

# **MUSICA SACRA CANTORUM, INC.**

**A Florida Corporation Not for Profit**

**d.b.a. Musica Sacra of Sarasota**

## **BYLAWS**



**Musica Sacra**  
*of Sarasota*

Musica Sacra Cantorum, Inc.  
PO Box 50581  
Sarasota, FL 34232  
941.405.7322

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## ARTICLE I—GENERAL

### *Section 1. Purpose*

Musica Sacra Cantorum, Inc. is a Florida not for profit corporation qualified as a tax-exempt organization under Chapter 501 (c) (3), L.R.C., incorporated in Florida, and is dedicated to the art of choral singing and fulfills its mission through performances. education and related activities.

### *Section 2. Governing Documents*

The primary governing document of the corporation is the Articles of Incorporation, as approved by and on record with the Corporations division of the Florida Secretary of State, from time to time. In the event of a conflict between the Articles of Incorporation and these bylaws, the Articles of Incorporation shall control and these bylaws shall govern the operation of the corporation to the extent they are consistent with and not in conflict with the Articles of Incorporation and the applicable law.

### *Section 3. Mission Statement*

The corporation shall have a mission statement, as the same is adopted by the Board of Directors from time to time.

## ARTICLE II—MEMBERSHIP

### *Section 1. Categories of Members*

The corporation shall have two categories of members which are designated as performing members and sustaining members.

### *Section 2. Qualifications of Performing Members*

Singers who are auditioned and invited by the artistic director to be singing members of the chorus are designated as performing members. Performing members shall be granted such status for one year, but such status shall be renewed from year to year so long as the person continues to be a singing member of the chorus. Performing members shall be the only voting members.

### *Section 3. Annual Meeting*

An Annual Meeting of the voting members shall be held each year at a time and place designated by the President with approval of the Board of Directors. The election of members to the Board

of Directors shall be held at the Annual Meeting. Other meetings of the voting members may be held on call of the President with approval of the Board of Directors.

#### *Section 4. Election*

A slate of candidates, equal in number to those being elected to Board membership, shall be nominated by the Governance Committee (*see page 11*). The slate of candidates shall be elected or not elected by a majority vote of the members present at the Annual Meeting of members at which the election is held.

### ARTICLE III—BOARD OF DIRECTORS

#### *Section 1. Number and Powers*

The business and property of the corporation, except as otherwise provided by the Articles of Corporation or governing law, shall be conducted and managed by its Board of Directors (the "Board"), which shall consist of seven voting members comprised of six members elected by the membership. The Artistic Director shall be an ex officio non-voting member of the Board of Directors. Ex officio members of the Board shall serve as members of the Board for so long as they serve in the designated office. A majority of the voting members of the Board of Directors shall be comprised of performing members. Vacant, unexpired terms on the Board of Directors may be filled by election by the Board of Directors after consultation with the Governance Committee.

#### *Section 2. Duties of Board Members*

The Board is responsible for setting the vision and goals of the organization, approving the strategic plan, approving annual goals and budgets, making final decisions regarding the employment of the music director, ensuring the financial health of the organization, and ensuring Board effectiveness in governing the organization.

The major responsibilities of each member of the Board are to:

- participate in Board meetings
- attend performances and special events
- be active on Board committees or task forces
- assist with fundraising and advocacy
- identify new talent for the organization's governance and activities

### *Section 3. Terms*

The elected members of the Board of Directors shall hold office for three-year terms. The elected directors shall be divided into three classes to provide for the expiration of the term of, as nearly as possible, one-third of the elected directors at the end of each administrative year. The term of each elected Director shall begin at the beginning of the next administrative and fiscal year following the election. Directors may be re-elected to subsequent terms but not to exceed three (3) successive full three-year terms, except that the Treasurer may serve unlimited consecutive terms.

### *Section 4. Annual and Regular Meetings of the Board*

Regular meetings of the Board shall be held at such times as may be fixed by the President or the Board. An annual meeting shall be specified by the Board and held to elect officers, to review the annual financial statement of the Corporation, to approve a budget for the forthcoming year, and to transact other business.

### *Section 5. Special Meetings*

Special meetings of the Board shall be held as called by the President or by at least three Directors, by seven days advance written notice to the remaining Directors.

### *Section 6. Place of Meetings*

The Board may hold its annual, regular and special meetings at such places in the local metropolitan area as it may from time to time determine. Meetings may be by conference or by other electronic means if all persons participating in the meeting can communicate with each other at the same time.

### *Section 7. Notice of Meetings*

Notice of place, day, and hour of every annual, regular, and special meeting shall be given to each Director, either

- By notice in writing, mailed not later than seven days before the date set for the meeting and addressed to the last known post office address of the Director, according to the records of the Corporation; or
- By notice in writing by e-mail sent not later than seven days before the date set for the meeting and addressed to each Director's e-mail address, according to the records of the Corporation; or
- Delivered personally or left at the Director's residence or usual place of business not later

than seven days before the date set for the meeting; or

- By telephone not later than seven days before the date set for the meeting. However, no notice of the time, place or purpose of any meeting need be given to any Director who waives such notice in a writing executed and filed with the records of the meeting, either before or after the holding thereof, or who participates in any meeting for any purpose other than to object to the manner of notice.

Unless the business to be transacted is a proposed amendment to the Bylaws, or the election or removal of Directors, the notice need not state the nature of the business to be transacted or the purpose of the meeting.

#### *Section 8. Quorum and Manner of Actions*

The presence of a majority of all voting Directors then serving on the Board shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of the Board. Unless otherwise specified herein, the affirmative vote of a majority of those Directors participating in a meeting, with any Directors abstaining on any matter not counted for any purpose other than the presence of a quorum, shall be an action of the Board.

#### *Section 9. Written Consent to Action by Directors*

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if a written consent to such action is signed by a majority of all Directors serving on the Board or on such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.

#### *Section 10. Removal of Directors*

At any meeting of the members of the Corporation called for the purpose, any Director may, by the vote of a majority of all Directors then serving on the Board, be removed from office, with or without cause.

#### *Section 11. Vacancies*

The Board may fill vacancies on the Board, including vacancies arising because of an increase in the number of Directors, by majority vote of those Directors present at the meeting at which the candidate is presented.

### *Section 12. Compensation*

Directors, as such, shall not receive compensation for their services. Nothing in this Section shall be construed so as to preclude a Director from serving the Corporation in any other capacity and receiving compensation therefor, or so as to preclude a Director from receiving reimbursement for expenses incurred in connection with his or her work as a Director.

## ARTICLE IV—OFFICERS

### *Section 1. Officers*

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may from time to time consider necessary for the proper conduct of the business of the corporation. The officers shall be elected by a majority vote of all voting Directors then serving on the Board, from its members, at the Annual Board Meeting. Each officer shall hold office for a term of two years, ending at the end of the second year. The terms of all officers shall begin at the beginning of the next administrative and fiscal year following the election. An officer may be reelected for two additional two-year terms, for a maximum of six years.

### *Section 2. President*

The Board shall elect one of its members to be President. The President shall preside at all meetings of the Board and Executive Committee and shall have the responsibility for ensuring that all orders and resolutions of the Board are carried into effect. The President shall appoint all Board committee chairpersons. The President shall perform such other duties as are assigned to the President by the Board.

### *Section 3. Vice President*

The Vice President shall perform the duties of the President in the absence of the President and shall have such other responsibilities as may be assigned by the President.

### *Section 4. Secretary*

The Secretary shall keep minutes of the meetings of the Board in books provided for the purpose; shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; shall be the custodian of the records and in general, shall perform all duties ordinarily incident to the office of a secretary of a corporation, and such other duties as, from time to time, may be assigned by the Board or by the President of the Board.



### *Section 5. Treasurer*

The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all monies or other valuable effects in such banks, trust companies, or other depositories as shall, from time to time, be selected by the Board; shall render to the President of the Board and to the Board, whenever requested, an account of the financial condition of the Corporation; shall arrange for an annual audit of the financial statements of the Corporation by such independent person or committee as shall be approved by the Board; and in general, shall perform all the duties ordinarily incident to the office of a treasurer of a corporation, and such other duties as may be assigned by the Board or by the President of the Board. The Treasurer shall serve as an ex officio member of the Finance Committee (*see page 10*).

### *Section 6. Compensation*

Officers, as such, shall not receive compensation for their services, unless otherwise provided by the Board. Nothing in this Section shall be construed to preclude an officer from serving the Corporation in any other capacity and receiving compensation therefor, or to preclude an officer from receiving reimbursement for expenses incurred in connection with work as an officer.

### *Section 7. Officers Holding More Than One Office*

No officer shall hold more than one office at one time. No officer shall execute, acknowledge or verify any instrument in more than one capacity.

### *Section 8. Removal of Officers*

The Board shall have the power at any regular or special meeting to remove any officer with or without cause, by vote of the majority of all Directors then serving on the Board.

### *Section 9. Vacancies of Officers*

The Board, by majority vote of all Directors then serving on the Board, at any regular or special meeting shall have the power to fill a vacancy occurring in any office for the unexpired portion of the term.

## ARTICLE V: BOARD STRUCTURE

### *Section 1. Standing Committees*

The Board may create an Executive Committee, a Finance Committee, a Planning Committee, a Governance Committee, and a Development Committee, each composed of at least two members of the Board, and may include other (non-Board) members. A Board member may serve on more than one committee. With the exception of the Executive Committee, as previously noted, the President shall appoint all committee chairmen.

### *Section 2. Executive Committee*

The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The general duties of the Executive Committee shall be as follows:

1. Take action in emergency situations where it is not possible to convene a quorum of the Board.
2. Submit policy recommendations to the Board regarding the performance of the Executive Director and the Music Director.
3. Develop meeting agendas consistent with annual goals and work plans.
4. Direct appraisal process for Executive Director and Music Director; establish annual objectives; assess performance; recommend employment, retention or termination; recommend to the Board compensation consistent with the results of the annual evaluation.
5. Perform other duties as may be assigned by the Board or the President.

### *Section 3. Finance Committee*

The general duties of the Finance Committee shall be as follows:

1. Recommend an annual budget to the Board.
2. Allocate and monitor spending of standing committees, and task forces.
3. Report, as requested, to the Board on the Corporation's financial status.
4. Develop and monitor financial performance indicators and associated standards for regular review, presenting analyses when such indicators exceed or fail to meet established thresholds or otherwise warrant attention and action by the Board.
5. Direct and review the organization's long-range financial plan.
6. Oversee sustaining resources and, with the Development Committee, oversee the endowment program and funds.

7. Facilitate an audit by an independent party or Audit Committee consisting of at least three persons, on a schedule determined by the Board.
8. Analyze, recommend and, if approved by the Board, oversee capital expenditures of the organization.
9. Review requests dealing with finances forwarded by the management and submit recommendations to the Board regarding approval or disapproval.
10. Perform other duties as may be assigned by the Board or the President.

#### *Section 4. Strategic Planning Committee*

The general duties of the Strategic Planning Committee shall be as follows:

1. Draft policy recommendations regarding the Board's responsibility for strategic direction setting.
2. Develop and recommend the Strategic Plan to the Board.
3. Review recommendations from management regarding strategies to implement the Strategic Plan.
4. Recommend task forces on an annual basis and goals to be achieved by each.
5. Ensure that the Strategic Plan reflects the needs and concerns of stakeholders.
6. Monitor implementation of the plan and assess the degree to which the organization achieves its goals and mission.
7. Perform other duties as may be assigned by the Board or the President.

#### *Section 5. Governance Committee*

The general duties of the Governance Committee shall be as follows:

1. Submit recommendations regarding the Board's responsibility for the Board's effective and efficient functioning.
2. Make proposals to the Board regarding its structure and annual work plans.
3. Plan Board education, including new Director orientation and retreats.
4. Develop actual and ideal Board composition profiles.
5. Monitor diversity in Board recruitment and representation in programs.
6. Direct the nomination and election of the Corporation's governing Board and Officers.
7. Evaluate performance of compensated personnel and forward recommendations to the Board regarding term renewal.
8. Arrange, oversee, and analyze the results of a periodic governance assessment.

9. Perform other duties as may be assigned by the Board or the President of the Board.

#### *Section 6. Development Committee*

The general duties of the Development Committee shall be as follows:

1. Establish annual fundraising target levels for each source (foundation, government individual, corporate, etc.) and targets related to time period of the Strategic Plan and submit to Board for approval.
2. Review and recommend to the Board short and long-term development strategies.
3. Monitor achievement of fundraising targets, presenting analyses when such targets are exceeded or not met. or otherwise warrant attention and action by the Board.
4. Oversee development of sustaining resources and, with the finance committee, endowment, funds and any capital campaign, etc.
5. Suggest means for Board members to participate in development activities.
6. Review periodically the fundraising materials in use.
7. Provide specific support to staff as needed.
8. Oversee the marketing and community outreach programs of the corporation.
9. Perform other duties as may be assigned by the Board or the President.
10. Work with and assist the Development Director, if there is a Grants Coordinator.

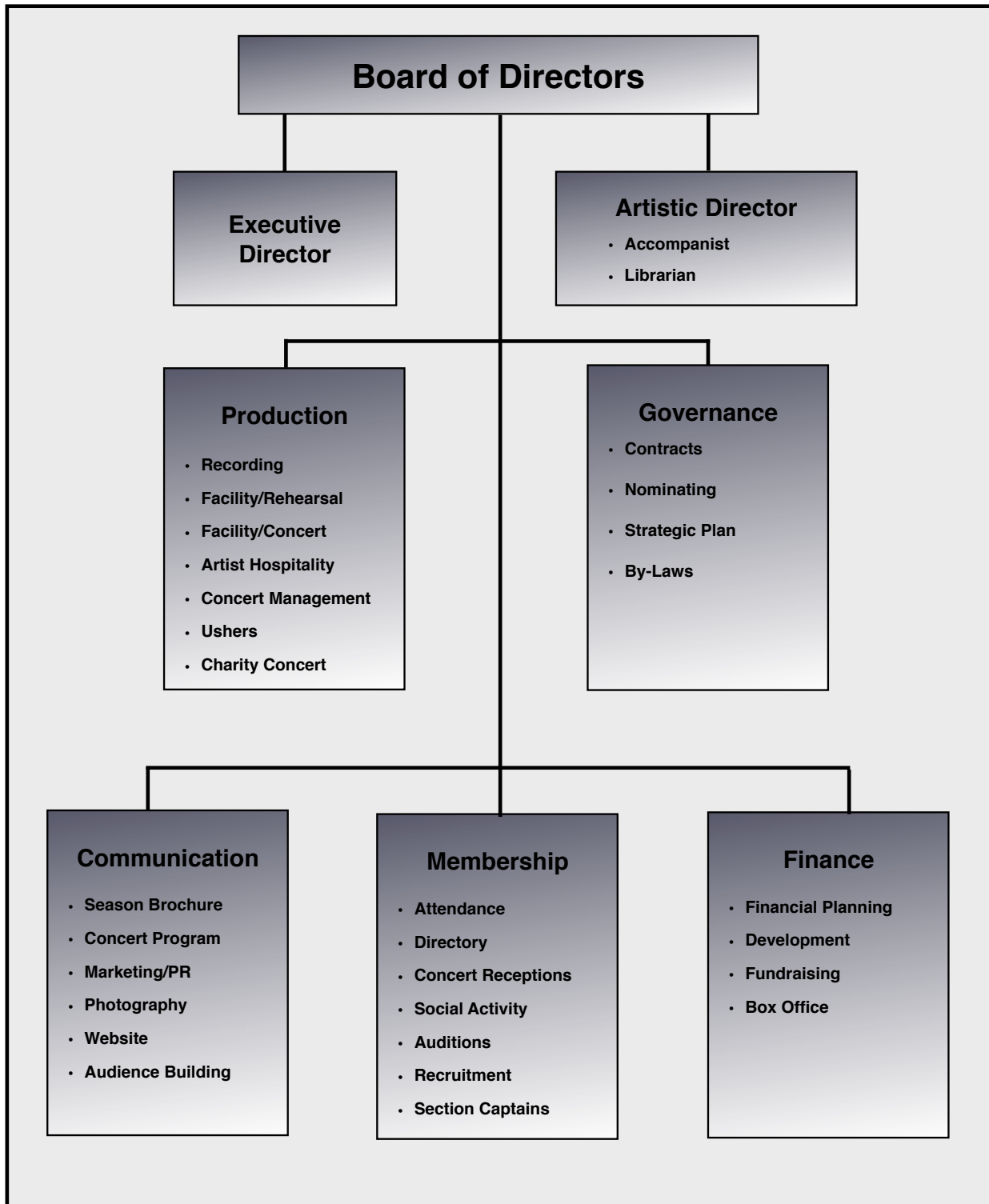
#### *Section 7. Task Forces*

To accomplish the activities in the Strategic Plan not generally falling under the duties of a standing Board committee, the Strategic Planning Committee may recommend to the Board the creation of task forces. Task forces may be comprised of Board and/or other (non-Board) members. Task forces may be designated by the Board to accomplish specific objectives not in the Strategic Plan. Task forces should be designated for a one year term which may be extended.

The duties of task forces are to:

1. Plan and implement activities as determined by the Board.
2. Report their progress to the Chairman of the Strategic Planning Committee and account for spending to the Chairman of the Finance Committee.

**Figure 1. Organizational Chart of Musica Sacra Cantorum**



**ARTICLE VI—COMPENSATED PERSONNEL***Section 1. Artistic Director*

The Board shall engage an Artistic Director who shall have responsibility, under the general direction of the Board, for all of the musical activities of the Corporation. The Artistic Director shall serve ex officio as a non-voting member of the Board. The Artistic Director may, subject to the approval of the Board, appoint such assistants as may be needed. The Artistic Director shall, whenever requested, report to the Board, and shall perform such other duties as may be assigned to him or her by the Board. The Artistic Director shall submit all proposed programs to the Board for its approval as to financial feasibility.

*Section 2. Executive Director*

The Board may engage an Executive Director who shall have responsibility, under the general direction of the Board, for the management of the business and administrative affairs of the Corporation. The Executive Director shall serve ex officio as a non-voting member of the Board. The Executive Director may, subject to the approval of the Board, appoint such administrative staff as may be needed. The Executive Director shall be the chief of the staff of the Corporation and shall report directly to the Board.

*Section 3. Cover Conductor*

The Board may, upon recommendation of the Artistic Director, engage a Cover Conductor who shall perform the functions of the Artistic Director in the absence of the Artistic Director and shall perform such other duties and responsibilities as shall be designated by the Artistic Director.

*Section 4. Development Director*

The Board may, upon recommendation of the Development Committee, engage a Development Director and/or a Grants Coordinator who shall coordinate development efforts and activities.

*Section 5. Accompanist*

The Board shall, upon recommendation of the Artistic Director, engage a rehearsal accompanist, who shall perform such duties and responsibilities as shall be designated by the Artistic Director.

## ARTICLE VII—CHORUS

### *Section 1. Activities*

The Artistic Director shall audition and prepare a chorus which shall present concerts and other performances of choral music to the public; and may tour, record, and provide educational programs.

## ARTICLE VIII—MISCELLANEOUS PROVISIONS

### *Section 1. Negotiable Instruments and Other Evidence of Indebtedness*

All checks, drafts or orders for payment of money, notes and other evidences of indebtedness, issued in the name of the Corporation, shall be signed by the Treasurer or by other designated officers. Requirements for dual signatures may be decided from time to time by resolution of the Board, who shall designate the officers empowered for such signatures. No blank checks shall be signed.

### *Section 2. Fiscal Year and Administrative Year*

The fiscal year and administrative year of the Corporation shall extend from July 1 to June 30 unless otherwise provided by the Board.

### *Section 3. Amendments*

These Bylaws, or any of them, or any additional or amended Bylaws, may be altered or repealed and new Bylaws may be adopted at any regular or special meeting of the Board, the notice of which shall set forth the terms of the proposed amendment, by the majority vote of all Directors then serving on the Board.

### *Section 4. Indemnification*

The Corporation may purchase and maintain insurance for the purpose of reimbursing and indemnifying any Trustee, officer, agent or employee against losses reasonably incurred by him or by her (including, without limitation, judgments, penalties, fines, settlements, and reasonable attorneys' fees and other expenses) in connection with any action, suit, or proceeding to which he or she may be made a party by reason of being or having been a Director, officer, employee or agent of the Corporation. To the extent that any Director, officer, employee or agent reasonably incurs such losses in connection with any such action, suit, or proceeding which are not

reimbursed by insurance (whether purchased by the Corporation or by the individual Director or officer, agent or employee), the Corporation shall indemnify such Director, officer, agent or employee against such losses including reasonably incurred expenses to the full extent permitted by the Florida Not for Profit Corporation Act.