

*Constitution  
and  
By-Laws*

*Northport Chorale, Inc.  
of  
Northport, New York*

*Article III*

*By-Laws*

*The By-Laws shall provide for the government and management of Northport Chorale, Inc. and the rights and obligations of membership.*

# Constitution and By-Laws Northport Chorale, Inc. of Northport, New York

## Constitution

### Article I *Name*

The name of this organization is "Northport Chorale, Inc.," a corporation under section 402 of the New York State Not-For-Profit Corporation Law and a tax exempt organization under section 501 (c) (3) of the Internal Revenue Code.

### Article II *Purpose*

The purpose for which the Corporation is formed is to foster community interest in choral music. It is intended to provide a choral music experience for the adult members of the community utilizing a wide spectrum of choral literature and, through concerts, the opportunity for the singers to reach a high level of achievement. The Chorale will provide entertainment for the community by presenting concerts and appearing at local community functions.

### Article III *By-Laws*

The By-Laws shall provide for the government and management of Northport Chorale, Inc. and the rights and obligations of membership.



# By-Laws

## Article I

### Membership

#### Section 1. Current Membership

The current Membership includes Singing Members, Associate Members, and Sponsor Members who are in good standing. Associate Members and Sponsor Members shall enjoy all privileges of the Corporation except singing during rehearsal of concert music, singing at concerts, and voting as members of the Corporation. But any Associate Members or Sponsor Members serving on the Board of Directors have the right to vote in such capacity during the term of such service.

#### Section 2. New Singing Members ✓

An applicant for membership shall present a properly executed application for Membership to the Audition Committee. The Audition Committee shall audition the applicant and shall:

- 1) Promptly notify an unsuccessful applicant that he has been rejected
- 2) Report the acceptance of a successful applicant to the Membership Committee who shall notify the applicant.

#### Section 3. Associate Members and Sponsor Members

Applicants for membership in the Associate or Sponsor classification must be proposed to the Board of Directors by a member of the current Membership.

## Article II

### *Annual and Special Meetings*

#### **Section 1. Annual Meeting**

An annual meeting of the voting membership shall be called by the President, in the month of June, for the sole purpose of electing the Officers and Directors-at-Large for the following year. Notice of said meeting shall be announced at each of the two (2) regular rehearsals immediately preceding the date of such annual meeting.

#### **Section 2. Special Meetings**

Special meetings of the voting membership, for any purpose, may be called by the President, or the Board of Directors, at such times as may be deemed appropriate.

#### **Section 3. Quorum and Required Vote**

A majority of Singing Members in good standing shall constitute a quorum at any meeting. A majority vote of those present shall be sufficient to pass any resolution or motion, or for an election, unless otherwise provided by the By-Laws.

## Article III

### *Board of Directors*

#### **Section 1. Number**

The Board of Directors shall consist of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, four (4) Section Leaders, and six (6) Directors-at-Large.

#### **Section 2. Directors-at-Large**

At the 1986 Annual Meeting there shall be elected from among the Singing Members, the Associate Members, and the Sponsor Members three (3) Directors-at-Large to serve for a term of two (2) years and three (3) Directors-at-Large to serve



for a term of one (1) year; provided, however, that no more than two (2) Directors from the Associate and Sponsor categories may serve at any time. Thereafter Board Members shall be elected as their terms expire to serve for a term of two (2) years.

### **Section 3. Section Leaders**

Section Leaders shall be appointed by the Musical Director with the consent of the Board of Directors to serve for a term of one (1) year.

### **Section 4. Meetings**

Regular meetings shall be held on the second Monday of each month. Special meetings may be called by either the President or a quorum of the Board of Directors on no less than five (5) days written notice.

### **Section 5. Quorum**

The presence of a majority of members of the Board of Directors shall be adequate to constitute a quorum at any duly called meeting of the Board of Directors.

### **Section 6. Responsibilities**

The Board of Directors shall be responsible for establishing rehearsal and concert dates, determining annual fees, authorizing the use of Corporation property, establishing subgroups, and, subject only to control by the membership of the Corporation over the identity of the Officers and Directors at Large of the Corporation, including, but not by way of limitation, the expenditure of Corporation funds, the establishments of budgets and similar financial control devices, and the determination of all proposals which may from time to time arise.

### **Section 7. Vacancies**

In the case of any vacancy, a successor shall be elected within thirty (30) days by a majority of the remaining Board Members. Such designees shall serve for the unexpired portion of the term of the person who created the vacancy.



## **Section 8. Distribution of Assets on Dissolution**

In the event that Northport Chorale, Inc. is dissolved, for any reason whatsoever, no member shall be entitled to any distribution or division of its remaining assets or the proceeds of sale therefrom. If the Corporation has any assets, the Board of Directors, at its discretion, shall distribute such assets to a tax-exempt organization recognized by the Internal Revenue Code.

# **Article IV**

## **Officers**

### **Section 1. Officers**

The elected officers of the Northport Chorale, Inc. shall be a President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. They shall be elected from among the Membership of the Corporation to serve for a term of one (1) year.

### **Section 2. Vacancies**

In case of any vacancy, a successor, or successors, shall be elected by a majority vote of the Board of Directors. Such designees shall serve for the unexpired portion of the term of the person who created the vacancy.

### **Section 3. Duties of Officers**

a) President - The President shall be the Chief Executive Officer of the Corporation and, when present, shall preside at all meetings of the Membership and the Board of Directors. The President or Vice-President, unless some other person is specifically authorized by vote of the Board of Directors or by these By-Laws, shall sign all legal documents necessary and proper to the conduct of the Corporation and its laws.

The President shall appoint such committees and arrange for such services, in cooperation with the Musical Director, as may be required for the satisfactory completion of a musical production or concert.



b) Vice-President - The Vice-President shall perform the duties and have the powers of the President during the absence or disability of the President He/She shall perform such other duties and have such other powers as the Board of Directors shall designate.

c) Recording Secretary - The Recording Secretary shall keep accurate minutes of all meetings of the Membership and the Board of Directors, and shall perform all the duties commonly incident to this office, and shall perform such other duties and have such other powers as the Board of Directors or these By-Laws shall designate. In his/her absence at any meeting of the Membership, a secretary pro tempore shall perform his/her duties.

d) Corresponding Secretary - The Corresponding Secretary shall be responsible for all necessary correspondence of the Northport Chorale, Inc. He/She shall keep a file of all correspondence received and sent by the Corporation.

e) Treasurer - The Treasurer, subject to the order of the Board of Directors, shall have the care and custody of all money and funds of the Corporation. He/She shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to the office, and shall give bond in such form and with such sureties as shall be required by the Board of Directors. Such bond, if any, shall be in the custody of the Board of Directors. He/She shall deposit all funds of the Corporation in such bank, banks, or banking institutions as the Board of Directors shall designate. He/She may endorse for deposit or collection all checks and notes payable to the Corporation or to its order, and may accept drafts on behalf of the Corporation.

All checks, drafts, notes, or other obligations for the payment of money shall be signed by the Treasurer and/or such other officer or officers, or agent or agents as the Board of Directors shall direct. The Board of Directors may also, at its discretion, require that checks, drafts, notes, and other obligations for the payment of money shall be countersigned by such officer or officers as shall be directed by resolution.



## **Article V**

### **Committees**

#### **Section 1. Nominating Committee**

A Nominating Committee shall be appointed by the President with the consent of the Board of Directors. The Committee shall consist of five (5) members to be appointed from the membership at large. No later than three(3) rehearsals prior to our Annual Meeting in June, the Committee shall present to the Membership, nominations of candidates for the offices to be filled at the Annual Meeting. Additional nominations may be made at any time prior to the election.

#### **Section 2. Music Committee**

There shall be a Music Committee consisting of the Musical Director and at least three(3) members who shall be appointed by the President. The Music Committee shall select all music for the Chorale performances. An Audition Committee, comprised of members of the Music Committee, shall be present for all solo auditions, and at least one member shall be present at new member auditions.

#### **Section 3. Other Committees**

The President shall be responsible for appointing the Chairmen and members of various committees for an effective organization and management of the Corporation. He/She shall promptly advise the Board of Directors of such appointments at its first meeting following the effective date of his taking office. The President and Vice-President shall be ex-officio members of all committees.

## **Article VI**

### **Financial**

#### **Section 1. Fiscal Year**

The Fiscal Year of the Northport Chorale, Inc. shall begin September 1st and end on August 31st of the following year.



## **Section 2. Bank Accounts, Checks, Contracts, etc..**

All monies received by the Corporation shall be deposited in accounts designated by the Board of Directors. The Board of Directors shall determine who shall be authorized in the Corporation's behalf, to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, or any other document which is necessary or desirable to carry out the purposes of the Corporation.

## **Section 3. Review**

There shall be an annual review of the financial records of the Corporation by those selected by the Board of Directors.

## **Section 4. Dues**

Annual dues for all categories of Membership in the Corporation shall be determined from time to time by the Board of Directors. Special dues for any category of membership may be assessed by a two-thirds (2/3) vote of the members at two consecutive regular rehearsals at which such action is considered.

## **Section 5. Payment of Dues**

The Treasurer shall prepare and deliver invoices for dues before September 30th and January 31st of each year. It shall also be the duty of the Treasurer to mail notices of delinquent dues to members in arrears over thirty (30) days. If payment is not made within fifteen (15) days after notice, such member will be automatically not in good standing, and may be expelled from the Corporation by the Board of Directors. The Board is authorized to cancel, reduce, or defer the dues of any member, where said member is, in the opinion of the Board, financially unable to pay, but whose continued participation serves the best interest of the Corporation.



## Article VII

### *Rehearsals and Concerts*

#### **Section 1. The Chorale**

It shall be the principal function of the Corporation, in furtherance of its corporate purposes, to sponsor and produce a chorus which shall be known as The Northport Chorale (The "Chorale.")

#### **Section 2. Rehearsals**

Weekly rehearsals of the Chorale shall be held beginning in September of each year and ending on such date as may be designated by the Board of Directors. At the discretion of the President or the Board of Directors, any rehearsals may be added or omitted.

#### **Section 3. Concerts**

The regularly scheduled performances of the Chorale shall consist of a winter concert and a spring concert. At the discretion of the Board of Directors, these concerts may be scheduled for more than one performance. Other public appearances of the Chorale may be scheduled if approved by the Board of Directors.

#### **Section 4. Attendance**

Singing Members are expected to attend all rehearsals and concerts of the Chorale. Any member who has missed four (4) or more of the total number of rehearsals in a concert season shall, at the discretion of the Audition Committee, in consultation with the President, have forfeited his Singing Membership. Section Leaders shall be responsible for the accuracy of the attendance file. Attendance is expected at Dress Rehearsals. At least one (1) is mandatory. If a member does not plan to sing in the concert, he/she may **not** attend Dress Rehearsals.



### **Section 5. Participating in Performances**

In order to maintain a high standard of musical performance, the Board of Directors may, at its sole discretion, deny any member the privilege of participating in any performance, and when the best interests of the Chorale shall be served thereby, his/her membership may be terminated by the Board of Directors.

### **Section 6. Musical Director and Accompanist**

The Board of Directors shall select annually, and at other such times as such selection may be required, a Musical Director and Accompanist for the Chorale and notify them in writing. The Musical Director shall have the sole charge of the discipline of the Chorale during rehearsals and concerts.

## **Article VIII** *Amendments*

These By-Laws may be amended by a two-thirds (2/3) vote of the Members present, provided that the President shall announce at each of the two (2) regular rehearsals immediately preceding such date that such action will be considered thereat.

Adopted by the Board of Directors  
August 12, 1985

Carlton Benjamin (*Signed*)  
President

***Amended, 2004***