

AMENDED AND RESTATED
BYLAWS
OF
THE MASTERWORK CHORUS, INC,
A NEW JERSEY NONPROFIT CORPORATION

Adopted as of January 18, 2012

(pursuant to N.J.S.A. 15A:2-10)

ARTICLE I
OPERATIONS OF THE CORPORATION

SECTION 1. NAME AND PRINCIPAL LOCATION. The name of the corporation (the “Corporation”) is “The Masterwork Chorus, Inc.” The Corporation is located in Morris County, in the state of New Jersey. The principal mailing address of the Corporation in the State of New Jersey will be located at PO Box 2167, Morristown, NJ 07962-2167, County of Morris. The Corporation may move its location or address and have other offices at such other places in the state of New Jersey, as the Board of Trustees of the Corporation (hereinafter, the “Board of Trustees” or “Board”) may from time to time determine.

SECTION 2. REGISTERED AGENT AND ADDRESS. The Corporation shall have and continuously maintain in the State of New Jersey a registered office and registered agent, whose address is identical to the registered office. The registered office and agent may be changed by resolution of the Board of Trustees, who shall thereafter provide oversight for filing the change with the State of New Jersey.

SECTION 3. LOCATION OF ACTIVITIES. The Corporation may conduct activities in such other places, within or without the State of New Jersey, as its business and activities may require, as long as it qualifies to do business in those states, and meets applicable state requirements for charitable solicitation, and is authorized to do so by resolution of the Board of Trustees.

ARTICLE II

PURPOSES

SECTION 1. CHARITABLE PURPOSES. The Corporation is organized exclusively for one or more of the charitable, educational or scientific purposes as specified in The New Jersey Nonprofit Corporation Act, New Jersey Statutes Annotated, Section 15A et seq., and Section 54:4-3.6, as may be amended from time to time, (the “Act”), and as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, and as more particularly set forth in Article SECOND of the Corporation’s Articles of Incorporation.

SECTION 2. LIMITATIONS ON ACTIVITIES. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and the Corporation 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. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 3. PROHIBITION AGAINST PRIVATE INUREMENT. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Trustees, or Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse agents for reasonable and necessary expenses incurred on behalf of the Corporation, and to make payments and distributions in furtherance of the purposes and mission of the Corporation.

SECTION 4. DISTRIBUTION OF ASSETS. Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities, shall be distributed for one or more exempt purposes within the meaning of Section 510(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. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 5. SPECIFIC OBJECTIVES AND PURPOSES. The Corporation is a not-for-profit organization dedicated to enriching and supporting the cultural life of the community through professional-level choral performances and the promotion of music education. The Corporation shall be operated for the benefit of the public with the specific objectives and purposes as follows:

1. To provide an opportunity for amateur singers to learn major classical choral works and present professional caliber performances of these works;
2. To provide the community at large with the opportunity to experience professional caliber presentations of major classical choral music;

3. To provide an outlet for learning and presentation of other types of music, not strictly choral works;
4. To enhance the cultural climate of New Jersey and the New York metropolitan region by exposing audience of diverse demographics to classical music; and
5. To engage in cultural and educational activities which encourage performance of the highest artistic level and contribute to the artistic culture of its Members and of the people of the State of New Jersey and the country.

ARTICLE III

MEMBERS

SECTION 1. MEMBERSHIP. The Membership of the Corporation shall consist of those persons that meet the requirements for Membership set forth in Section III.2 of these Bylaws.

SECTION 2. MEMBERSHIP CLASSES AND QUALIFICATIONS. Any individual who pays the dues as provided below and who agrees to be bound by the Articles of Incorporation of the Corporation, by these Bylaws, and by such criteria, rules and regulations as the Trustees may from time to time adopt, is eligible for Membership in the Corporation. The Corporation will have one class of Members, and no more than one Membership may be held by any one person. The rights and privileges of all Members will be equal. Each Member will be entitled to one vote for or against amendments to the Bylaws, and is entitled to vote to elect the Trustees.

SECTION 3. MEMBERSHIP DUES. All Members shall pay dues to the Corporation in the amount and on the payment terms as determined by the Board of Trustees. If dues are not paid within the timeframe required, as determined by the Board of Trustees, such Membership may be terminated by action of the Board of Trustees.

SECTION 4. PROPERTY RIGHTS. No Member will have any right, title, or interest in any of the property or assets, including any earnings or investment income of the Corporation, nor will any of such property or assets be distributed to any Member on its dissolution or winding up.

SECTION 5. LIABILITY OF MEMBERS. No Member of the Corporation will be personally liable for any of its debts, liabilities or obligations, nor will any Member be subject to any assessment.

SECTION 6. TRANSFER, TERMINATION, AND REINSTATEMENT. Membership in the Corporation is nontransferable. Membership will terminate on the resignation or death of a Member, sufficient cause as determined by the Music Director or the Board, or on a Member's failure to pay the dues required in these Bylaws within a timely manner. A Member whose Membership has been terminated may apply for reinstatement in the same manner as application is made for initial Membership. The list of Members is the property of the

organization and is not available for public disclosure except at the discretion of the Board of Trustees. The list of Members is maintained by the Secretary with input from the Membership Chairperson.

SECTION 7. CERTIFICATE OF MEMBERSHIP. The Board of Trustees may provide for the issuance of certificates evidencing Membership in the Corporation, which will be in a form determined by the Board. If the Board of Trustees provides for the issuance of certificates of Membership, then the certificate will be issued in the name of and delivered to the new Member upon such Member's acceptance and payment of any required dues. If any certificate becomes lost, mutilated, or destroyed, a new certificate may be issued to replace it on such terms and conditions as the Board of Trustees may determine.

ARTICLE IV

MEETINGS OF THE MEMBERS

SECTION 1. ANNUAL MEETING. All Members in good standing shall be entitled to have notice of, to attend and to participate in all meetings of Members. An annual meeting of Members will be held on such date as may be fixed by the Board of Trustees, at such place as the Board of Trustees may designate (the "Annual Meeting"). At the Annual Meeting, the election of Trustees will take place, as well as other corporate business as may come before the meeting. If the election of Trustees is not held on the day designated for the Annual Meeting, or at any adjournment of such a meeting, the Board of Trustees will have the election held at a Special Meeting of Members conducted as soon as may be convenient (a "Special Meeting"). Agenda items for the Annual Meeting may be requested by Members of the Corporation no later than ten (10) days prior to the meeting.

SECTION 2. SPECIAL MEETINGS. Special Meetings of Members may be called by the President, the Board of Trustees, or not less than one-twentieth (1/20) of those Members entitled to vote.

SECTION 3. PLACE OF MEETING. The Board of Trustees may designate any place, either within or outside the State of New Jersey, as the place of meeting for the Annual Meeting or Special Meeting of Members. However, if all Members meet at any time and place, either within or without the State of New Jersey, and consent to the holding of a meeting, that meeting will be valid without call or notice, and any corporate action may be taken at that meeting.

SECTION 4. NOTICE OF MEETINGS. Written or printed notice stating the place, day, and hour of any meeting of Members will be delivered in writing, by mail or electronic mail, to each Member entitled to vote at the meeting, not less than ten (10) nor more than sixty (60) days before the date of the meeting, by or at the direction of the President, Secretary, or such Officers or persons as are calling the meeting. In the case of Special Meetings, the purpose or purposes for which the meeting is called must be stated in the notice. Acceptable means of notice include but are not limited to: hand delivered, mailed, telephonic, and electronic (including fax and e-mail). If sent by mail, a notice of meeting will be deemed delivered when

deposited in the United States mail, postage prepaid, addressed to the Member at the Member's address as it appears on the records of the Corporation at the time of mailing. Notice of any meeting need not be given to any Member who signs a waiver of notice, whether before or after the meeting. The attendance at a meeting without protesting prior to the conclusion of the meeting the lack of notice of the meeting shall constitute a waiver of notice by that Member.

SECTION 5. ACTION BY MEMBERS WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of Members may be taken without the meeting if a majority of Members entitled to vote with respect thereto sign a written consent setting forth the action to be taken.

SECTION 6. QUORUM. Members holding a majority of the total votes which may be cast at any meeting will constitute a quorum at the meeting. If a quorum is not attained at any meeting of Members, a majority of those present may adjourn the meeting from time to time without further notice.

SECTION 7. VOTING RIGHTS AND PROXIES. Each Member will be entitled to one (1) vote. At any meeting of Members, a Member entitled to vote may vote by proxy, executed in writing by the Member or by the Member's duly authorized agent. A proxy will not be valid after eleven (11) months from its date of execution, unless otherwise provided in the proxy; provided that, in no event shall the proxy be valid more than three (3) years from the date of execution.

ARTICLE V

TRUSTEES

SECTION 1. NUMBER OF TRUSTEES. The authorized number of Trustees of the Corporation is set forth in the Articles of Incorporation.

SECTION 2. QUALIFICATION. Trustees shall be eighteen (18) years or older, but need not be residents of the State of New Jersey. Trustees shall be persons of the organization or community having knowledge, skills and experience which will enable them to contribute substantially to the formulation and evaluation of policy and strategy for the Corporation.

SECTION 3. SELECTION OF TRUSTEES. The Nominating Committee, as described in Section 3 of Article IX, shall nominate individuals for election to the Board of Trustees. The Board of Trustees shall then be elected by majority vote of Members at the Annual Meeting or at any such time as may be determined by the Board of Trustees. Voting for the election of Trustees shall be by paper ballot unless otherwise determined by the Board of Trustees. Each Member shall cast one (1) vote per nominee or shall vote on a slate of nominees as proposed by motion. In order that the entire Board shall not be replaced in any one year, staggered terms shall be maintained, so that there are several "classes" of Trustees, the number of which is to be determined by the Board from time to time, whose terms expire in successive years.

SECTION 4. TERM OF OFFICE. The term of elected Trustees shall be three (3) years, except for Trustees elected or appointed to fill unexpired terms. Elected Trustees may be re-elected, but only if such subsequent terms will not extend their continuous service on the Board beyond nine (9) years. Former Trustees shall be eligible for re-election to the Board when one (1) year has elapsed following the expiration of the Trustee's most recent term.

SECTION 5. POWERS. The Trustees' powers are as follows:

(a) **Business affairs.** The affairs and business of the Corporation shall be managed by the Board of Trustees which shall have the power and obligation to implement the purposes and conduct the activities of the Corporation, as described in the Articles of Incorporation, in these Bylaws and as determined by the Board of Trustees from time to time.

(b) **Management of income property.** As described in Article X, the Board of Trustees may determine, by duly adopted resolution from time to time, to delegate in whole or in part, the management, investment, and disposition of the Corporation's property for the purpose of earning an income from that property, as distinguished from the matter of applying property and funds to charitable purposes, to the finance committee, or to one or more trust companies or banks duly authorized to conduct a trust or banking business under the laws of New Jersey.

(c) **Common trust funds.** The Board of Trustees may, by duly adopted resolution from time to time, establish one or more common trust funds for the purpose of investing the Corporation's funds and those of any religious, beneficial, charitable, or educational institution affiliated with the Corporation, whether the Corporation holds such funds or property as a fiduciary or otherwise, subject to terms and conditions set forth in the Corporation's Articles of Incorporation and by law.

SECTION 6. DUTIES. It shall be the duty of the Trustees to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties of all agents, employees and independent contractors or consultants providing services to the Corporation;

(c) Fix compensation, if any, of agents, employees and independent contractors or consultants; however, any salaries, wages, together with fringe benefits or other forms of compensation, paid or provided to employees will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties;

(d) Supervise all Officers, agents and employees of the Corporation to assure that their duties are performed properly;

(e) Meet at such times and places as needed to prudently and fully discharge their duty of due care towards the Corporation;

(f) Register their addresses, telephone, facsimile and email addresses, and/or other appropriate contact information, with the Secretary so that notices of meetings mailed, faxed or electronically transmitted to them at such addresses shall be valid notices thereof; and

(g) Represent the Corporation to the public, provide oversight for the financial affairs of the Corporation, ensure the safety and well-being of all constituents served by the Corporation, and direct the affairs of the Corporation in a manner which is consistent with the principals of honesty, integrity, loyalty to the Corporation, obedience to the laws governing the Corporation's programs and prudence in the exercise of due care for the benefit of the Corporation.

SECTION 7. COMMENCEMENT OF TERM. The term of incoming Trustees shall begin and the term of outgoing Trustees shall end, at the June Board Meeting or at such time as may be determined by the Board of Trustees.

SECTION 8. COMPENSATION. No Trustee will receive any compensation from the Corporation.

SECTION 9. APPOINTMENT OF MUSIC DIRECTOR AND EXECUTIVE DIRECTOR. The Board of Trustees shall select and appoint the Music Director and the Executive Director (if any) of the Corporation. Both the Music Director and the Executive Director (if any) shall be Officers of the Corporation and shall attend Board meetings as honorary members of the Board, but shall not be entitled to vote as members of the Board.

SECTION 10. RESIGNATION AND REMOVAL. Any Trustee may resign by providing notice in writing to the President or any Officer of the Corporation. Resignation is effective upon the date the notice is received unless the notice specifies a latter time for effectiveness of the resignation. Any Trustee may be removed for cause by the vote of a two-thirds (2/3) majority of the Members at a Special Meeting called for that purpose.

SECTION 11. VACANCIES. Whenever a vacancy exists on the Board of Trustees, whether by death, resignation, or otherwise, the President will nominate a potential replacement for the vacancy and such nominee will fill the position upon an affirmative vote of a majority of the Board of Trustees. Any person appointed or elected to fill a vacancy in the Board of Trustees will hold office for the unexpired term of his or her predecessor in office.

SECTION 12. OBLIGATION TO DISCLOSE CONFLICTS. Trustees have an obligation to disclose conflicts of interest which may arise during their tenure as Trustees of the Corporation. Whenever a conflict of interest, or the appearance of a conflict of interest, arises, such conflicted Trustee (hereafter "Interested Trustee(s)") who is present at the meeting of the Board or a Committee thereof, shall disclose in good faith the material facts as to such Interested Trustee's self-interest, financial interest or appearance of conflict of interest. Any action of the Corporation to approve activity in which a conflict of interest, or appearance of conflict, exists, shall be approved only by a majority vote of disinterested Trustees. These disclosure procedures

should be followed whenever the Corporation is engaged in any transaction between the Corporation and either an Officer or an Interested Trustee, or family members of Interested Trustees, or between the Corporation and any other corporation, firm, or business interest in which one or more of the Trustees or Officers or family members of Trustees or Officers has a substantial financial interest.

ARTICLE VI

MEETINGS OF TRUSTEES

SECTION 1. MEETINGS OF THE BOARD OF TRUSTEES. Regular meetings of the Board of Trustees shall be held on such dates and at such places as may be determined by the Board of Trustees and shall be held not less than four (4) times per year, exclusive of the Annual Meeting. Notice of the time, place, and purpose of every regular meeting of the Board shall be given not less than five (5) Business Days before the date of such regular meeting. Notice need not be given to any Trustee who executes a waiver of notice or who is present at such meeting without protest. Acceptable means of notice include but are not limited to: hand delivered, mailed, telephonic, telegraphic and electronic (including fax and e-mail). Written notice of any meeting at which the election of a Trustee is to take place shall be given not less than ten (10) Business Days prior to such meeting and shall include the name(s) of the nominee(s).

(a) The first meeting of the new Board of Trustees will be held on the third Monday of June or on such date as determined by the President of the Board of Trustees.

(b) The President may, as he or she deems necessary, and the Secretary will, if requested in writing by a majority of the Trustees, call a special meeting of the Board. In such event, five (5) days written notice to each Trustee will be sufficient.

(c) All meetings of the Board of Trustees will be governed, to the extent practicable, by Robert's Rules of Order, including such revisions of those rules as may from time to time be published, and except as those rules are inconsistent with these Bylaws, with the Articles of Incorporation, or with applicable law.

SECTION 2. QUORUM. A majority of the entire Board, or any Committee thereof, constitutes a quorum. The act of a majority present at a meeting at which a quorum is present shall be the act of the Board or Committee. If a quorum is not attained at any meeting of the Board or Committee, a majority of those present may adjourn the meeting.

SECTION 3. ACTION WITHOUT MEETING. No meeting need be held by the Board of Trustees to take any action required or permitted to be taken by law, provided that a majority of the Board consents in writing to such action, and the written consent is filed with the minutes of the proceedings of the Board. Action by written consent of the Board will have the same effect as any action approved at a meeting of the Board. In addition, if a vote must be taken between meetings regarding a resolution, electronic votes or affirmations are acceptable forms of signature to such resolution, provided that the President or other authorized Officer, as

appointed by the Board, maintains paper records of electronic signatures along with such written resolution. Any certificate or other document filed under any provision of law which relates to the action so taken will state that the action was taken by written consent of the Board without a meeting, and that the Articles of Incorporation and Bylaws authorize the Trustees to so act. The statement will be *prima facie* evidence of such authority.

SECTION 4. ATTENDANCE AT MEETINGS. Trustees are expected to attend all Board meetings. It shall be the duty of the Secretary to communicate with any Trustee after that Trustee's absence from a meeting and to provide the absent Member with an opportunity to review the minutes of the meeting and to file any dissents to action taken by the Board in his or her absence. Failure by a Trustee to attend three (3) consecutive meetings without explanation or contact with the staff or Board leadership may be considered notice of resignation of the position of Trustee and may constitute "good cause" for removal of such Trustee

ARTICLE VII

INDEMNIFICATION OF TRUSTEES

SECTION 1. LIABILITY OF TRUSTEES. Trustees shall not be personally liable for the debts, liabilities, or other obligations of the Corporation, except that nothing contained herein shall relieve a Trustee from liability for any breach of a duty owed to the Corporation or any act or omission not in good faith or involving an intentional deed, act, or omission, knowing violation of law, or conduct which results in that Trustee improperly receiving excess benefit or private inurement.

SECTION 2. ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The Corporation shall indemnify any Trustee or Officer, and may indemnify any other person, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Trustee, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. THIRD PARTY ACTIONS. The Corporation shall indemnify any Trustee or Officer, and may indemnify any other person, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the

corporation) by reason of the fact that he is or was a Trustee, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION 4. MANDATORY INDEMNIFICATION. To the extent that a present or former Trustee or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 2 and 3 of this Article VII, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 5. DETERMINATION OF CONDUCT. Any indemnification under Section 2 or 3 of this Article VII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former Trustee, Officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 2 or 3 of this Article VII. Such determination shall be made (a) by a majority vote of Trustees who were not parties to such action, suit or proceeding, even though less than a quorum, or (b) by a committee of such Trustees designated by majority vote of such Trustees, even though less than a quorum, or (c) if there are no such Trustees, or if such Trustees so direct, by independent legal counsel in a written opinion.

SECTION 6. PAYMENT OF EXPENSES IN ADVANCE. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Trustee, officer, employee, or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article VII. Such expenses (including attorneys' fees) incurred by former Trustees and Officers or other employees and agents may be so paid upon such terms and conditions, if any, as the Corporation deems appropriate.

SECTION 7. INDEMNITY NOT EXCLUSIVE. The indemnification and advancement of expenses provided or granted hereunder shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, any other bylaw, agreement, or disinterested Trustees or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

SECTION 8. DEFINITIONS. For purposes of this Article VII:

(a) “**the Corporation**” shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger that, if its separate existence had continued, would have had power and authority to indemnify its Trustees, Officers, and employees or agents, so that any person who is or was a director, officer, employee, or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director (or Trustee), officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under this Article VII with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued;

(b) “**other enterprises**” shall include employee benefit plans;

(c) “**finances**” shall include any excise taxes assessed on a person with respect to any employee benefit plan;

(d) “**serving at the request of the Corporation**” shall include any service as a Trustee, Officer, employee, or agent of the Corporation that imposes duties on, or involves services by, such Trustee, Officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and

(e) a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in this Article VII.

SECTION 9. CONTINUATION OF INDEMNITY. The indemnification and advancement of expenses provided or granted hereunder shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Trustee, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 10. EXEMPT ACTIVITIES. Notwithstanding any other provision of these Bylaws, no Trustee, 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 and its Regulations as they now exist or as they may hereafter be amended.

SECTION 11. INSURANCE. The Board of Trustees shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Trustee, Officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or applicable law.

ARTICLE VIII

OFFICERS AND EMPLOYEES

SECTION 1. DESIGNATION AND QUALIFICATION OF OFFICERS. The Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, Executive Director (if any) and Music Director. Officers shall also be Trustees; provided, however, that the Executive Director (if any) and the Music Director, shall instead be honorary members of the Board and shall not be entitled to vote as Trustees.

SECTION 2. ELECTION OF OFFICERS. A committee composed of no fewer than three (3) Trustees who are not Officers will recommend, in writing, the slate of Officers to the Board of Trustees at the first meeting held after the election of the Board of Trustees. If a non-Officer Trustee has been appointed to serve on the Executive Committee, such Trustee shall serve as one of the members of the committee and be its chair. Otherwise, the committee will choose its own Chair. Officers will be elected at the first meeting held after the election of the Board of Trustees by a majority of the elected Board of Trustees.

SECTION 3. TERM OF OFFICE. The Executive Director (if any) and the Music Director shall serve at the pleasure of the Board of Trustees. All other Officers shall be elected by the Board at a meeting following the election of the Board of Trustees to serve for a term of one (1) year and until their successors are elected, shall serve continuously for not more than four (4) years in the same office, and shall begin their terms upon their election. No person shall hold more than one office simultaneously.

SECTION 4. RESIGNATION AND REMOVAL. Any Officer may resign at any time by giving written notice to the President or to the Secretary. Such resignation shall take effect on the date of receipt or at any later time specified in the notice. Any Officer may be removed from office by the Board of Trustees for good cause, upon the affirmative vote of two-thirds (2/3) majority of the entire Board of Trustees. The affected Officer shall be entitled to reasonable notice of the proposed action, and shall be given an opportunity to be heard.

SECTION 5. VACANCIES. Any vacancy in an office of the Corporation, except for the offices of Executive Director (if any) and Music Director, shall be filled by an election by the Board of Trustees at the next regular meeting, or any Special Meeting called for that purpose. The person elected to fill such vacancy shall hold office for the unexpired portion of the term of the person whose office has become vacant.

SECTION 6. DUTIES OF THE PRESIDENT. The President shall serve as the Chairperson of the Board of Trustees. As Chairperson, the President shall provide leadership to the governance of the Corporation and shall have other powers and perform such other duties as may be prescribed by the Board of Trustees or by law. The President shall preside at and conduct all meetings of the Board of Trustees but shall not vote except to break a tie. Unless otherwise provided, he or she shall be a member of all Board Committees, except the Nominating Committee. He or she shall also perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time, including:

(a) Signing, with the Secretary or other Officer duly authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments, the execution of which has been authorized by the Board of Trustees, except in cases where the signing and execution of such instruments has been expressly delegated by the Board of Trustees, the Articles of Incorporation or by these Bylaws, or to some other Officer or agent of the Corporation by law.

(b) Appointing Board Committees, subject to ratification by the Board of Trustees;

(c) Compiling reports of the activities of the Executive Committee and providing these reports to the Board of Trustees;

(d) Acting as policy spokesperson for any actions taken by the Board of Trustees; and

(e) Performing any other duty within the expressed or implied terms of his or her duties hereunder that may be necessary, appropriate and in the best interests of the Corporation.

SECTION 7. DUTIES OF THE VICE PRESIDENT. The Vice President shall perform such duties as may be assigned by the Board or the President. In the absence of the President, the Vice President shall perform the duties of the President with the full powers of the President. The Vice President shall also chair the Committee Council.

SECTION 8. DUTIES OF THE SECRETARY. The Secretary shall act as secretary of the Board of Trustees and of the Corporation. The duties and responsibilities of the Secretary shall be to:

(a) Maintain, or cause to be maintained, the original or a copy, of these Bylaws as amended or otherwise altered to date;

(b) Maintain, or cause to be maintained, a book of minutes of all meetings of the Trustees, and, if applicable, meetings of Committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;

(c) Ensure or provide oversight to ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and

(d) Serve as the custodian of the records, or delegate this role, and ensure that records of the Corporation are made available for inspection at the request of any individual or to his or her agent or attorney. The records available for public inspection shall be the Bylaws, Articles of Incorporation, the documentation of IRS determination of tax exempt status, annual returns to the IRS of the Corporation, and the annual charitable registration filings of the Corporation with the State of New Jersey.

In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

SECTION 9. DUTIES OF THE TREASURER. The Treasurer shall act as Chairperson of the Finance Committee, coordinate the Board's review of its fiduciary responsibilities in all financial matters, assure the preservation and protection of all corporate assets, and present, or cause to be presented, the Treasurer's Report at all meetings. The Treasurer shall also:

(a) Be responsible for all funds and securities of the Corporation, and deposit or cause to be deposited all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be authorized by the Board of Trustees;

(b) Receive, and give receipt for, or delegate the receipt of and cause receipt to be given, for monies due and payable to the Corporation from any source whatsoever;

(c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Trustees, taking proper vouchers for such disbursements;

(d) Maintain or cause to be maintained adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(e) Prepare the annual budget for approval by the Board of Trustees;

(f) Exhibit or cause to be exhibited at all reasonable times the books of account and financial records to any Trustee, or to his or her agent or attorney, on request therefore;

(g) Render to the President and Trustees, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation; and

(h) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

SECTION 10. OTHER OFFICERS. The Corporation may have other such Officers such as Assistant Secretaries, one or more Assistant Treasurers, and such other Assistants having such duties and responsibilities as the Board shall designate from time to time.

The Board of Trustees shall select and appoint a Music Director. The Music Director shall be the Board's representative in the artistic aspects of the Corporation. The Music Director shall have the necessary authority and responsibility to conduct the artistic aspects of the

Corporation's activities in accordance with such policies as may be issued by the Board of Trustees or by any of its Officers or Committees to which the Board has delegated power for any particular action.

The Board of Trustees may also select and appoint a chief administrative officer of the Corporation who shall have the title of Executive Director. The Executive Director, if any, shall be the Board's representative in the management of the Corporation. The Executive Director shall have the responsibility and authority to operate the Corporation in all its activities in accordance with such policies as may be issued by the Board of Trustees or by any of its Officers or Committees to which the Board has delegated power for any particular action. If there is no Executive Director, or in the absence of the Executive Director, the President shall oversee and assign the duties of the Executive Director.

SECTION 11. STAFF. The Corporation shall have the power to hire staff to oversee, supervise, manage and/or carry out the day to day affairs of the Corporation, including, if necessary, a Business Manager. Staff may be required as necessary to attend Board Meetings. Staff shall receive such compensation as determined by the Board of Trustees and such signing powers and other authority as delegated from time to time by the Board of Trustees through duly adopted resolution.

ARTICLE IX

COMMITTEES AND TASK FORCES

SECTION 1. EXECUTIVE COMMITTEE. By resolution adopted by a majority of the entire Board, an Executive Committee consisting of the President, Vice President, Secretary, Treasurer, and, if warranted, one (1) additional Trustee, may be appointed. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Trustees in the intervals between meetings of the Board of Trustees, subject to the direction and control of the Board of Trustees. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Trustees from time to time as the Board may require.

SECTION 2. FINANCE COMMITTEE. The Treasurer will chair the Finance Committee, which shall consist of at least two (2) additional Members who will be elected by a majority vote of the Board. The Finance Committee shall oversee the endowment, trust funds and cash accounts, distribute the Corporation's financial reports, review and recommend to the Board the annual budget for the Corporation, and ensure that the Corporation has an effective system of internal control of financial and statistical accounting. The Finance Committee may recommend to the Board the firm of independent auditors to examine and report on the Corporation's financial condition, review such audit plan and report to the Board accordingly.

SECTION 3. BOARD COMMITTEES. By majority vote of the entire Board, the Board of Trustees may establish one (1) or more committees, each consisting of two (2) or more

Trustees or one (1) Trustee and at least one (1) additional Member. A Committee, to the extent provided by such resolution, will have and exercise the authority of the Board of Trustees in the management of the Corporation; provided, however, that the designation of and delegation of authority to such committees will not relieve the Board of Trustees, or any Trustee individually, of any responsibility imposed on the Board of Trustees or any individual Trustee by these Bylaws or applicable law.

Standing Board Committees under the authority of the Board of Trustees may include the Personnel Committee, the Development Committee, the Music Committee, Membership Committee and the Nominating Committee, and/or such other committee(s) as may be determined by the Board.

SECTION 5. OPERATIONAL COMMITTEES. Committees not having and exercising the managerial authority of the Board of Trustees may be established by resolution duly adopted by majority vote of the Board, and may include a Marketing and Communications Committee, Education Committee, Community Outreach Committee, Concert Production Committee, IT Committee and any other committees authorized by the Board of Trustees. Except as may be provided by resolution, members of Committees will be appointed by the respective Committee Chair. Any Committee Chair may be removed by the majority vote of the Board.

SECTION 6. SPECIAL COMMITTEES. From time to time the Board may appoint Special Committees to perform particular tasks or handle particular responsibilities as needed. The activities of such special committees shall terminate at the conclusion of the tasks or responsibilities assigned to them.

SECTION 7. COMMITTEE COUNCIL. The Committee Council shall be a working group made up of Committee Chairs and their representatives, for the purpose of providing a forum for discussion and information exchange to effect coordination between existing Committees. The Committee Council shall not be a voting body, but will cooperatively formulate recommendations to be submitted to the Board of Trustees for approval.

SECTION 8. ACTIONS OF COMMITTEES. Committees will act upon consensus to recommend action to the Board of Trustees. Formal notice of Committee meetings need not be given. Minutes shall be kept of those in attendance and topics discussed, as well as a summary of the Committee's recommendations for presentation to the full board. Each Committee must adopt such rules and regulations for its meetings and the conduct of its activities as it deems appropriate; provided, however that the rules and regulations will be consistent with these Bylaws.

ARTICLE X

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS. The Board of Trustees may, by duly adopted resolution, authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general, or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS, NOTES, ORDERS FOR PAYMENT, AND DEPOSITS. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the Corporation's name will be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as determined by the Board of Trustees by resolution. Absent this determination, the instruments will be signed by the Treasurer and countersigned by the President of the Corporation. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories selected by the Board of Trustees.

SECTION 3. GIFTS AND CONTRIBUTIONS. The Board of Trustees or a Committee may:

(a) Accept on behalf of the Corporation any contribution, gift, bequest, or devise of any type of property ("Donations"), for the general and special charitable purposes of the Corporation, on such terms as the Board or such Committee approve;

(b) Hold such funds or property in the name of the Corporation or of such nominee or nominees as the Board or such Committee may appoint;

(c) Collect and receive the income from such Donations;

(d) Devote the principal or income from the Donations to whatever benevolent and charitable purposes the Board or such Committee may determine; and

(e) Enter into an agreement with any donor to continue to devote the principal or income from a Donation to such particular purpose as the donor may designate and after approval of such agreement by the Board or such Committee devote the principal or income from that Donation according to the agreement.

ARTICLE XI

CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS. The Corporation shall keep:

(a) Minutes of all meetings of Trustees, Committees and Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, income and liabilities;

(c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, copy of the IRS approval of tax-exempt status and all correspondence with the IRS, annual returns to the IRS and the State of New Jersey and documentation of indebtedness of the Corporation and any contracts executed on the Corporation's behalf; and

(d) The Corporate Seal, if any.

SECTION 2. INSPECTION RIGHTS. Every Trustee and Member shall have the right at any reasonable time, not later than five (5) days following written demand, to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of the Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and applicable law.

SECTION 3. PUBLIC INSPECTION RIGHTS. The Corporation has the obligation to provide to individuals a copy of the Corporation's three most recent annual returns to the IRS and application for tax-exemption, as well as supporting correspondence to the IRS, when the request is bona fide and does not constitute harassment. When a request is made, the Secretary of the Corporation shall respond within a reasonable period if the request is other than in person. If the request is in person, the response shall be immediate, and the requested documents produced within a reasonable time.

SECTION 4. PERIODIC REPORTS. The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the State of New Jersey or the federal government and to be accurately prepared and filed within the time limits set by law.

SECTION 5. FISCAL YEAR. The fiscal year of the Corporation will begin on the first day of July and end on the last day of June in each year.

ARTICLE XII

AMENDMENTS

SECTION 1. POWER TO AMEND BYLAWS. The Bylaws of the Corporation may be amended, repealed, or added to, or new Bylaws may be adopted, by resolution of the Board of Trustees, approving and recommending such action to the Members, who shall vote on the proposed amendment at a meeting called for such purpose. The proposed amendment shall be adopted upon an affirmative vote of a majority of the votes cast by the Members entitled to vote.

SECTION 2. POWER TO AMEND THE ARTICLES OF INCORPORATION. The Articles of Incorporation may be amended, repealed, added to, or amended and restated, by resolution of the Board of Trustees, approving and recommending such action to the Members, who shall vote on the proposed amendment at a meeting called for such purpose. The proposed amendment shall be adopted upon an affirmative vote of two-thirds (2/3) of the votes cast by the Members entitled to vote.

SECTION 3. NOTICE. Written notice of any meeting of the Board or of the Members at which proposed amendments to the Bylaws or Articles of Incorporation are to be voted upon shall be given not less than ten (10) Business Days prior to such meeting, and the text of such proposed amendments shall be provided to the Board or Members, as applicable, in advance of such meeting.

ARTICLE XIII

CONSTRUCTION AND TERMS

References in these Bylaws to the Articles of Incorporation shall include all amendments thereto unless specifically excepted. These Bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act, as amended from time to time, and the Corporation's Articles of Incorporation, as restated or amended from time to time. If any provision in these Bylaws is inconsistent with a provision in that Act or the Articles of Incorporation, the provision of that Act or Articles of Incorporation shall govern to the extent of the inconsistency. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. These Bylaws shall become effective immediately upon their adoption, rendering any and all previous bylaws of The Masterwork Chorus, Inc. null and void.

IN WITNESS WHEREOF, I hereby certify that the foregoing is a full, true and correct copy of the Bylaws of The Masterwork Chorus, Inc., a New Jersey Nonprofit Corporation, in effect on the date hereof.

Dated: January 18, 2012

Name: Ed Antal
Title: Secretary