authorize the General Manager to enter into any contract or execute and
335 deliver any instrument in the name of and on behalf of the corporation, and such authority
336 may be general or confined to specific instances.

337

338 **Section 2. Loans**

339 No loans shall be contracted on behalf of the corporation and no evidence of indebtedness
340 shall be issued in its name unless authorized by a resolution of the Board. Such authority
341 may be general or confined to specific instances.

342

343 **Section 3. Checks and Drafts**

344 All checks and drafts or other orders for the payment of money, issued in the name of the
345 corporation shall be signed by the Treasurer, or in his or her absence, the President and/or
346 Vice President. Items for more than the amount of \$500.00, if not budgeted, shall require
347 the approval of the Board of Directors or person(s) designated by the Board.

348

349 **Section 4. Deposits**

350 All funds of the Corporation not otherwise employed shall be deposited from time to time
351 to the credit of the corporation in such depositories as the Board may select.

352

353 **Section 5. Procedures**

354

355 All persons responsible for any monies shall be bound by all stated financial control
356 procedures determined by the Board.

357

358

ARTICLE VI: General Provisions

359

Section 1. Fiscal Year

361 The fiscal year of the Corporation shall begin on July 1 of each year and end June 30 of
362 the following year.

363

Section 2. Seal

365 The Seal of the Corporation shall be circular in form and shall consist of the
366 Corporation's logo in the center of the seal with the following words: THE CONCERT
367 SINGERS OF CARY, INC. CARY, NC 27511 in circular form around the central logo of
368 the seal.

369

Section 3. Financial Review

371 A. The Board shall employ a Certified Public Accountant to perform an internal
372 financial review of the Corporation for each fiscal year of the Corporation and at such
373 other time or times and for such periods as the Board may deem advisable, and to
374 furnish certified reports on such reviews.

375

376 B. The report of the annual financial review will be available by the second quarter of
377 the subsequent fiscal year.

378

379 C. A copy of this report shall be given upon request to all persons, firms, and
380 corporations contributing to the Corporation during the year as much as \$1,000.00 to
381 carry on the services rendered by the Corporation,

382

383

Section 4. Prohibition Against Sharing in Corporate Earnings at the Dissolution of the Corporation

384

386
387 A. No Member, Officer, Director or Employee of or Member of a Committee of or
388 Person connected with the Corporation, or any other private individual shall receive
389 at any time any of the net earnings or pecuniary profits from the operations of the
390 Corporation, provided that this shall not prevent the payment to any such person of
391 such reasonable compensation for services rendered to or for the Corporation in

392 effecting any of its purposes as shall be fixed by the Board; and no such person or
393 persons shall be entitled to share in the distribution of any of the corporate assets
394 upon the dissolution of the Corporation.
395

396 B. All Members, Directors and Officers of the Corporation shall be deemed to have
397 expressly consented and agreed that upon such dissolution or winding up of the
398 affairs of the Corporation, whether voluntarily or involuntarily, the assets of the
399 Corporation, after all debts have been satisfied, then remaining in the hands of the
400 Board shall be distributed, transferred, conveyed, delivered and paid over, in such
401 amounts as the Board may determine or as may be determined by a court of
402 competent jurisdiction , upon application of the Board , exclusively to charitable,
403 religious, scientific, literary or educational organizations which would then qualify
404 under the provisions of Section 501(c)(3) of the Internal Revenue Code and its
405 regulations as they now exist or as they may hereafter be amended.
406

407 **Section 5. Exempt Activities**

408 Notwithstanding any other provisions of these Bylaws, no Member, Director, Officer,
409 Employee or other representative of this Corporation shall take any action or carry on any
410 activity by or on behalf of the Corporation not permitted to be taken or carried on by an
411 organization exempt under Section 501(c) (3) of the Internal Revenue Code and its
412 regulations as they now exist or as they may hereafter be amended, or by organizations'
413 contributions to which are deductible under Section 170(c) (2) of such Code and
414 regulations as they now exist or as they may hereafter be amended. This provision shall
415 be construed to permit the Corporation to receive and pay all appropriate taxes upon
416 "unrelated business income" in accordance with the Internal Revenue Code.
417

418 **Section 6. Non Discrimination Policy**

419 The Corporation shall admit as performing members persons without regard to gender,
420 race, age, national or ethnic origin, creed or religion, or sexual orientation. Such persons
421 shall be entitled to all of the rights, privileges, programs and activities generally accorded
422 or made available to members of the Corporation or groups operated by the Corporation.
423 The Corporation does not discriminate on the basis of gender, race, age, national or
424 ethnic origin, creed or religion, or sexual orientation in the administration of its policies,
425 including audition or admissions policies.
426

427 **Section 7. Rules of Order**

428 All meetings shall be conducted according to Robert's Rules of Order, Newly Revised.

429

430 Section 8. Amendments

431 These Bylaws may be amended or repealed and new Bylaws may be adopted by the
432 affirmative vote of a 75% majority of the entire Board of Directors at any Regular or
433 Special Meeting of the Board, providing that prior written notice has been given to all
434 members of the Board in accordance with the provisions hereinabove.

435

436

ARTICLE VII: Special Provisions

437

438 Section 1. Bonds

439 The Board may by resolution require any Officer or Employee of the Corporation to give
440 bond to the Corporation, with sufficient sureties, conditioned on the faithful performance
441 of the duties of his or her respective office or position, and to comply with such other
442 conditions as may from time to time be required by the Board of Directors. The
443 premiums for all such bonds shall be paid by the Corporation.

444

445 Section 2. Investment Fund

- 446 A. The Board may establish an investment fund.
447
- 448 B. The investment fund shall exist to provide the corporation with financial stability.
449 Principal balances in the fund will provide income, reducing our exposure to
450 fundraising uncertainties. In addition, monies may accumulate which can provide
451 seed cash for expensive, but worthwhile special projects.
452
- 453 C. The investment fund shall be managed by the Board.
454
- 455 D. In order that the organization may meet its financial obligations in the event of
456 unexpected expenses or insufficient cash flow or the like, the Executive Committee
457 shall have the authority to draw a sum not to exceed 5% of the contemporaneous
458 principal balance of the fund to be used for those purposes. Any other withdrawals
459 from the fund shall be permitted only upon approval of 75% of the Board. While
460 recognizing no actual obligation to replace any funds drawn from the investment
461 account pursuant to these provisions, the Board shall strive to do so when funds
462 permit.
463

- 464
465 E. The investment fund shall exist concomitantly with the corporation. Should the
466 corporation be dissolved, balances in the investment fund shall be disbursed as
467 determined by a 75% majority of the Board.
468
- 469 F. The management of the investment fund shall make due consideration of the
470 following criteria when selecting investment securities:
471 1. Protection of principal;
472 2. Optimal fund growth.
473
- 474 G. Investment monies may be invested in a wide range of securities. Considered off-
475 bounds will be high-yield or speculative bonds and funds, aggressive growth equities,
476 and/or any securities generally deemed of high risk and poor credit. Monies shall not
477 be permitted in venture capitalization, real estate, mining or extraction interests, and
478 personal or business loans. Optimally, a diversity of funds will be sought for
479 investment.
480
- 481 H. Contributions to the investment fund may be made in the form of cash or securities.
482 Any securities in the form of those prohibited above shall be liquidated and converted
483 to other forms at the earliest practicable time.
484
- 485 I. The current investment fund balance shall be made available to public inspection
486 upon demand. Reports to the Board shall be made at each regular meeting.
487

488 **Sworn Statement by the Secretary of the Board of Directors**

489 I, [Name of Secretary], do hereby certify that I am the duly elected and qualified
490 Secretary of the Board of Directors of The Concert Singers of Cary, a Corporation
491 organized under the laws of the state of North Carolina, and that the foregoing is a true
492 and correct copy of the By-Laws adopted by the unanimous consent of the Board meeting
493 in accordance with the law and the Articles of Incorporation of said Corporation on
494 [date].

495 In witness thereof, I have affixed my name as Secretary and have caused the Corporate
496 Seal of said Corporation to be hereunto affixed this [date] day of [month, year].

497

498