



BY-LAWS OF POLYMNIA CHORAL SOCIETY

Revised 1988, 2017

PURPOSES

The purposes of the Polymnia Choral Society, also known as “the Society”, are as follows:

To promote the knowledge, appreciation and enjoyment of choral music; to provide an opportunity for persons in the area of Melrose and the surrounding communities to sing choral music of high quality by presenting concerts and other events periodically for the enjoyment of the audience at such concerts or events, and to develop through its programs an appreciation of good music and high standards of choral work; to do any and all acts consistent with and for the furtherance of the previously stated purposes, which by the law of the Commonwealth of Massachusetts a society is permitted or empowered to perform. The doings of the Society shall be pursuant to a general civic and educational purpose and, while it may pay any proper salaries or personal charges, it shall not be conducted for the purpose of making or distributing monetary profits.

For purposes of these by-laws, any reference to the masculine shall be construed to include the feminine and any reference to the feminine shall, likewise, include the masculine.

MEMBERS

Section I Members: The members of the Society shall be the stakeholders and committed to the purposes of the Society. Members who wish to sing with the chorus must pass an audition with the Conductor.

Section II Member types: There shall be two classes of membership, regular and student. A student membership shall be granted to any person who can show proof of full time, current enrollment in an accredited public or private high school or college or university or part-time graduate school enrollment in an accredited public or private college or university. Proof of such status can be in the form of a valid student ID and a copy of a transcript showing a current date and an indication of full-time course load in the chosen area of study. A regular membership shall be granted to any person who does not qualify as a student member.

Section III Dues: Dues shall be paid annually to the Treasurer by members before the performance of the first concert of their memberships or before each concert (“per concert”). Annual Dues will be set by the Board of Directors after no less than 60 days’ notice to members of such proposed dues. The amount of annual dues will be prorated for the purposes of levying per-concert dues. The Board of Directors may set a student dues amount that is less than dues for a regular member.

Section IV Good Standing: A member in good standing of the Society shall be defined as a member who has: paid annual dues for a program year or has paid per concert dues for a program year for any concert in which the member has sung, has paid in full any music fees approved and required by the



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board, has returned any rented music by the deadline set by the Music Librarian or designated board member, and has performed their responsibilities as enumerated in Section VI.

Section V Benevolence: Any person wishing to be a member of the Society who is unable to pay full dues and fees may apply for benevolence treatment to the Benevolence Committee. Application can be made at any time in written form or in verbal form at a meeting of the committee called by the committee chair to review such applications. All such applications will be held in strict confidence among the committee members and not shared with anyone outside of the committee except for Society officers.

Section VI Responsibilities of Regular Members: It shall be the responsibility of each regular member to assist in the effective operation of the Society to the best of his/her ability. These responsibilities include, but are not limited to (a) selling tickets, (b) service on committees as requested by the board and mutually agreed to by the member, and (c) for regular members who sing, regular attendance at rehearsals in order to participate in a concert. The Board of Directors may, from time to time, discuss and vote on the creation of new responsibilities for Regular Members. Any such new responsibilities shall take effect at the start of the next program year following the vote.

Section VII Responsibilities of Student Members: Student Members shall have the same responsibilities as Regular Members unless such responsibilities have been expressly excluded by a majority vote of the Board of Directors.

Section VIII Vote: Each dues paying member shall be entitled to one vote on each matter submitted to a vote of the members.

Section IX Termination: Membership in this Society is not transferable or assignable. Termination of a member may occur due to any conduct of the member not in keeping with the purposes of the Society as stated herein. Termination of regular or student membership for whatever cause when not voluntary shall be effected with a majority of the Board. Termination of a member must be preceded by a hearing during which the member and grievant(s) will present their position on the proposed termination. The hearing will be called by the Vice-President and presided over by a panel of the Vice-President, Secretary, and Membership Committee chair. The member and grievant(s) may present their positions together or separately at the discretion of the panel. After the positions are presented a deliberation, investigation and vote of the panel will be taken that will determine the status of the member. The timing of these actions will be determined by the panel and communicated to the member and grievant(s).

Section X Termination by Conductor: The conductor may bring to the board reasons for termination of a member as a result of such member acting in a way that impedes the conductor's ability to perform his duties. In such event, the conductor will present the evidence to the board for consideration. The board will solicit a response from the member in question and take consideration of their response. After due consideration the board will deliberate and vote. In the event of a vote to terminate the Membership Chair and President or Vice President will terminate the member.



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Section XI There shall be no refund of dues upon involuntary termination of membership. For voluntary termination dues will be refunded on a prorated basis.

SUBSCRIBERS

Section I Patrons, Associates, Sponsors. Any interested person or business organization may become a Patron, Associate or Sponsor by means of an annual contribution. The Board of Directors shall determine the schedule of contribution and privileges associated with each such status and review the schedule of contribution and privileges at least once annually at any board meeting.

MEETINGS

Section I Annual Meeting: The annual meeting of the members of the Society shall be held within the Commonwealth of Massachusetts in April unless otherwise voted by a majority of the Board of Directors. In the event that for any reason the annual meeting shall not be held as herein provided, a subsequent meeting may be held in lieu of and for the purposes of the annual meeting. Such subsequent meeting shall be called in the same manner as provided for special meetings of members.

Section II Special Meetings: Special meetings of members may be called by the President or by affirmative vote of a majority of the Directors, and shall be called upon the request in writing delivered to the President or Secretary or any Director by any three or more members. All special meetings of members shall be held within the Commonwealth of Massachusetts.

Section III Notices: Notices of any annual and/or special meetings of members shall be given by the Secretary or other person or persons calling the meeting in writing at least fourteen (14) days before the date of the meeting to each member using regular posted mail, electronic mail, or electronic text message (SMS). Such notification shall state the place, date and hour of the meeting and the purpose or purposes for which it is called. No such notice shall be required if a waiver is signed by every member entitled to vote, and said waiver shall be filed with the minutes of said meeting or after the meeting.

Section IV Quorum. A simple majority of all members in good standing shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of members present may adjourn the meeting from time to time without further notice.

ELECTIONS

Section I Nominations: At least six weeks prior to the last concert of the season, the Board of Directors shall appoint a Nominating Committee, comprised of the Membership Chair and two non-board members. Nominations may also be made by any member with the consent of the nominee, who so notifies the Committee at least fourteen (14) days before the presentation of a slate at the annual



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meeting. The President and Vice President will solicit members for the nominating committee at any meeting or rehearsal of the Society.

Section II Elections: Voting in of Officers and at large Directors to replace those whose term has expired shall occur at the annual meeting or any special meeting called for the purpose of holding an election. The Secretary shall present the slate of candidates at the meeting where the election is held. Candidates may present their statements to the membership present prior to the casting of ballots. Such statements may be delivered in writing at least seven (7) days prior to the meeting where the election will be held or may be delivered verbally at such meeting. Written statements shall be read by the Secretary or designated board member at the meeting. Verbal statements shall be no more than five (5) minutes in length. After the presentation of the slate, each member in good standing shall be given an anonymous paper ballot to register a vote and shall cast a ballot or abstain. The candidate with the majority of votes for each office open to election shall be declared the winning candidate. In the event of a tie for any office, a run-off election shall be held at the meeting using index cards upon which the member shall write the name of their preferred candidate and cast a ballot. The candidate with the majority of votes for that office shall be declared the winning candidate.

DIRECTORS' MEETINGS

Section I Regular Meetings: A regular meeting of the Board of Directors shall be held in every year as soon as may be possible after the annual meeting of members. Other regular meetings may be held at such times and places as may be fixed by the Board.

Section II Special Meetings: Special meetings of the Board of Directors may be called by the President or by a majority of the Board.

Section III. Notices: Notice of any regular or special meeting of the Board of Directors shall be given by the Secretary or other officer designated by the Secretary in writing using regular posted mail, electronic mail, or electronic text message (SMS). Such notice shall be sent to each board member no less than five (5) business days before the meeting. Any meeting shall be legal without notice if every absent director waives such notice in writing and such waiver is filed with the records of the meeting. Said waiver may be filed after such meeting.

Section IV. Chairman: The President shall serve as Chairman of the Board. In the absence of the President, the Vice-President shall serve as Chairman pro tem of the Board. In the absence of both the President and the Vice-President, the President shall appoint a Chairman pro tem to serve as Chairman for that meeting. No official meeting of the Board may be held in the absence of all of these.

Section V. Quorum: A simple majority of the Directors shall constitute a quorum for the transaction of business, but less than a quorum may, by vote, adjourn the meeting until another time.



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BOARD AND OFFICERS

Section I **Governing Authority:** The governing authority of this Society shall be a body of up to twenty-one members, which must include the chair or designated representative of each standing committee or the following named officers, President, Vice-President, Treasurer, and Secretary and two at large members. At no point shall the governing body consist of an even number of members. The same person may occupy more than one office, but no officer shall acknowledge or verify any instrument in more than one capacity if such instrument is required by law to be executed, acknowledged or verified by two or more officers.

All officers shall be members in good standing of the Society.

Section II **Directors:** Directors who are Chairs of standing committees shall be appointed by the President and shall hold office for the term of two years and until their successors are appointed. Director's other than those described herein shall be elected by a simple majority of the Board for a term of two years.

The Board of Directors shall have the entire management and control of all the property and affairs of the Society, and for that purpose they shall have and exercise all the powers of the Society which are not reserved to the regular members by vote of the regular members, by these By-laws, or by the laws of the Commonwealth now or hereafter in force.

All new board members shall be provided with a current copy of these by-laws and orientation concerning board operations by the Vice-President. New board members shall be required to provide a picture and short biography for use on the Society website and public materials prior to their attendance at their second board meeting.

Without in any way restricting the foregoing general powers and authority, the Board of Directors shall have full powers with respect to the following matters:

1. To purchase, lease or otherwise acquire, and to sell, lease, mortgage, pledge, or otherwise deal in and with any and all real and personal property and to enter into any and all contracts and agreements, which, in their judgment, may be beneficial to the purposes of the Society.
2. To adopt such rules and regulations for the conduct of their meetings and the management of the affairs of the Society as they may deem proper and to appoint such standing or special committees as the Directors may from time to time deem best and to fix their powers and duties.
3. To require that checks, notes, and any other documents be executed by such officer or officers, either with or without counter-signature, as the Board of Directors may from time to time deem best.



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4. To prescribe the duties and limit the authority of all officers of the Society in any way they may deem advisable not contrary to law or these By-Laws.
5. To accept resignations of Directors and officers and, in case of any vacancy through death, resignation, disqualification, failure to elect or qualify, or any other cause whatsoever, to fill such vacancy for the unexpired portion of the term and until the election and qualification of a successor, but if the Directors do not fill a vacancy or vacancies in the Board of Directors, the remaining Directors shall constitute the full Board until such vacancy is filled.
6. To accept, receive, manage and administer in the name of the Society any property given in trust or otherwise which in the judgment of the Directors will further the purposes of the Society.
7. To authorize the Treasurer of the Society to accept and hold securities owned by the Society in the name of such nominee or nominees or in street form as he may determine.
8. To require a bond from the Treasurer, or any other fiscally responsible officer, for the faithful performance of his duties, if they deem it advisable, and to fix the amount thereof and to require such sureties as they deem advisable.
9. To set dates and locations of concerts and determine ticket prices.

Section III President. The President shall be elected by the members in good standing for a term of two years and shall be ex officio a member of all committees of the Board. He shall be the chief executive officer of the Society and shall appoint standing committee chair. He shall preside at all meetings of members and of the Board at which he may be present.

Section IV Vice-President. The Vice-President shall be elected by the members in good standing for a term of two years. Unless his authority be expressly limited by the Board, he shall have all powers and be charged with all the duties of the President whenever the President is absent or unable to act, and shall succeed to the Presidency for the remainder of the unexpired term, in the event that the President is unable to continue in that capacity. The Board may elect other Vice-Presidents and may define the powers and duties to be exercised by each.

Section V Treasurer. The Treasurer shall be elected by the members in good standing at the annual meeting for a term of two years. Subject to the supervision and direction of the Board of Directors, the Treasurer shall have active and general control of the affairs and business of the Society. The Treasurer shall keep regular books of account which shall be open at all times to any member of the Board and available for audit annually by order of the Board. The Treasurer shall present a summary of the financial status of the Society at the annual meeting.



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Section VI Secretary. The Secretary, who shall be a resident of the Commonwealth of Massachusetts, shall be elected by the members at the annual meeting for a term of two years and shall be sworn to the faithful discharge of his duties. The Secretary shall attend meetings of members and of the Board of Directors and shall keep a detailed record of notes and business transacted at such meetings. The Secretary shall see to the giving and serving of all notices using regular posted mail, electronic mail, or electronic text message.

In his absence at meetings a Secretary pro tem shall be appointed by the board members present at such meeting to perform the Secretary's duties.

Section VII Conductor. The Conductor shall be appointed by the Board of Directors and shall be responsible for selecting musical programming, assisted by the Music Committee and auditioning prospective members of the Society. The Conductor shall present proposed programming for the coming season to the Music Committee for their review no later than January 15th. He shall be ex officio a member of the Board of Directors. In the event of the resignation of the Conductor, the Board shall be responsible for appointing a successor.

Section VIII Miscellaneous Duties. In addition to the foregoing especially enumerated powers, the several officers of the Society shall perform such other duties and exercise such further powers as may be delegated to them by the Board of Directors or may be imposed upon them by law.

STANDING COMMITTEES

Section I. Chairperson. The Chairperson of a standing committee shall be appointed by the President of the Society and serve on the Board of Directors for a term of two years.

Section II. Duties. The following shall be the standing committees of this Society with principal duties as described:

1. **Membership Committee** shall present to the Board of Directors names of applicants for membership; keep accurate record of each member's attendance; contact those with two consecutive absences; report excessive absences to the Board; prepare membership lists and any social correspondence.
2. **Benevolence Committee** shall consist of the Vice-President, Treasurer, and one board member appointed by the President. The committee will meet to discuss applications for dues or fees relief for prospective or current Society members who are in need of such relief. Meetings of the committee shall be held as soon as possible after application(s) have been received. All applications must be submitted to the Vice-President or committee member appointed pro tem by the Vice-President. The amount of such relief shall be determined by the committee and once determined shall be final until the end of the fiscal year. Application for benevolence must



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be made each year. All minutes, discussion, and records associated with the proceedings of the committee shall be kept confidential to the committee members and Society officers.

3. **Music Committee** shall have the right to assist the Conductor by reviewing musical programming proposed by the Conductor; acquire music; prepare program material and present to the Publicity Chairman information concerning selections and soloists; prepare contracts for soloists in lieu of the Conductor, and maintain music library. The treasurer shall be an ex-officio member of the music committee. The Music Committee shall respond to conductor programming proposals no later than 30 business days after proposal has been presented to the committee.
4. **Concert Committee** shall arrange for a rehearsal room; be responsible for maintenance of rehearsal room; execute Conductor's staging requirements for all concerts; coordinate chorus standing arrangement with the Conductor; confirm dates for hall and public performances including dress rehearsals, and shall hire the police officer for each concert, as needed.
5. **Ticket Committee** shall have tickets printed and distributed among membership for sale; collect all monies and/or tickets before public performances; issue complimentary tickets; select box office attendant and ushers for the first two concerts of the season unless provided for by a support organization.
6. **Publicity/Marketing Committee** shall be responsible for developing strategy needed to effectively publicize the Society and advising the board regarding such strategy. The committee members shall discuss and choose appropriate media outlets for the marketing messages generated by the publicity committee members. It shall notify media outlets of weekly rehearsals, give well-spaced wide publicity to all news media of impending public performances; acquire and distribute posters before public performances; reserve space for billboard notice at City Hall and have same lettered for at least one week prior to each concert, and contact critics for each public performance. It shall also be responsible for distributing information regarding soloists to the media. Media outlets may include newspapers, electronic distribution lists, social media outlets, radio stations, television stations, or other broadcast, print, or electronic media outlets.
7. **Fundraising Committee** shall seek out funding from sources external to the Society through grant writing, solicitations of private sources, bequests, through participation in the organizing of events other than concerts for the purpose of generating additional income.
8. **Sponsorship Committee** shall solicit from the membership possible subscribing patrons, associates and sponsors; contact businesses, professional persons and individuals in the general area and invite them to become subscribers; have tickets for the season printed and distributed to subscribers, and submit a list of same to the Music Committee for the concert program.



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9. **Social Committee** shall plan and serve light refreshments for each 'rehearsal and dress rehearsal unless the regular members determine such refreshments are not necessary by majority vote of those present at any rehearsal.
10. **Pops Committee** shall coordinate arrangements for the final concert of the season, decorations, tables, refreshments, ushers, waitresses, etc. unless provided for by a support organization.
11. **Program/Advertising Committee** shall coordinate the efforts of members and other interested persons in solicitation of ads from local area businesses to cover the cost of concert programs and program notes, and to provide excess revenue. It shall be responsible for the composition and printing of the Program.

MISCELLANEOUS

Section I Written Obligations. The Treasurer shall have the authority to sign bills, checks, drafts, and other negotiable paper for expenses and other costs normally associated with the stated purpose of the Society. Any other debt above and beyond normal expenses required to be paid by the Society to fulfill its purpose shall be subject to approval of the majority of the governing authority.

The Board may provide that any or all such negotiable paper shall be countersigned by some other designated officer, and so long as any such provision is in effect, no such promissory notes, bills, checks, drafts or other negotiable paper or contracts or other written instruments shall be valid without the required countersignature.

Section II Indemnity Bonds. The Board of Directors may from time to time require from any one or more of the officers or agents of the Society that he or they give bond for the faithful performance of duties; and the premiums of all such bonds shall be paid by the Society.

Section III Fiscal Year. The fiscal year of the Society shall end on the thirtieth day of June each year.

Section IV Dissolution. In the event of dissolution of the Society, the Board of Directors shall be responsible for the distribution of any remaining assets, such distribution to be specifically for the furtherance of music or music education in the community.

AMENDMENTS

Section I Amendments. The By-Laws of the Society may be altered, added to, amended or rescinded at any meeting called for such purpose by the Board of Directors by a vote of the two-thirds of the total membership entitled to vote.

Section II Notice: Notice of a meeting to amend the By-Laws shall be given to each member of the Society entitled to vote at such meeting using regular posted mail, electronic mail, or electronic text



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message (SMS) at least three (3) weeks before the date of said meeting. Such notice shall contain a provision for absentee ballots and such absentee ballots shall be valid provided they are received by the Society Secretary prior to the first vote at said meeting.

Copies of the proposed changes to the By-Laws shall be made available at rehearsals or by regular posted mail or electronic mail, upon request, at least three (3) weeks prior to the special meeting called for such purposes.