

RESTATED AND AMENDED BYLAWS OF THE  
RADCLIFFE CHORAL SOCIETY FOUNDATION, INC.

adopted by the Board of Directors May 21, 2016

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Section 1. ARTICLES OF ORGANIZATION, LOCATION, CORPORATE SEAL AND FISCAL YEAR

1.1 Articles of Organization. The name of the corporation shall be as set forth in its Articles of Organization. These Bylaws, the powers of the corporation and of its directors and officers, and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.

1.2 Purpose. (a) to assist the work of the Radcliffe Choral Society in all ways which are deemed proper by the corporation and which are in furtherance of charitable and educational purposes,

(b) to promote and encourage the composition, study, and performance of women's choral music of high artistic standards in the United States of America,

(c) to promote and encourage deeper international understanding through the medium of personal and recorded performance abroad of women's choral music of high artistic standards,

(d) to contribute from time to time to established musical organizations, including university or school choral groups, and to other organizations to promote and encourage the performance of women's choral music,

(e) to promote and encourage research in the field of women's choral music and allied fields; and to assist lecturers, teachers, and students through grants-in-aid, scholarships, loans and prizes,

(f) to publish and disseminate, but not for profit, musical scores, articles, books, pamphlets, musical recordings, and other materials relating to choral music,

(g) to serve as a network and resource to the members and former members of the Radcliffe Choral Society, specifically through the preservation of the rich history of the organization, and through taking such specific actions as organizing alumnae gatherings and communicating with alumnae via regular newsletters, and

(h) any additional purposes set forth in the Articles of Organization.

1.3 Location. The principal office of the corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The directors may change the location of the principal office in The Commonwealth effective upon filing a certificate with the Secretary of the Commonwealth. The corporation may have other offices.

1.4 Corporate Seal. The directors may adopt and alter the seal of the corporation.

1.5 Fiscal Year. The fiscal year of the corporation shall end on August 31 in each year unless the directors change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

Section 2. MEMBERS

2.1 Members. The members of the corporation shall be:

- (a) All current directors.
- (b) All people who have made a donation to the corporation during the current fiscal year or during at least one of the most recent three complete fiscal years. The board of directors may set a minimum contribution for this purpose.
- (c) Any person or class of people designated as members by the board of directors. Such a designation may be for a stated period of time.

In addition, the board of directors may designate non-voting members of the corporation who shall have no right to notice of meetings or any other privileges of membership.

## 2.2 Meetings of Members.

- (a) The annual meeting of members shall be held not later than the last day of June at such time and place as the directors shall designate.
- (b) Special meetings of members may be held at any time and place when called by the board of directors or by the lesser of ten (10) members or ten percent. (10%) of the total members.
- (c) Notice and Record Date. Notice of each meeting shall be given to each voting member, by first class mail, postmarked not less than seven (7) days before the meeting. In the case of special meetings, such notice shall state the purpose of the meeting. The Board of Directors may set a record date for the determination of members, which shall not be more than sixty (60) days before the meeting.
- (d) At any meeting of members, a quorum shall be the lesser of ten (10) members or ten percent. (10%) of the total members.

2.3 Removal of Members. The board of directors may remove a member or class of members if that member or class was designated as such pursuant to Section 2.1 (c).

## Section 3. CONTRIBUTORS, ADVISERS, FRIENDS OF THE CORPORATION

The directors may designate certain persons or groups of persons as contributors, advisers or friends of the corporation or such other title as they deem appropriate. Such persons shall serve only in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

## Section 4. BOARD OF DIRECTORS

4.1 Powers. The corporation shall have a board consisting of directors who shall have the power and duties of a board of directors under Massachusetts law. The directors shall be responsible for the general management and supervision of the business and affairs of the corporation.

4.2 Number and Election. The directors shall consist of a number not less than three (3), as set by the board of directors, and shall be elected by members at the annual meeting or at a special meeting called for the purpose of electing directors. In the event of the occurrence of any vacancy or vacancies in the board of directors, however caused, the remaining directors, even if less than three (3) directors, may, by the vote of a majority of their number, fill any vacancy or vacancies for their unexpired terms. The

number of directors may be increased or decreased, but not below three (3), from time to time by a majority of the directors then in office.

4.3 Term of Office. Directors shall hold office for staggered three year terms ending at the third annual meeting of members after their election or until the director sooner dies, resigns or is removed. Directors shall be assigned terms by the board of directors upon their election so that approximately one-third of the board stands for election each year.

4.4 Regular Meetings. The directors shall meet annually on the date of the annual meeting or at such earlier or later date as the president may determine from time to time. Other regular meetings of the directors may be held at such places and at such times as the president may determine. Meetings need not be in The Commonwealth.

4.5 Special Meetings. Special meetings of the directors may be held at any time and at any place when called by the president or by three (3) or more directors.

4.6 Notice of Meetings. Notice of the time and place of each meeting of the directors shall be given to each director by mail, facsimile or electronic transmission at least seven days before the meeting addressed to her at her usual or last known business or residence address. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by her before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to her. Neither such notice nor waiver of notice need specify the purpose of the meeting, unless otherwise required by law or these Bylaws.

4.7 Quorum. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.8 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law or these Bylaws.

4.9 Action by Writing. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents may be transmitted electronically. Such consents shall be treated for all purposes as a vote at a meeting.

4.10 Presence Through Communications Equipment. Unless otherwise provided by law, members of the board of directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

4.11 Term limits. Directors shall be limited to two full consecutive three year terms, and may be renominated for terms to start after the passage of one year. The board of directors, by a vote of two-thirds (2/3) of the directors present, may waive this limitation and permit the renomination of a director.

## Section 5. OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the corporation shall be a president, treasurer, clerk and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. Subject to Section 5.2, an officer may, but need not, be a director. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time, except that the offices of president and clerk may not be held by the same person.

5.2 Election. The president, treasurer and clerk shall be elected annually by majority vote of the directors at their annual meeting and shall be chosen from among the directors. Other officers, if any, may be elected at any time.

5.3 Tenure. The president, treasurer and clerk shall each hold office until the next annual meeting of the directors and until her successor is chosen and qualified, and each other officer shall hold office until the annual meeting of the directors unless a shorter period shall have been specified by the terms of her election or appointment, or in each case until she sooner dies, resigns, or is removed. Any agent shall retain her authority at the pleasure of the directors.

5.4 Chairman of the Board of Directors. If a chairman of the board of directors is elected, she shall preside at all meetings of the directors except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

5.5 President and Vice Presidents. The president shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. If no chairman of the board of directors is elected, the president shall preside at all meetings of the directors, except as the directors otherwise determine. If the president is absent from any meeting of directors, a vice president, or a temporary chairman chosen at the meeting, shall preside at the meeting.

The vice president or vice presidents, if any, shall have such duties and powers as the directors shall determine. A vice president shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of her inability to act.

5.6 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. She shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. She shall also be in charge of its books of account and accounting records, and of its accounting procedures. It shall be the duty of the treasurer to prepare or oversee all filings required by The Commonwealth, the Internal Revenue Service, and other federal or state agencies. She shall have such other duties and powers as are designated by the directors or the president. No bond or surety shall be required.

5.7 Clerk. The clerk shall record and maintain records of all proceedings of the directors, whether at meetings or by written consent, in a book or series of books kept for that purpose, which book or books shall be kept within The Commonwealth at the principal office of the corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of any director. The clerk shall also record and maintain records of all proceedings of any executive committee, or of any other committee to which any powers of the directors are delegated pursuant to Section 7.3, whether at meetings or by written consent, in such book or series of books. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and Bylaws and names of all directors and the address of each. If the clerk is absent from any meeting of

directors, an assistant clerk, or a temporary clerk chosen at the meeting, shall exercise the duties of the clerk at the meeting.

## Section 6. RESIGNATIONS, REMOVALS AND VACANCIES

6.1 Resignations. Any director or officer may resign at any time by delivering her resignation in writing to the chairman of the board, if any, or the president or the clerk or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

6.2 Removals. A director may be removed with or without cause by a two-thirds (2/3) vote of the directors then in office (not including herself) except that a director nominated by petition may be removed only with reasonable cause. An officer may be removed with or without cause by the vote of a majority of the directors then in office (not including herself).

6.3 No Right to Compensation. No officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) no officer removed, shall have any right to any compensation as such officer for any period following her resignation or removal, or any right to damages on account of such removal, whether her compensation be by the month or by the year or otherwise; unless the directors shall, in their discretion, provide for compensation.

6.4 Vacancies. Any vacancy in the board of directors, including a vacancy resulting from the enlargement of the board, may be filled by the directors by a vote of a majority of the directors then in office. The directors shall elect a successor if the office of the president, treasurer or clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term, and, in the case of the president, treasurer and clerk, until her successor is chosen and qualified, or in each case until she sooner dies, resigns, or is removed. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

## Section 7. COMMITTEES

7.1 Executive Committee. There shall be an Executive Committee consisting of at least three (3) and not more than nine (9) directors chosen annually by the board of directors and chaired by the president. Unless the directors otherwise determine, the Executive Committee shall have the power to act on all matters requiring prompt action between meetings of the directors except for such matters as are specified in Section 55 of Chapter 156B of the General Laws of Massachusetts.

7.2 Nominations. There shall be a Nominating Committee consisting of at least three (3) and not more than seven (7) directors chosen annually by the board of directors which shall nominate candidates for director, president, treasurer and clerk, and may nominate candidates for additional officerships. The board of directors shall designate one committee member as chairman.

In addition, candidates for director may be nominated by a petition signed by at least fifteen (15) members.

7.3 Other Committees. The directors may elect or appoint one or more standing or ad hoc committees and may delegate to any such committee or committees any or all of their powers, except for such matters as are specified in Section 55 of Chapter 156B of the General Laws of Massachusetts, provided that any

committee to which powers of the directors are delegated shall consist solely of directors. The directors shall specify how the chairman of each committee will be chosen.

The president may appoint one or more ad hoc committees or task forces; the chairman of any such committee shall be a director.

7.4 Notice of Meetings. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided for the directors in Sections 4.6 (except that the period shall be two days) through 4.10 of these Bylaws. The members of any committee shall remain in office at the pleasure of the directors.

#### Section 8. EXECUTION OF PAPERS

Unless the directors generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president, a vice president (including any assistant vice president), the treasurer or an assistant treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president or a vice president (including any assistant vice president) and the treasurer or an assistant treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the corporation.

#### Section 9. COMPENSATION; PERSONAL LIABILITY

9.1 Compensation. Directors shall not be entitled to receive compensation for their services, except that they may receive such amounts, if any, as the directors may determine, as expenses. Directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

9.2 No Personal Liability. The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

#### Section 10. INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify any person serving or who has served at any time as a director, president, vice president, assistant vice president, treasurer, assistant treasurer, clerk, assistant clerk or other officer of the corporation, as the chairman of the board of directors, or as the chairman or a member of any committee, or at its request as a director or officer of any organization, or at its request in any capacity with respect to any employee benefit plan, and may indemnify an employee or other agent, including any volunteer or committee member, who has so served, against all liabilities and

expenses, including, without limitation, amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which she may be involved or with which she may be threatened, while in office or thereafter, by reason of her being or having been such a director, officer, employee or agent (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that her action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan), in the best interest of the participants or beneficiaries of such employee benefit plan; provided, however, that, as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification shall be approved:

(i) by a majority vote of a quorum consisting of disinterested directors;

(ii) if such a quorum cannot be obtained, then by a majority vote of a committee of the board of directors consisting of all the disinterested directors;

(iii) if there are not two or more disinterested directors in office, then by a majority of the directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the directors then in office to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that her action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or

(iv) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses, including but not limited to counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of her good faith belief that she has met the standard of conduct necessary for indemnification under this Section, and (b) an undertaking by such individual to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Section, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

The right of indemnification hereby provided shall not be exclusive of or affect any rights to indemnification to which corporate personnel other than the persons designated in this Section may be entitled by contract, by vote of the board of directors, or otherwise under law.

As used herein the terms "person," "director," "officer," "employee," and "agent" include their respective heirs, executors and administrators, and an "interested" director or officer is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds are then pending.

If any term or provision hereof, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder hereof, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be



affected thereby, and each term and provision hereof shall be held valid and be enforced to the fullest extent permitted by law.

This section is subject to, and not in limitation of, the provisions of section H of Article IV of the Articles of Organization.

#### Section 11. ACTIVITIES

11.1 Investments. The corporation 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, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal income tax laws.

11.2 Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations promulgated thereunder, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations, or under the corresponding provisions of any subsequent federal income tax laws and regulations.

#### Section 12. DISSOLUTION

Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed pursuant to Chapter 180, Section 11A, to one or more organizations with similar purposes and exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the directors of the corporation. Any such assets not so disposed of shall be disposed of by the Supreme Judicial Court, exclusively for such purposes, or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for such purposes.

#### Section 13. AMENDMENTS AND GENERAL

13.1 These Bylaws may be altered, amended or repealed by a vote of a majority of all directors then in office, provided the text of the proposed amendment is contained in the notice of meeting.

13.2 Gender. The feminine pronoun shall include the masculine.

13.3 Policies. The board of directors shall adopt policies regarding conflicts of interest, ethics and such other matters as it considers appropriate, and may amend them from time to time.