

**Amended and Restated Bylaws of the
Choral Arts Foundation of the Upper Valley
A New Hampshire Non-Profit Corporation**

As amended on Jun 6, 1999; June 15, 2000; August 4, 2005; March 5, 2008; June 21, 2010;
May 13, 2015; September 30, 2015; and July 3, 2023.

ARTICLE I: PURPOSE, POWERS, LIMITATIONS

Section 1. Purpose. The purpose of the Foundation is to promote choral singing in the Upper Valley of New Hampshire and Vermont. We aspire to give inspiration and support to those who sing, those who direct, and those who listen.

Section 2. Powers. The Foundation shall have all the powers necessary to carry out the foregoing purposes and all the powers of non-profit corporations organized under the laws of the State of New Hampshire.

Section 3. Limitations.

- a. The Foundation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c) of the Internal Revenue Code of 1986, or any successor provision.
- b. The Foundation is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any Officer or Trustee, or any other individual, partnership or corporation, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.
- c. No substantial part of the activities of the Foundation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE II: PRINCIPAL OFFICE

The principal office of the Foundation shall be in Hanover, New Hampshire, or such other place as may be designated by the Board of Trustees.

ARTICLE III: THE BOARD OF TRUSTEES

Section 1. Powers. The Board of Trustees (hereinafter “the Board”) shall supervise and control the business, property, and affairs of the Foundation.

Section 2. Composition. The Board shall consist of 8-12 persons drawn from the Upper Valley. The Board shall strive to represent a cross-section of the choral community.

Section 3. Election Procedure. Trustees shall be elected at the annual meeting of the Board. Vacancies on the Board that occur between Annual Meetings may be filled at any meeting of the Board by a majority of the Trustees then in office. A Trustee elected to fill a vacancy shall be elected for the unexpired term of the Trustee's predecessor in office.

Section 4. Terms of Trustee Membership. Those elected shall take office upon the close of voting in the annual or vacancy-filling election for a term of three (3) years or until their successors are elected and qualified. No Trustee shall be eligible to serve more than three (3) consecutive three-year terms.

Section 5. Resignation and Removal of Trustees. A Trustee may resign by giving written notice to the Board. Any Trustee may at any time be removed by a two-thirds (2/3) vote of the full number of Trustees then in office acting at a meeting of the Board, the notice of which has specified the proposed removal.

Section 6. Quorum. A majority of Trustees then in office shall constitute a quorum and, unless otherwise provided for by law or these Bylaws, the act of the majority of Trustees attending and voting at any meeting at which a quorum is present shall be the act of the Board.

Section 7. Meetings. The Board shall strive to meet at least four (4) times per year. The Annual Meeting of the Board shall be held in June, and notice shall be sent to each Trustee at least fourteen (14) days prior to such meeting. Any one or more Trustees may participate in a meeting of the Board by conference telephone or other electronic means by which all persons participating in the meeting can communicate with each other. Participation by electronic means shall be equivalent to presence in person for purposes of determining a quorum.

Section 8. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board may be taken at a meeting if consents in writing, including by electronic mail, setting forth the action so taken, are submitted by all the Directors, received by the Corporation, and filed by the Secretary with the minutes of the meetings of the Board of Directors.

ARTICLE IV: OFFICERS

Section 1. Officers and Terms of Office. The Board shall at the Annual Meeting elect from its members a President, Vice President, Treasurer, and Secretary. No one Trustee shall hold more than one office concurrently. These officers shall serve for a term of three (3) years or until their successors are elected and qualified. Any officer may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds of the Board at any regular or special

meeting of the Board called expressly for that purpose. The Directors shall fill any vacancy occurring in any office of the Foundation for the unexpired term.

Section 2. Assumption of Office. The Officers shall assume their offices upon their election or appointment.

Section 3. PRESIDENT. The President of the Board shall preside at meetings of the Board and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 4. VICE PRESIDENT. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 5. SECRETARY. The Secretary shall keep the minutes of all meetings of the Board and perform all other duties usually incident to the office and such other duties as may be assigned by the Board.

Section 6. TREASURER. The Treasurer shall cause regular books of account to be kept, and shall render to the Board, from time to time as may be required, an account of the financial condition of the Foundation, shall deliver an annual report at the annual meeting, and shall perform all other duties properly required of the Treasurer by the Board.

ARTICLE V: NOTICE

Section 1. General. Whenever under the provisions of law or these Bylaws, notice is required to be given to any person, such notice may be given via U.S. mail or overnight delivery service with postage prepaid and shall be deemed given when deposited in the mail or the delivery service addressed to such person at such person's address as it appears on the records of the Foundation. Notice may also be given by electronic mail, facsimile, or hand delivery, and such notice will be deemed given when received.

Section 2. Waiver. Whenever any notice is required to be given by law or by these Bylaws, a waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated in these Bylaws, shall be deemed equivalent to the giving of such notice. Attendance at a meeting either in person, or if applicable, by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he or she attends solely for the purpose of objecting at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

ARTICLE VI: COMMITTEES

Section 1. Executive Committee. There shall be an Executive Committee consisting of the President, Vice President, Secretary, and Treasurer. Except as provided in Section VI.1A below, the Executive Committee may exercise all the powers of the Board by majority vote of the members of the Executive Committee taken at a meeting at which a quorum is present or by unanimous consent. Any action taken by the Executive Committee involving the exercise of the powers of the Board shall be reported promptly to the Board and ratified at the next meeting of the Board.

Section 1A. Limitations on Executive Committee. The Executive Committee shall not have the power to (a) amend the Bylaws, (b) appoint or remove Trustees, (c) approve a dissolution or merger or the sale of all the Foundation's assets, (d) adopt the budget, or (e) take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the Foundation.

Section 2. Nominating Committee. The President shall appoint a Nominating Committee of at least one (1) and no more than three (3) Trustees to identify candidates for positions on the Board and to present the candidates to the Trustees at least (14) days prior to the annual meeting.

Section 3. Other Committees. The Board may also establish other committees as needed and may discontinue them when no longer necessary.

ARTICLE VII: FISCAL

Section 1. Fiscal Year. The fiscal year of the Foundation shall commence on July 1 and end on the following June 30. Alteration of the fiscal year by the Board shall require amendments of these Bylaws.

Section 2. Contributions. The Foundation may accept gifts, grants, legacies and contributions from any source including persons, corporations, trusts, charities, and governments and governmental agencies.

Section 3. Depositories. The Board shall determine what depositories shall be used by the Foundation as long as such depositories are located within the State of New Hampshire and are authorized to transact business by the State of New Hampshire and are federally insured. All checks and orders for the payment of money from said depository shall be signed by such signatories as have been authorized and required in advance by the Board.

Section 4. Execution of Contracts and Documents. All contracts and evidence of debt may be executed only as directed by the Board.

ARTICLE VIII: CONFLICT OF INTEREST AND PECUNIARY BENEFITS TRANSACTIONS

Section 1. General. The Foundation shall adopt, implement, enforce and regularly review Policies and Procedures governing conflicts of interest and pecuniary benefits transactions. The Policy and Procedures shall, at a minimum, meet the requirements of New Hampshire law as then in effect, and comply with Guidelines established by the Office of the NH Attorney General, Charitable Trust Unit. Each Trustee, Officer, or Committee member shall have an affirmative duty to disclose to the Foundation each transaction with the Foundation that would be a Pecuniary Benefit Transaction (as defined by RSA 7:19-a) as to that Officer, Trustee, or Committee member, and shall be prohibited from participating in the discussion or voting on the transaction. The Foundation shall enter into Pecuniary Benefit Transactions only in accordance with the applicable provisions of RSA 7:19-a, as they may exist from time to time.

Section 2. Restrictions on Pecuniary Benefits Transactions. Transactions that provide a direct or indirect pecuniary benefit to any Officer, or Trustee or any member of his or her immediate family; his or her employer; or any person or organization of which he or she is a Proprietor, Partner, Officer, Director, or Trustee, are prohibited unless they (1) satisfy RSA 7:19-a; (2) are in the Foundation's best interest; and (3) meet all of the following conditions.

- a. The transaction is made in the ordinary course of the Foundation's business or operation and the transaction is fair to the Foundation.
- b. With respect to any transaction with any one Officer or Trustee that exceeds \$500.00, approval is given by the greater of a quorum of the Board or 2/3 of the members of the Board who have not had a pecuniary benefit transaction with the Foundation during the fiscal year.
- c. The transaction does not involve a loan of money or property to an Officer or Trustee.

Section 3. Procedures Regarding Pecuniary Benefits Transactions. The Foundation shall list in its records each transaction with any one Officer or Trustee which exceeds \$500.00 in any one fiscal year and report them to the NH Director of Charitable Trusts annually as part of its annual report required under RSA 7:28, including the names of those benefiting from each transaction and the amount of the benefit. This list shall be available for inspection by Officers, Trustees, and all contributors. In addition, the Foundation shall publish a notice of any transactions with any one Officer or Trustee which alone or in the aggregate exceeds \$5,000.00 in any one fiscal year in a newspaper of general circulation in Concord, NH and give a copy of the notice to the NH Director of Charitable Trusts before the transaction takes place. The name of the Officer or Trustee, the amount of the transaction and any other information required by RSA 7:19-a II (d) must be stated in the notice.

ARTICLE IX: AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or rescinded by the Board at any meeting by a two-thirds (2/3) majority vote, provided notice of the proposed action is included in the notice of said meeting.

ARTICLE X: INDEMNIFICATION PROVISIONS

The Foundation may indemnify a person who is or was a director, officer, employee or agent of the Foundation or who is or was serving in another capacity at the request of the Foundation, to the extent authorized by law, and will purchase and maintain insurance to protect itself and such persons against liability.

ARTICLE XI: DISSOLUTION

Section 1. The Foundation may be dissolved upon the affirmative vote of two-thirds (2/3) of the members of the Board then in office taken at a meeting of the Board called for that purpose, or upon the written consent of all members of the Board entitled to vote thereon. No Trustee, officer or employee or person connected with the Foundation shall be entitled to share in the distribution of any of the Foundation assets upon its dissolution.

Section 2. On dissolution, after provision is made for payment of debts, all property of the Foundation, from whatever source arising, shall be distributed only to such organizations as (a) support the choral arts and (b) are then exempt from tax by virtue of Section 501(c) of the Internal Revenue Code of 1986, or any successor provision, and as the Board shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive.

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