

## **BYLAWS**

### **FRIENDS OF THE TRUMBULL HIGH SCHOOL CHOIRS, INC.**

#### **Article I Name and Offices**

##### **Section 1. Name**

The name of this Corporation is **Friends of the Trumbull High School Choirs, Inc.** (the "Corporation").

##### **Section 2. Principal Office**

The principal office of the Corporation shall be 72 Strobel Road, Trumbull, CT 06611.

##### **Section 3. Offices**

The Corporation may have other offices within or without the State of Connecticut at such places as the Board of Directors (the "Board") may from time to time determine.

#### **Article II Board of Directors**

##### **Section 1. Powers and Duties**

The activities, property, affairs, and business of the Corporation shall be managed by, or under the direction of, the Board. The Board shall have the power to amend the Corporation's Certificate of Incorporation (the "Certificate") and Bylaws. The Board shall have the right to vote on each matter requiring the vote of Directors in accordance with the Revised Nonstock Corporation Act of the State of Connecticut (the "Act"). The Board may exercise all powers of the Corporation as are authorized by Act, by the Certificate, and by these Bylaws.

##### **Section 2. Number and Composition**

The Board shall consist of not fewer than three (3) and not more than fifteen (15) Directors, each of whom shall be an individual who is active and diligent in meeting the obligations of a Director and who is committed to promoting and supporting the welfare, success, and purposes of the Corporation.

##### **Section 3. Election**

The Directors shall be elected at the Annual Meeting of Directors by the affirmative vote of a majority of all the Directors present and voting, a quorum being present.

##### **Section 4. Terms and Limits**

Each Director shall serve a two (2) year term, and each Director may serve two (2) successive terms. After the second two (2) year term, the Director shall no longer serve on the Board. A majority of the Directors then in office present and voting, a quorum being present, may vote to permit a Director to remain on the board for two (2) more successive terms;

provided, however, that the Director who is the subject of the vote shall not be entitled to vote and shall not be counted in determining a quorum.

**Section 5. Nomination**

Any Director may make a nomination for the election of a Director by submitting such nomination(s) in writing to the Secretary at least twenty (20) days prior to the Annual Meeting. The Secretary shall promptly give written or oral notice of any such nomination(s) to each Director and shall present a slate of Directors to be elected at least five (5) days prior to the Annual Meeting. No additional nominations may be made at the Annual Meeting.

**Section 6. Resignation**

The resignation of any Director from the Board shall be in writing addressed to the President of the Board. The resignation of the President shall be in writing addressed to the Board. If no effective date is stated, the resignation shall be effective upon receipt. Acceptance of the resignation shall not be necessary to make it effective.

**Section 7. Removal**

Any Director may be removed with or without cause upon the vote of two-thirds (2/3) of the Directors present and voting at any meeting at which a quorum is present. Notice of the proposed removal shall be given to the Director in question at least ten (10) days prior to the meeting at which the matter will be voted upon by the Board. The notice for the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of a Director.

**Section 8. Vacancies**

A vacancy shall be deemed to exist if the number of Directors in office is less than the maximum permitted. The existence of a vacancy shall decrease the number of Directors in office for the purpose of determining a quorum. Any vacancy occurring in the position of Director or Officer or to bring the number of Directors to the minimum required by Article II, Section 2 of these Bylaws may be filled at any meeting of the Board by a majority vote of the Directors then in office. The term of a person elected to fill a vacancy as Director expires at the next Annual Meeting at which Directors are elected.

**Section 9. Compensation**

The Directors shall serve without compensation for their services as Directors but may be reimbursed by the Corporation for their reasonable expenses and disbursements in that capacity on behalf of the Corporation.

**Section 10. Ex-Officio Director**

The Choral Director employed by Trumbull High School shall be an ex-officio Director of the Corporation. An ex-officio Director shall have no right to vote and shall not be counted as a Director in determining whether a quorum is present.

## **Article III Officers**

### **Section 1. Designation of Officers**

The Officers of the Corporation shall be a President, Secretary, and Treasurer, and such other Officers as the Board may from time to time appoint. The Officers shall be chosen from among the Directors. The same individual may simultaneously hold more than one (1) office, except for the positions of President and Treasurer.

### **Section 2. Terms of Office and Limits**

The term of each elected Officer shall be two (2) years, and each Officer may serve two (2) successive terms. After the second two (2) year term, the Officer shall no longer serve as an Officer. A majority of the Directors then in office present and voting, a quorum being present, may vote to permit an Officer to serve for two (2) more successive terms; provided, however, that the Officer who is the subject of the vote shall not be entitled to vote and shall not be counted in determining a quorum.

### **Section 3. Election**

Officers shall be elected at the Annual Meeting of the Board (following the election of Directors). Officers shall take office at the close of the meeting at which they are elected.

### **Section 4. Nomination**

Any Director may make a nomination for the election of an Officer by submitting such nomination(s) in writing to the Secretary at least twenty (20) days prior to the Annual Meeting. The Secretary shall promptly give written or oral notice of any such nomination(s) to each Director and shall give such notice in any event at least five (5) days prior to the Annual Meeting. No additional nominations may be made at the Annual Meeting.

### **Section 5. President**

The President shall be the chief executive officer of the Corporation and shall have general supervision of the business of the Corporation and over its Officers, subject to the control of the Board. The President shall preside at all meetings of the Corporation and of the Board and, in general, shall perform all duties as from time to time may be assigned to him or her by the Board or by any committee authorized by the Board. The President shall have the responsibility of guiding the Board in effectively discharging its responsibilities for the execution of the Corporation's objective as a tax exempt organization under section 501(c)(3) of the Internal Revenue Code, as amended. The President shall sign contracts and agreements in the name of the Corporation. The President shall see that the books, reports, statements and certificates required by the Act or other law are properly kept, made, and filed according to law. The President shall enforce these Bylaws and perform all of the duties incident to his office and such other duties as from time to time may be required of him or her by the Board.

### **Section 6. Secretary**

The Secretary shall:

- (a) keep the minutes of all meetings of the Corporation and of the Board in books to

be kept for the purpose;

- (b) see that all notices are duly given in accordance with these Bylaws or as required by the law;
- (c) be custodian of the records (other than financial);
- (d) file all reports required by the State of Connecticut on a timely basis; and
- (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board or by the President.

**Section 7. Treasurer**

The Treasurer, if required by the Board, shall give a bond for the faithful discharge of his or her duty, in such sum and with such surety or sureties as the Board shall require. The Treasurer shall:

- (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such depositories as shall be designated by the Board;
- (b) exhibit at all reasonable times his or her books of account and records to any of the Directors of the Corporation upon application during business hours at the office of the Corporation where such books and records are kept;
- (c) render a statement of the condition of the finances of the Corporation at all regular meetings of the Board and a full financial report at the annual meeting of the Corporation;
- (d) receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever and, subject to the direction of the Board or of any committee thereunto authorized or of the President, pay out and supervise the disbursement of moneys of the Corporation;
- (e) be authorized and empowered to sell, assign, transfer and/or deliver any and all stocks, bonds, evidences of interest and/or indebtedness, rights and options to acquire the same, and all other securities, corporate or otherwise, now or hereafter standing in the name of, or belonging to, this Corporation in any capacity;
- (f) file all reports required by the Internal Revenue Service on a timely basis; and
- (g) in general, perform all the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him by the President or by the Board.

**Section 8. Other Officers**

The duties of other officers who may be appointed by the Board shall be determined by the Board from time to time, as the needs of the Corporation may require.

**Section 9. Vacancies**

In the event of the death or disability or removal of any officer of the Corporation, the vacancy so created shall be filled by a majority vote of the Board so called for that purpose.

**Section 10. Compensation**

No compensation shall be paid to any Officer of the Corporation but the Officers may be reimbursed by the Corporation for their reasonable expenses and disbursements in that capacity on behalf of the Corporation.

**Article IV  
Meetings of the Board**

**Section 1. Regular Meetings of the Board**

The full Board shall meet at least quarterly during each calendar year. Reasonable notice of the date, time, and place of each such meeting shall be given to each Director by mail, telephone, facsimile, e-mail, or personally a minimum of four (4) days prior to the meeting, provided that no notice need be given of any meeting held in accordance with an approved schedule of regular meetings distributed to Directors.

**Section 2. Annual Meeting of the Board**

The Annual Meeting of the Board shall generally be held in June of each year and in any event during the first half of the year following the close of the Corporation's fiscal year at such time and place as the Board shall designate. Notice of the date, time, and place of the Annual Meeting shall be given to each Director by mail, telephone, facsimile, e-mail, or personally at least ten (10) days prior to the meeting.

**Section 3. Special Meetings of the Board**

Special meetings of the Board may be called by the President and shall be called by the Secretary upon receipt of written request of two (2) Directors stating the purpose of such meeting. Reasonable notice of the date, time, place, and purpose of each such meeting shall be given to each Director by mail, telephone, facsimile, e-mail, or personally a minimum of two (2) days prior to the meeting.

**Section 4. Waiver of Notice**

No notice of a Directors' meeting need be given to any Director (1) who attends such meeting in person, unless the Director at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting or (2) who waives such notice in writing executed and filed with the Secretary of the Corporation, either before or after such meeting. All waivers shall be made part of the minutes of the meeting.

**Section 5. Action in Lieu of Meeting of the Board**

Any action required or permitted to be taken by the Board may be taken without a meeting if all the Directors consent to such action in writing, which shall include a writing sent by e-mail. Such written consent shall be made a part of the minutes of the proceedings. Such action by written consent shall have the same force and effect as a vote of Directors at a duly convened meeting.

**Section 6. Place of Meeting**

The Board may hold its meetings at such place or places within or without the State of Connecticut as the Board may from time to time determine or shall be designated in the notice or waivers of notice thereof.

**Section 7. Quorum**

A majority of the number of Directors in office immediately before a meeting of the Board begins shall constitute a quorum for the transaction of business at that meeting. In the absence of a quorum for any such meeting, a Director present may adjourn such meeting from time to time until a quorum shall be present. Notice of any adjourned meetings need not be given.

**Section 8. Voting**

The act of a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the Board unless a greater number is required by these Bylaws or by law.

**Section 9. Director Participation in Meeting by Telephone**

A Director or a member of a committee of the Board may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

**Section 10. Proxy**

Any Director entitled to vote at a meeting of the Board may vote in person or by proxy. A Director entitled to vote may appoint a proxy to vote or otherwise act for the Director by signing an appointment form or by an electronic transmission of the appointment. An electronic transmission must contain or be accompanied by information from which one can determine that the Director authorized the electronic transmission.

**Section 11. Voting By Mail**

Elections of Directors and voting on other matters to come before the Corporation or the Board may be conducted and such actions may be voted upon by mail, in which case the slate of candidates or resolutions on other matters shall be mailed to the Directors at least two (2) weeks before the closing date for the vote. For purposes of this Section, mail shall include regular mail, express mail, overnight mail, facsimile, messenger, and e-mail, and e-mail shall include an electronic response entered onto a designated website. All ballots must be signed by the voting Director unless such Director responds by e-mail. Votes shall be timely if the postmark on the

envelope or facsimile, or the sent date of the return e-mail, is the closing date for the vote or earlier.

**Section 12. Assent**

A Director of the Corporation who is present at a meeting of the Board when corporate action is taken is deemed to have assented to the action taken unless (1) the Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding it or transacting business at the meeting; (2) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) the Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

**Article V  
Committees**

**Section 1. Board Committees**

The Board may appoint committees of two (2) or more Directors each to serve at the pleasure of the Board, which committees shall have and may exercise such authority and powers of the Board as shall be specified in the resolution of appointment.

**Section 2. Executive Committee**

The Board may designate no fewer than two (2) Directors, one of whom shall be the President, to constitute an Executive Committee. In addition to the powers and authority granted by these Bylaws and except as otherwise provided by these Bylaws or by law, the Executive Committee shall exercise all authority of the Board between meetings of the Board. The Executive Committee shall meet as the business of the Corporation requires. A majority of the entire membership of the Executive Committee shall constitute a quorum. Except as otherwise inconsistent with this Section of the Bylaws or law, the provisions of these Bylaws applicable to the Board as a whole shall also be applicable to the Executive Committee.

**Section 3. Committee Minutes**

Each Committee shall keep written minutes of its proceedings and shall report such minutes to the Board upon request. A copy of the written minutes shall be submitted to the Secretary.

**Article VI  
Conflicting Interest Transactions**

The Board has adopted a conflict of interest policy to require disclosure of a potential conflict of interest and to provide a procedure for addressing actual conflicts of interest. The policy applies to Officers, Directors, and employees of the Corporation. The conflict of interest policy will be reviewed and updated as necessary to comply with the Act and the Internal Revenue Code.

**Article VII  
Indemnification**

The Corporation shall utilize the provisions of Sections 33-1116 to 33-1124, inclusive of the Act to determine when the Corporation must provide or when the Corporation may provide indemnification to its Directors and others.

**Article VIII  
Amendments**

**Section 1. Bylaws**

These Bylaws may be amended at any meeting of the Board at which a quorum is present by a majority vote of the Directors present and voting, provided notice of the general nature of such amendment has been given to the Directors at least ten (10) days preceding the meeting at which they are to be acted upon.

**Section 2. Certificate**

The Certificate may be amended or restated upon the vote of two-thirds (2/3) of the Directors present and voting at any meeting at which a quorum is present, provided notice of the general nature of such amendment has been given to the Directors at least ten (10) days preceding the meeting at which they are to be acted upon.

**Article IX  
Finance and Property**

**Section 1. Fiscal Year**

The fiscal year of the Corporation shall be June through May.

**Section 2. Approved Signatures**

All checks, drafts, and other orders for the payment of money shall be signed by any Officer, Officers, agent, or agents as shall be authorized by the Board.

**Section 3. Contracts and Debts**

Contracts may be entered into or debts incurred only as directed by resolution of the Board or by its appointed delegate. When the execution of any contract or other instrument has been authorized by the Board without specification of the executing officer, any Officer may execute the same in the name of and on behalf of the Corporation.

**Section 4. Contributions, Gifts and Bequests**

Contributions, gifts, and bequests may be accepted by the Corporation in accordance with its policies. Unless otherwise designated by the donor or otherwise prescribed by statute or law, such gifts, bequests or contributions shall be utilized at the discretion of the Board.

Bylaws Adopted: October 14, 2010