

BY-LAWS

Of

THE NEW YORK CHORAL CONSORTIUM, LTD. Approved May 12, 2011

Article I

MEMBERSHIP

Sec. 1. Members. Any organization presenting performances of choral music in the area known as the United States Bureau of the Census Standard Metropolitan Statistical Area which includes New York City may become a member (a "Member") of The New York Choral Consortium, Ltd. (the "Corporation"). Initial Members of the Corporation are listed on Exhibit A, annexed hereto and made a part hereof.

Sec. 2. Election of Members. An organization may be elected a Member by written application to, and acceptance by the Membership Committee, and upon payment of dues.

Sec. 3. Honorary Members. The Board of Directors, at a duly organized meeting, may elect honorary members by a two-thirds vote of the Members present. Honorary members shall be exempt from payment of any dues or fees whatsoever and shall be entitled to all the privileges of regular Members, except the right to vote or hold office.

Sec. 4. Resignation. Any Member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the secretary, which notice shall be presented to the Board of Directors or executive committee by the secretary at the first meeting after its receipt.

Sec. 5. Suspension, Expulsion. A Member may be suspended for a period or expelled for cause such as violation of any of the bylaws or rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by a two-thirds vote of the Board of Directors or by a two-thirds vote of the Members, provided that a statement of the charges shall have been mailed by registered mail to the Member under charges at its last recorded address at least fifteen (15) days before final action is taken thereon; this statement shall be accompanied by a notice of the time when and place the Board of Directors or the Members (as the case may be) is or are to take action in the premises. The Member shall be given an opportunity to present a defense at the time and place mentioned in such notice.

Notwithstanding the above, any Member whose dues are in arrears shall be suspended and have no right to vote.

Article II

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the next following thirtieth day of June. The first fiscal year of the Corporation shall end on June 30, 2011.

Article III

DUES

Sec. 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by Members. Dues or initiation fees or both may be set at different levels, provided that Members similarly circumstanced shall be treated equally.

Sec. 2. Payment of Dues. Dues shall be payable at the beginning of each fiscal year, after the first fiscal year of the Corporation. Dues of a new Member shall be prorated from the first day of the month in which such new Member is elected to membership, for the remainder of the fiscal year of the Corporation in which the Member is elected. Dues shall be considered past due if not paid by the end of October.

Sec. 3. Default and Termination of Membership. When any Member shall be in default in the payment of dues for a period of four months from the beginning of the fiscal year or period for which such dues became payable, that Membership may thereupon be terminated by the Board of Directors in the manner provided in Article I, Section 5, of these Bylaws.

Article IV

MEETINGS

Sec. 1. Annual Meetings. There shall be an annual meeting of Members of the Corporation on a date set by the Board of Directors, for the election of persons to Chair Standing Committees of the Corporation and, by virtue of such election, to serve as directors of the Corporation, for receiving the annual reports of officers, directors and committees, and for the transaction of other business. The meeting shall be held within two months of the fiscal year. Notice of the meeting, signed by the secretary, shall be transmitted by electronic mail or by conventional written mail, except as herein or by statute otherwise provided. Notices shall be transmitted to the last recorded address of each Member at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. All notices of meetings shall set forth the place, date, time and purpose of the meeting.

Sec. 2. Special Meetings. Special meetings may be called by the Board of Directors at its discretion. Upon the written request of _____ () Members, the Board of Directors shall call a special meeting to consider a specific subject. Notice for any special meeting is to be given in the same manner as for the annual meeting. No business other than that specified in the

notice of meeting shall be transacted at any special meeting of the Members of the Corporation.

Sec. 3. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the Members of the Corporation may be held at any time and at any place within the State of New York, and any action may be taken thereat, if notice and lapse is waived in writing by every Member having the right to vote at the meeting.

Sec. 4. Quorum. The presence in person of six or more Members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business. A Member shall be deemed present in person if the Member is present by telephonic or internet communication, where every Member present is able to hear every other Member. If there are fewer than eleven Members of the Corporation entitled to act as Members, then a quorum shall be a majority of the Members of the Corporation.

Sec. 5. Voting. Each Member shall designate the person who shall act for it at any meeting of the Corporation. The designation of the person shall be carried out in the manner established by the Member's procedures. Each Member shall be entitled to only one vote. All questions, the manner of deciding which not being otherwise prescribed, shall be decided by majority vote of the Members present at any Meeting. A majority vote of Members is more than half a quorum at any meeting.

Sec. 6. Proxies. Members of the Corporation shall not be entitled to vote at any meeting thereof by proxy. A properly appointed designee of a Member shall not be deemed a proxy for the Member.

Sec. 7. Order of Business. The order of business shall be as follows at all meetings of Members of the Corporation, of the Board of Directors, and of the executive committee:

1. Calling of the roll
2. Proof of notice of meeting or waiver of notice
3. Reading of the minutes
4. Receiving communications
5. Reports of officers
6. Reports of committees
7. Unfinished business.
8. New business.

Any questions as to the priority of business shall be decided by the chair without debate.

Article V

DIRECTORS

Sec. 1. Number. The property, affairs, business, and concerns of the Corporation shall be vested in a Board of Directors, consisting of each person elected as an officer of the Corporation and of each person elected as the Chair of one of the Standing Committees of the Corporation. The election of the Officers of the Corporation and the election of the persons who will serve as Chairs of the Standing Committees of the Corporation shall take place at the annual meeting of the Members of the Corporation. Upon election, a person shall immediately enter upon the performance of his or her duties and shall continue to serve until the Members have designated a successor.

Sec. 2. Election of Directors and Term. At the annual meeting next held after the adoption of these bylaws, the Members shall elect the persons who are the Officers of the Corporation and the Chairs of the several standing Committees of the Corporation. Those persons shall, by virtue of such election, serve as the directors of the Corporation. Each person elected by the Members shall serve as a Director for a term of one year. The Directors shall be elected at each annual meeting thereafter. At the expiration of any term, any Director may be re-elected by the Members..

Sec. 3. Duties of Directors. The Board of Directors may (1) hold meetings at such times and places as they think proper; (2) appoint committees on particular subjects from the Members; (3) audit bills and disburse the funds of the Corporation; (4) employ agents, and (5) devise and carry into execution such other measures as they deem proper and expedient to promote the objects of the Corporation and to best develop the interests and activities of the Members.

Sec. 4. Regular and Special Meetings of the Board. Regular meetings of the Board of Directors shall be held immediately succeeding the annual meeting of Members. Notice of the meeting of the Board of Directors, signed by the secretary, shall be mailed to the last recorded address of each Member at least ten (10) days before the time appointed for the annual meeting. The President may, when he deems necessary, or the Secretary shall, at the request in writing of three Members of the Board, plus the President, issue a call for a special meeting of the Board, and only five (5) days notice shall be required for such special meetings.

Sec. 5. Quorum. A majority of the Directors present at any meeting of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the president and vice-president, the quorum present may choose a chairman for the meeting.

Article VI

OFFICERS

Sec. 1. Number. The officers of this Corporation shall be a president, vice-presidents, if elected by the Members, a secretary, and a treasurer.

Sec. 2. Method of Election. The Members shall elect all officers for a term of one year. Such election shall take place during the annual meeting. A majority of a quorum present shall be necessary to constitute an election.

Sec. 3. Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

PRESIDENT

The president shall preside at the meetings of the Corporation and of the Board of Directors, and shall be a member ex officio, with right to vote, of all. He shall also, at the annual meeting of the Corporation and such other times as he deems proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the president.

VICE-PRESIDENT

In case of the death or absence of the president, or of his or her inability from any cause to act, the vice-president shall perform the duties of the office of the president.

SECRETARY

It shall be the duty of the secretary to give notice of and attend all meetings of the Corporation and its several divisions and all committees and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the Members of the Corporation; to notify the officers and Members of the Corporation of their election; to notify Members of their appointment on committees; to furnish the chairman of each committee with a copy of the vote under which the committee is appointed, and at his or her request, to give notice of the meetings of the committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the Corporation, and generally to devote his best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the secretary, the President may appoint a secretary pro tem.

TREASURER

The treasurer shall keep complete and correct records of all moneys received and expended for the use of the Corporation, shall collect the annual dues of members and shall make disbursements only upon vouchers approved in writing by any Director. A disbursement approved in writing by the treasurer shall be made by any other officer. The treasurer shall deposit all sums received in a bank, or banks, or trust company approved by the executive committee, and make a report at the annual meeting or when called upon by the president. Except as provided herein, funds may be drawn only upon the signature of the treasurer.

The funds, books and vouchers in the treasurer's hands shall at all times be under the supervision of the Board and subject to its inspection and control. Audits of the books and records of the Corporation shall be performed in compliance with the laws of the State of New York governing Not-For-Profit Corporations. At the expiration of a treasurer's term of office, the treasurer shall deliver over to his or her successor all books, moneys and other property, or, in the absence of the treasurer-elect, to the president. In case of the absence or disability of the treasurer, the executive committee may appoint a treasurer pro tem.

Sec. 4. Bond of Treasurer. Until such time as either the annual revenues of the Corporation shall exceed one hundred thousand dollars, or the assets of the Corporation shall exceed two hundred thousand dollars, no security for the faithful discharge of the treasurer's duties shall be required. At such time as the annual revenues or the assets of the Corporation exceed the aforementioned limits, the treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his duties as the Board may direct.

Sec. 5. Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

Sec. 6. Compensation of officers. The officers shall receive no salary or other compensation, but may be reimbursed for all out of pocket expenses incurred in the performance of their duties for the Corporation.

Article VII

COMMITTEES

Sec. 1. Executive Committee. The president, the vice-president, the secretary and the treasurer shall constitute the Executive Committee of the Board of Directors. The Executive Committee shall act on behalf of the Corporation in any matter when the Board of Directors is not in session, reporting to the Board of Directors for its ratification of their action at each regular or special meeting called for the purpose. Three members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the president or by three members. The Executive Committee shall have the treasurer's accounts audited at least once each year by an accountant and report thereon to the Board of Directors.

Sec. 2. Standing Committees. At each annual meeting, or as soon thereafter as practicable, the Members shall elect the persons who shall serve as Chairs of the following Standing Committees of the Corporation:

- Fundraising
- Marketing
- Communications
- Venues and Repertoire
- Membership (Outreach)

Persons elected to Chair Standing Committees of the Corporation shall serve also as directors of the Corporation.

The Members may add additional Standing Committees from time to time, as deemed necessary for the operation of the Corporation.

Sec. 3. Other Committees. The president may, at any time, designate other committees on any subject for which there are no Standing Committees. Such other committees shall not be Standing Committees unless the determination by the President is approved by a vote of two thirds of the Members of the Corporation.

Sec. 4. Committee Quorum. A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

Sec. 5. Committee Vacancies. The Board of Directors shall have the power to fill vacancies in committee membership.

Article VIII

AMENDMENTS

Sec. 1 Bylaw Amendments These bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the Members at any duly organized meeting of the Corporation. The proposed change shall be mailed to the last recorded address of each Member at least ten (10) days before the time of the meeting which is to consider the change.

Sec. 2 Certificate of Incorporation Amendments The Certificate of Incorporation of the Corporation may be amended, repealed, or altered in whole or in part by a two-thirds vote of the Members at any duly organized meeting of the Corporation. The proposed change shall be mailed to the last recorded address of each Member at least ten (10) days before the time of the meeting which is to consider the change.

Initial Members of the Corporation

Exhibit A