

BY-LAWS
OF THE
BIRMINGHAM CONCERT CHORALE

Amended July 16, 2001

TABLE OF CONTENTS

<u>ARTICLE I</u>	3
<u>ARTICLE II</u>	3
<u>ARTICLE III</u>	3
<u>ARTICLE IV</u>	4
<u>ARTICLE V</u>	5
<u>ARTICLE VI</u>	5
<u>ARTICLE VII</u>	5
<u>ARTICLE VIII</u>	5
<u>ARTICLE IX</u>	6

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ARTICLE I

Section 1. The name of the corporation shall be *Birmingham Concert Chorale*.

Section 2. The principle office of the corporation shall be located at *2061 Kentucky Drive, Vestavia Hills, Alabama*.

Section 3. Other offices for the transaction of business may be located in such places as the Board of Directors from time to time may determine.

ARTICLE II

At no time will any capital stock of this corporation be issued, in view of the fact that the corporation is formed solely and exclusively as a non-profit organization and for the limited purposes as set out in the Articles of Incorporation. However, the corporation may issue to its members a certificate or other evidence of membership.

ARTICLE III

Section 1. The corporation shall have one class of members. Any person may qualify as a member upon paying any membership dues or fees prescribed by the Board of Directors and by complying with any other requirements which the Board of Directors may from time to time prescribe.

Section 2. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause, after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues or membership fees or who shall be in default of any requirement prescribed by the Board of Directors.

Section 4. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, fees or other charges theretofore accrued and unpaid.

Section 5. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate the former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 6. Membership in the corporation is not transferable or assignable.

Section 7. The annual meeting of the members shall be held on *the final regularly scheduled rehearsal for each concert season*, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the date designated herein for the annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

Section 8. Special meetings of the members may be called by the President, the Board of Directors or not less than one-tenth of the members having voting rights.

Section 9. The Board of Directors may designate any place, either within or without the State of Alabama, as a place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be a registered office of the corporation in the State of Alabama, but if all of the members shall meet at any time or any place, either within or without the State of Alabama, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 10. Notice need not be given of any annual or special meeting of the members.

Section 11. The members holding two-thirds of the votes which may be cast at any meeting shall constitute a quorum at such meeting.

ARTICLE IV

Section 1. The property, affairs and business of the corporation shall be managed by its Board of Directors, and their successors in office. *There shall be fifteen directors of the corporation at all times. Such directors shall be nominated and elected by the general membership of the corporation. Each member of the Board of Directors shall serve for a term of three years or until his successor is duly elected and qualified. There shall be no prohibition against a director being re-nominated and re-elected to serve any number of successive terms.* Every director so elected shall be a member in good standing of the corporation and, in the event any member of the Board of Directors of the corporation shall cease to be a member in good standing of the corporation, then immediately upon such happening he shall no longer be a member of the Board of Directors and such vacancy on the Board of Directors shall be filled as hereinafter provided.

Section 2. In the event of the death, resignation, refusal or inability, for any reason whatever, of any of the duly elected directors to complete his term of office, the remaining directors shall elect a successor to complete the unexpired term of the deceased or resigned director. Should the remaining directors be unable to agree upon such successor, then such successor shall be named by the general membership to complete the unexpired term of the deceased or resigned director.

Section 3. Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board of Directors, and special meetings may be held at any time upon the call of the President by oral, telegraphic or written notice, duly served on or sent or mailed to each director not less than two days before such meeting. Notice need not be given of regular meetings or the Board of Directors held at times fixed by resolution of the board of Directors. Meetings may be held at any time without notice if all of the directors are present, or, if at any time before or after the meeting, those present waive notice of the meeting in writing.

ARTICLE V

Section 1. The Board of Directors shall elect a President, a Secretary and a Treasurer, and may from time to time appoint such Assistant Secretaries and such other officers, agents and employees as it may deem proper. Any two offices may be held by the same person. All of the officers so elected shall be members of the Board of Directors.

Section 2. The term of office of all officers shall be one year and until their respective successors are elected and qualified.

Section 3. The officers of the corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board of Directors.

ARTICLE VI

The directors of this corporation shall receive no compensation for their services rendered. They may, however, make payments for such clerical assistance and for such professional service as they deem necessary for the conduct of the affairs of the corporation. In addition, they may make payment for such musicians and other personnel as may be deemed necessary for the proper conduct of the *Concert Chorale*.

ARTICLE VII

The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the corporation by members. The Board of Directors shall also determine when the dues shall be payable.

ARTICLE VIII

The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate an Executive Committee and one or more other committees, *ad hoc* or *standing*, each of which shall consist of *one* or more directors of the corporation. Each committee shall have and may exercise the powers *so designated by resolution of the Board of Directors*.

ARTICLE IX

Amendments to these By-Laws may be made only by a vote of *twelve* out of the *fifteen* members of the Board of Directors of the corporation at any regular or special meeting. There shall be no amendment made to these By-Laws of the corporation which shall be inconsistent with any of the provisions in the Articles of Incorporation.