

**BY-LAWS
OF
ROCHESTER ORATORIO SOCIETY, INC.**

ARTICLE I – NAME, OFFICE AND FISCAL YEAR

1.1 Name. The name of the Corporation is Rochester Oratorio Society, Inc. (“ROS”).

1.2 Office. The principal office of ROS shall be in the County of Monroe, State of New York. The Corporation may also have offices at such other places as the Board of Directors may from time to time direct, or the purposes of ROS may require.

1.3 Purpose. The general purpose of the ROS shall be to enhance the educational, musical and cultural life of Rochester and its surrounding communities. To that end, ROS has incorporated as a not-for-profit corporation. In furtherance of this general purpose, ROS may: (1) present choral music for the appreciation and benefit of the public; (2) provide an opportunity for amateur singers in the community to join in the presentation of such choral works; (3) further encourage knowledge and appreciation of fine music, (4) in the name of its members, take, hold, receive, sell, give, invest, and reinvest, and transfer any property, real or personal, committed to it by gift, sale, lease, bequest, legacy or devise, or under terms of any trust; (5) do any other act which will further the general purpose of ROS and not be inconsistent therewith. This statement of purposes shall not be deemed exclusive; that is, it shall not prevent ROS from pursuing any and all other purposes not prohibited by law.

1.4 Fiscal Year. The fiscal year of ROS shall begin on the 1st day of July and end on the 30st day of June in each year.

ARTICLE II – MEMBERS

2.1 Classes of Members. ROS shall have one class of members. The designation of such class and the qualifications and rights of the members of such class shall be as follows.

2.2 Selection of Members. Members shall be selected by the Music Director. Guidelines for membership selection shall be set by the Board of Directors, and such requirements may include, but are not limited to: (1) musical audition(s) as often as required by the Music Director or as set by the board of directors; (2) satisfactory attendance at all required functions; (3) timely payment of dues; (4) sale of tickets or payment in lieu thereof; (5) distribution of publicity; (6) and such other and further requirements as may be imposed by the Board of Directors. Membership may not be denied on the basis of race, national origin, color, gender, marital status, religion, age, disability, or sexual orientation. Membership may be denied for lack of ability, whether at an initial or subsequent audition, or for such other acts or omissions as may be detrimental to the continued efficient function of ROS.

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

2.4 Termination of Membership. By affirmative vote of the majority of the Board of Directors, a member may be suspended or expelled for any reason at any time.

2.5 Appeal. A member suspended or expelled pursuant to these Bylaws shall have an opportunity to request review of said action in a manner subscribed and approved by the Board of Directors.

2.6 Resignation. 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 or other charges theretofore accrued and unpaid.

2.7 Transfer of Membership. Membership in ROS is not transferable or assignable.

2.8 Annual Dues. The Board of Directors may determine from time to time the amount of the annual dues payable to ROS by members.

2.9 Payment of Dues. Dues shall be payable in advance on the first day of September in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member joins the corporation, for the remainder of the fiscal year of the corporation.

ARTICLE III – MEETINGS OF MEMBERS

3.1 Annual Meeting. An annual meeting of the membership shall be held in September of each year, or as determined by the Board, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

3.2 Special Meetings. Special meetings of the membership may be called by the Board of Directors.

3.3 Location. The Board of Directors may designate any place within the State of New York as the location for any annual meeting or for any special meeting called by the Board of Directors.

3.4 Notice of Meetings. The Board shall notify the membership of any meeting, including the annual meeting, by posting such notice on the ROS website, and by informing the membership either personally or in writing at least ten days prior to the meeting. Said notice shall state the place, day and hour of any meeting.

3.5 Quorum. A simple majority of the membership shall constitute a quorum at any meeting.

3.6 Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

3.7 Voting by Mail. Where Directors are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine, including but not limited to electronic mail.

ARTICLE IV – BOARD OF DIRECTORS

4.1 General Powers. The power of ROS shall be vested in its Board of Directors (the “Board”). The Board is the supreme governing body of ROS and shall manage and have general charge of and control over the affairs of ROS.

4.2 Number and Composition

4.2.1 The number of directors (“Directors”) constituting the entire Board shall be no less than 13 (thirteen) and no more than 17 (seventeen).

4.2.2 Each Director shall be at least 21 (twenty-one) years of age.

4.2.3 At least 5 (five) of the Directors shall be active members of ROS. At least 5 (five) of the Directors shall not be ROS members (“community members”).

4.2.4 The Board shall consist of two classes of Directors: regular and ex-officio. Regular Directors shall have one vote each, and only regular Directors shall count toward the maximum authorized number of Directors. Ex-officio Directors shall have no vote. Ex-officio Directors may be of such number as authorized by the regular Directors. The Music Director is a permanent ex-officio Director, and is exempt from the length of service limitations contained herein. The Secretary and Treasurer, if not regular Directors, are ex-officio Directors; however, they are subject to the length of service limitations contained herein.

4.3 Term. Directors shall be elected to terms lasting three years. Directors may be elected to serve a maximum of two consecutive terms. There shall be no limit on the number of non-consecutive terms a Director may serve. The terms of Directors shall be staggered within the three year terms so that roughly 1/3 (one-third) of Directors’ terms shall expire each year.

4.4 Election. Elections of new Directors shall be held at the Annual Meeting of members.

4.4.1 Directors shall be elected by the majority of a quorum of the members of ROS. Members in good standing shall be permitted to elect new Directors. Cumulative voting is expressly not permitted.

4.4.2 The Chairman shall appoint a nominating committee, which shall select persons to submit to the membership for election. The nominating committee shall only select as many candidates as there exist vacancies to fill. The nominating committee shall submit the candidates' names to the Board for approval and then to the membership at least one rehearsal prior to the election of new Directors. Candidates shall be identified as members or non-members of ROS on the ballot.

4.5 Resignation. A Director may resign from office at any time by delivering a written resignation to the Board. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt thereof by the Board.

4.6 Removal. A Director may be removed for cause by affirmative vote of the majority of the Board.

4.7 Vacancies. Any vacancy may be filled by a majority vote of the entire Board. Any vacancy so filled shall be for the same term as remaining for the vacant position.

4.8 Chairperson and Vice Chairperson.

4.8.1 A chairperson ("Chairperson") and vice chairperson ("Vice Chairperson") may be elected by a simple majority of the Board at the annual meeting.

4.8.2 The Chairperson and Vice Chairperson must be each current regular Directors.

4.8.3 The Chairperson and Vice Chairperson shall be elected for one-year terms each. There is no term limit on the number of terms a Chairperson or Vice Chairperson may serve, except as a Director's term may otherwise be limited.

4.8.4 The Chairperson shall preside at all meetings of the Board, call the Board to order, cause the business of the meeting to be proceeded within an expedient manner, and declare the result of all votes. In the absence of the Chairperson, then the Vice Chairperson shall preside at the meeting and have all the powers of the Chairperson.

4.8.5 The Vice Chairperson shall perform only those duties of the Chairperson as may be delegated by the Chairperson or otherwise provided in Section 4.8.4.

4.9 Compensation. Directors shall receive no compensation for serving as a Director.

ARTICLE V – MEETINGS OF BOARD

5.1 Regular Meetings. The Board shall have at least six (6) regular meetings each year. The Board may have up to twelve (12) regular meetings each year. The number of meetings shall be at the discretion of the Board, and shall be set at the annual meeting. Regular

meetings shall be held with reasonable notice at such places and times as determined by the Board. Notice of any regular meeting need not be given unless the time and/or location of such meeting was not set at a prior regular or special meeting or was subsequently changed.

5.2 Special Meetings. Special meetings of the Board may be called by the Chairman or a majority of the Board on 2 (two) days' actual notice to all Directors. A special meeting shall be limited to the specific topic stated on the notice of the special meeting.

5.3 Annual Meeting. The Board shall have one annual meeting held in September of each year, or at such other time set by the majority of the Board, following the election of the new Directors. Notice of the time and place of each annual meeting shall be given in writing or personally to each Director and Officer at least 10 (ten) days prior to the date of the meeting. During the annual meeting, the Board shall elect a Chairman and a Vice Chairman, and set the regular meeting schedule for the following year.

5.4 Quorum. A simply majority of the Board shall constitute a quorum sufficient for the conduct of business, except to the extent that the Constitution or By-laws otherwise require. Except as otherwise provided or required by law, the majority vote of all Directors present at the time of the vote at any such meeting of the Board shall be the act of the Board.

5.5 Participation in Meeting by Telephone. Any one or more Directors or any committee may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5.6 Action without Meeting. Any action which may be taken at a meeting of the Board or any committee may be taken without a meeting if: (1) any proposed action or resolution is delivered to all Directors in writing proposing such action or resolution prior to its taking or approval, (2) such action is approved by a majority of the Directors in writing, and (3) the approval or denial of any such action by the Board is appropriately filed with the minutes and other resolutions of the Board.

ARTICLE VI – OFFICERS

6.1 Officers. ROS shall have as many officers (“Officers”, each and “Officer”) as the Board may determine necessary from time to time at its discretion with such powers and duties not inconsistent with these By-laws. Any two or more offices may be held by the same person.

6.2 Election and Term. Each Officer shall be elected by a majority vote of the Board at the Annual Meeting. Each Officer shall be elected for one-year terms each. There is no term limit on the number of terms an Officer may serve, except as a Director’s term may otherwise be limited.

6.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the board at its discretion.

6.4 Removal. Any Officer may be removed by affirmative vote of the majority of the Board, with or without cause.

6.5 Duties of Officers.

6.5.1 President. The President shall be the Chief Executive Officer of the ROS; the President shall preside at all meetings of the Directors; the President shall be ex officio a member of all standing committees, shall have general and active management and control of the business and affairs of ROS subject to the control of the Board of Directors, and shall see that all orders and resolutions of the Board are carried into effect. The President may also be the Chairperson of the Board.

6.5.2 Vice President. Any Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall generally assist the President and perform such other duties as the Board of Directors or the President shall prescribe. The Vice President may also be the Vice Chairperson of the Board.

6.5.3 Secretary. The secretary shall attend all meetings of the board of directors and all meetings of the members and record all the proceedings of the meetings of ROS and of the Board in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board, and shall perform such other duties as may be prescribed by the Board or Chairman, under whose supervision the secretary shall be. The secretary shall have custody of the corporate seal, if any, of ROS and the secretary, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the secretary's signature or by the signature of such assistant secretary. The Board may give general authority to any other officer to affix the seal of ROS and to attest the affixing by a signature. The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the Board, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

6.5.4 Treasurer. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to ROS and shall deposit all moneys and other valuable effects in the name and to the credit of ROS in such depositories as may be designated by the Board. The treasurer shall disburse the funds of ROS as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairman and the Board, at its regular meetings, or when the Board so requires, an account of all his transactions as treasurer and of the financial condition of ROS. If required by the Board, the treasurer shall give ROS a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of the treasurer's office and for the restoration to ROS, in case of the treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of

whatever kind in his possession or under his control belonging to ROS. The assistant treasurer, or, if there shall be more than one, the assistant treasurers in the order determined by the Board, shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

ARTICLE VII – COMMITTEES

7.1 Committees of Directors. The Board, by resolution adopted by a majority of Directors, may designate and appoint one or more committees, including an Executive Committee, standing committees, and special committees.

7.2 Standing Committees. The Board shall have the following standing committees and any other standing committees approved by the Board from time to time, each of which shall consist of at least one Director serving as a Committee Chair and operate in accordance with the committee rules and ROS By-laws: Executive Committee, Governance Committee, Finance Committee, Fundraising Committee, Public Relations Committee, Event Management and Production Committee, Education and Community Outreach Committee, Membership Committee, Nominating Committee, and Artistic Committee.

7.3 Committee Powers. Each Committee shall have the powers designated to it by resolution of the Board.

7.4 No Authority. No Committee shall have authority as to the following:

7.4.1 The submission to Committee members of any action requiring the Board's approval under the law;

7.4.2 The filling of vacancies in the Board;

7.4.3 The fixing of compensation of any Director or committee member;

7.4.4 The amendment or repeal of the Constitution, By-laws, or the adoption of new By-laws;

7.4.5 The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

7.5 Quorum. Unless otherwise provided in the resolution of the Board, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7.6 Rules. Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE VIII – TRANSACTIONS WITH DIRECTORS OR OFFICERS

8.1 Contracts or Other Transactions with Directors or Officers. No Director or officer of ROS shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless:

8.1.1 Such contract is authorized by a majority of Directors present and voting at a meeting at which the vote of such Director is not necessary for such authorization; and

8.1.2 The facts and nature of such interest have been fully disclosed or shown to the members of the Board of Directors present at the meeting at which such contract is so authorized; and

8.1.3 The Director has complied with any conflicts of interest policy of the Board then in effect.

8.2 Loans to Directors and Officers. No loans shall be made by ROS to its directors or officers.

ARTICLE IX - INDEMNIFICATION

9.1 Indemnification of Directors and Officers. To the fullest extent authorized or permitted by the provisions of the New York Not-for-Profit Corporation Law, or by any amendment thereof or other statutory provisions authorizing or permitting such indemnification adopted after the date hereof, ROS shall hold harmless and indemnify any Director or Officer against judgments, fines, amounts paid in settlement and reasonable expenses, including reasonable attorney's fees and costs of investigation, actually and reasonably incurred in any action or proceeding or any appeal therein in which such Directors or Officer is made or threatened to be made a party (including an action, proceeding or appeal therefrom by or in the right of ROS to procure a judgment in its favor) whether civil, criminal or investigatory.

9.2 Indemnification of Persons Other Than Directors and Officers. To the fullest extent authorized or permitted by the provisions of the New York Not-for-Profit Corporation Law, or by any amendment thereof or other statutory provisions authorizing or permitting such indemnification adopted after the date hereof, ROS may hold harmless and indemnify any person against judgments, fines, amounts paid in settlement and reasonable expenses, including reasonable attorney's fees and costs of investigation, actually and reasonably incurred in any action or proceeding or any appeal therein in which such person is made or threatened to be made a party (including an action, proceeding or appeal therefrom by or in the right of ROS to procure a judgment in its favor) whether civil, criminal or investigatory.

9.3 Contractual Article. This Article shall be deemed to constitute a contract between ROS and each person who may be entitled to indemnification hereunder, who serves in

such capacity at any time this Article is in effect. No repeal or amendment of this Article shall reduce the indemnification of any person pursuant to this Article except with respect to events occurring 30 days thereafter provided that prior written notice of the repeal or amendment is given to that person. No amendment of the New York Not-for-Profit Corporation Law shall reduce the indemnification under this Article with respect to any event occurring or allegedly occurring prior to the effective date of such repeal or amendment.

9.4 Insurance. ROS may purchase and maintain insurance to enable ROS to indemnify any person eligible to be indemnified under this Article within the limits permitted by law.

9.5 Non-Exclusivity. The indemnification provided by this Article shall not be exclusive of any other rights which may be granted by or pursuant to any statute, corporate charter, By-law, resolution, direction or agreement. To the fullest extent permitted by law, ROS is authorized to enter into agreement with any such person providing him additional rights to indemnification or advancement of expenses.

ARTICLE X – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

10.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of ROS, 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.

10.2 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of ROS, shall be signed by those officers or agents of ROS and in a manner as shall be determined by resolution of the board of directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of ROS.

10.3. Deposits. All funds of the corporation shall be deposited to the credit of ROS in the banks, trust companies or other depositories as the Board of Directors may select.

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

10.5 Investments. ROS shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of ROS if such action is a prohibited transaction or would result in the denial of the tax exemption under the Internal Revenue Code or its Regulations as they now exist or as they may hereafter be

amended. The Board of Directors shall review, from time to time, and approve the endowment and investment policy for assets of ROS.

ARTICLE XI – MISCELLANEOUS

11.1 Music Director. The Music Director is the artistic director of ROS activities and is responsible to the Board. It is the Music Director's responsibility to prepare and perform concerts of distinguished artistic merit. In fulfilling this function, the Music Director shall:

11.1.1 Recommend music for performance to the Board or its delegated committee;

11.1.2 Audition and admit applicants for membership;

11.1.3 Rehearse and conduct the chorus in concerts;

11.1.4 Engage other musicians, such as accompanists and soloists, within budget policies set forth by the Board.

11.2 Construction/Conflict. If there is a conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern. If there is a conflict between the provisions of the Constitution and these By-Laws, the provisions of the By-Laws shall govern.

11.3 Exempt Activities. Notwithstanding any other provision of these By-laws, no member, director, officer, employee, or representative of ROS shall take any action or carry on any activity by or on behalf of ROS not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

11.4 Dissolution. In the event of the dissolution of ROS, all remaining property or assets of ROS, after the proper payment of all debts and liabilities of the Corporation and expenses thereof, shall be distributed pursuant to a plan of distribution duly adopted, subject to the approval of the New York Attorney General's Office and Supreme Court, exclusively for one or more of the charitable or educational purposes of ROS to one or more organizations (including, without limitation, governmental bodies) which shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and regulations thereunder, and which is engaged in activities substantially similar to those of ROS, or as otherwise ordered by the court to which such plan is submitted for approval. The method of dissolution shall be in accordance with the provisions of the New York State Not-for-Profit Corporation law.

11.5 Amendment. These By-laws may be altered, amended or repealed and new By-laws may be adopted by a two-thirds majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend

or repeal or to adopt new By-laws at such meeting. An alteration, amendment, repeal, or the enactment of new provisions of these By-laws must also be approved by the affirmative vote of one-half of the ROS membership present at any annual or special meeting.