

BY-LAWS OF THE BOSTON RECORDER SOCIETY

Adopted September 28, 2008

ARTICLE I: NAME, MISSION, LOCATION, AND FISCAL YEAR

Section 1.1 Name of Corporation. The name of the corporation shall be the Boston Recorder Society (hereinafter, the “BRS”).

Section 1.2 Mission. The mission of the BRS is to promote interest in the recorder and recorder playing, as well as early music in general, and to provide opportunities for players of all levels to meet others with similar interests and to develop their musical skills.

Section 1.3 Principal Office. The principal office of the BRS shall be at 17 Wendell St., Cambridge, MA. The Board of Directors may change the location of the principal office within the Commonwealth of Massachusetts.

Section 1.4 Fiscal Year. The fiscal year of the BRS shall, unless otherwise decided by the Board of Directors, end on August 31 of each year.

ARTICLE II: MEMBERS

Section 2.1 Membership.

(a) Eligibility and Qualification. Membership in the BRS is open to anyone interested in playing or appreciating music for the recorder and/or other baroque or renaissance instruments (including voice). In order to be a member in good standing, a person must pay such annual dues as may be determined by the Board of Directors (the “Board”). The Board may establish more than one level of dues-paying membership (for example, seniors or students). Upon payment of such dues, a person will remain a member in good standing until the start of the second members’ meeting of the following fiscal year. A member in good standing may vote in person at any meeting of members.

(b) Termination of Membership. The Board may, by affirmative vote of two-thirds of the entire Board, suspend or terminate the membership of any member for good cause shown, as defined by the Board.

(c) Rights of Members. Every member shall have the right to attend and participate in business and social meetings of the membership of the BRS. Every member shall have the right to any and all other privileges established by the membership and the Board.

Section 2.2 Meetings of Members.

(a) Annual Meeting. The Annual Meeting of the members shall be held in April or May of each year at such time and place as the Board may determine, for the purposes of electing Officers and Directors and transacting such other business as may properly be brought before the meeting. At the Annual Meeting any business may be transacted, whether or not the notice of the meeting contained reference thereto, except where such a reference is

required by law, the Articles of Organization, or these By-laws. If the Annual Meeting is not held as herein provided, a special meeting of the members in lieu of the annual meeting may be held with all the force and effect of an Annual Meeting.

(b) **Regular Meetings**. Regular meetings of the members may be held at such time and place within Massachusetts as the members or the Board may determine.

(c) **Special Meetings**. Special meetings of the members may be called by the President or the Board, and shall be called by the Clerk, or in case of death, absence, incapacity or refusal by the Clerk, by any other Officer, upon written application of members representing at least two percent of the members in good standing. At any special meeting, any business to which a reference was contained in the notice for the meeting may be transacted.

(d) **Quorum**. At any meeting of the members, twenty percent of the members shall constitute a quorum. Any meeting may be adjourned by vote of a majority of members present, and the meeting may be resumed as adjourned without further notice.

(e) **Action by Vote**. When a quorum is present at any meeting, a majority of the members present shall decide any question, including election of Officers, unless otherwise provided by law, by the Articles of Organization, or by these By-laws. Voting by proxy is not permitted.

(f) **Notice of Meetings**

(i) **Annual meetings** shall be announced by giving at least thirty days' written or e-mail notice to all members in good standing. Notice specifying the time and place of the Annual Meeting shall be given by the President, Vice-President, Clerk, or an authorized representative of one of these Officers.

(ii) **Regular meetings** shall be announced at the previous regular meeting, with respect to time and place, and no further notice of regular meetings need be given. In addition, the Board shall make reasonable efforts to publicize these meetings in advance through electronic and print means.

(iii) **Special meetings** shall be announced by giving at least two weeks' written or e-mail notice to all members in good standing. In all cases, notice shall be given by the President, Vice-President, Clerk, or the authorized representative of one of these Officers, and shall specify the time and place of the meeting.

ARTICLE III: BOARD OF DIRECTORS

Section 3.1 Composition. The Board of Directors (formerly called the Executive Committee) shall be composed of from five to nine BRS members in good standing, and shall include a President, a Vice-President, a Treasurer, a Clerk, and such other Officers or at-large Directors, to be elected by the members, as the members may determine from time to time. Any person may hold two offices (except that the President may not simultaneously serve as Vice-President or Treasurer).

Section 3.2 Powers. The activities, affairs, and property of the BRS shall be managed, directed, and controlled, and its powers exercised by and vested in, the Board. The Board may establish categories of membership and the dues therefor. The Board may hire an administrator to facilitate the management of the BRS and may engage such additional personnel as may be required. The Board shall make all final determinations concerning the personnel policies of the BRS. The Board may appoint such ad-hoc committees, and appoint their chairpersons, as the Board may determine from time to time.

Section 3.3 Terms of Office. The term of office of any Director or Officer shall terminate at the end of the next Annual Meeting, or upon election of his or her successor, whichever comes later.

Section 3.4 Removal from Office. A Director may be removed from office for cause by vote of a two-thirds majority of the other members of the Board. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the Board. Cause may include, but is not limited to, conduct in office which is found to be contrary to the objectives or accepted standards of the BRS, or failure to carry out one's fiduciary responsibilities to the BRS.

Section 3.5 Vacancies. Any vacancy on the Board may be filled by vote of the Board, at its discretion. The person selected shall hold office for the unexpired term of his or her predecessor.

Section 3.6 Meetings. Meetings of the Board shall be held at any time when called by the President, or by any three Directors. Members of the BRS may attend any Board meeting, except when confidential items (e.g., personnel) are being discussed or voted on.

Section 3.7 Notice. Notice of each meeting of the Board shall be made by telephone or e-mail to each Director, not less than three days before the day on which the meeting is to be held. Each such notice shall state the purpose of the meeting, and the time and place of the meeting.

Section 3.8 Quorum. The presence of at least fifty percent of the Directors in person at any meeting of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those Directors present in person may by resolution adjourn a duly-called meeting to resume at a specified time and place.

Section 3.9 Voting. At any meeting of the Board at which a quorum is present, the vote of a majority of Directors present shall decide any matter, except as otherwise provided by law, the Articles of Organization, or these By-laws.

Section 3.10 Action Without Meeting. Any action which may be taken at any meeting of the Board may be taken without a meeting if all the Directors consent to the action in writing or by e-mail, and these written or e-mailed consents are filed with the records of the meetings of the Board. These consents shall be treated for all purposes as a vote at a meeting.

ARTICLE IV: OFFICERS

Section 4.1 Titles. The Officers of the BRS shall consist of a President, a Vice-President, a Treasurer, a Clerk, and such other Officers as the members may determine.

Section 4.2 Election and Term of Office. The Officers shall be elected by the members at the Annual Meeting or at the special meeting held in lieu of the Annual Meeting and shall hold

office until the following Annual Meeting or until their successors are chosen, whichever occurs later.

Section 4.3 Nominations. A Nominating Committee may be appointed at a meeting of the members or of the Board to recommend a slate of Officers. This committee shall report its recommendations to all members in writing or by e-mail at least fifteen days before the Annual Meeting. At the Annual Meeting, nominations may also be made and seconded by any members in good standing.

Section 4.4 President. The President shall be the chief executive of the BRS. He or she shall perform the duties delegated to him or her by law, the Articles of Organization, these By-laws, the Board, or the members. The President shall have authority, as authorized by the Board, to sign checks, drafts, contracts, bids, bonds, powers of attorney, and other documents on behalf of the BRS.

Section 4.5 Vice-President. The Vice-President shall assist the President and shall assume the duties of the President in his or her absence.

Section 4.6 Treasurer. The Treasurer shall be the principal financial officer of the BRS. The Treasurer shall have custody and control over all funds of the BRS, maintain full and adequate accounts of all moneys received and paid by the Treasurer in account of the BRS and, subject to the control of the members, discharge all duties related to the office of Treasurer. In the absence of the President and Vice President from any meeting, the Treasurer shall preside. The Treasurer shall have authority, in connection with the normal business of the BRS, to sign checks, drafts, contracts, bids, bonds, powers of attorney and other documents as authorized by the Board.

Section 4.7 Clerk. The Clerk shall be the principal recording officer for the BRS. The Clerk shall record or cause to be recorded minutes of all meetings of members and of the Board, and shall maintain a file of these minutes. The Clerk shall disseminate, or cause to be disseminated, any required notices of meetings of the members or of the Board. In the absence of the Clerk from any meeting, a temporary clerk designated by the person presiding at the meeting shall perform the duties of the Clerk. The Clerk shall maintain, or cause to be maintained, a list of members in good standing.

Section 4.8 Resignation. Any Officer may resign by giving written notice to the President or Clerk. This resignation shall take effect at the time specified therein, or, if none is specified, upon receipt.

Section 4.9 Removal. An Officer may be removed from office for cause by vote of a two-thirds majority of the other Directors, at a meeting of the Board called for that purpose. An Officer may be removed for cause only after reasonable notice and opportunity to be heard before the Board. Cause may include, but is not limited to, conduct in office which is found to be contrary to the objectives or accepted standards of the BRS, or failure to carry out one's fiduciary responsibilities to the BRS.

Section 4.10 Vacancies. The Board may fill any vacancy occurring in any office due to death, incapacity, resignation, lapse of BRS membership, removal, or otherwise, and may, in its discretion, leave unfilled for such period as it may determine any office other than those of President, Treasurer, or Clerk. The person so selected shall hold office for the unexpired term of his or her predecessor.

Section 4.11 Compensation. No Officer may receive compensation for services rendered as an Officer of the BRS. Officers may receive reimbursement for reasonable expenses incurred in the performance of their duties, if approved by a majority of the Board at a meeting at which a quorum is present.

ARTICLE V: MAINTENANCE AND INSPECTION OF RECORDS

Section 5.1 Maintenance and Inspection of Records. The BRS shall maintain in the Commonwealth of Massachusetts the original or attested copies of its Articles of Organization, By-laws and records of all meetings of the Board and of the members, as well as its membership records which shall contain the names and addresses of all members of the BRS. These copies and records may be maintained at the principal office of the BRS or the office of the Clerk and shall be open at all reasonable times to the inspection of any member for a proper purpose. All records and reports of the BRS shall be open to reasonable inspection (excluding all confidential records such as personnel files and donor bases) by any Director.

ARTICLE VI: DEPOSITS, CHECKS, LOANS, CONTRACTS, ETC.

Section 6.1 Deposit of Funds. All funds of the BRS not otherwise employed shall be deposited in such banks, trust companies or other reliable depositories as determined by the Board.

Section 6.2 Checks, etc. All checks, endorsements, notes and evidence of indebtedness of the BRS, and all endorsements of deposits to the credit of the BRS shall be signed, upon authorization by the Board, by the Treasurer or the President, or by an agent of these Officers as may be determined by a resolution of the Board.

Section 6.3 Loans. No loans or advances shall be contracted on behalf of the BRS, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board. Any such authorization may be general or confined to specific instances, and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by the BRS.

Section 6.4 Contracts. The President, or any Officer specifically authorized by the Board, may in the name or on behalf of the BRS, enter into such contracts or execute and deliver such instruments as are specifically authorized by the Board. Notice shall be provided to the membership of the BRS prior to such an authorization where the authorization pertains to the expenditure of BRS funds in any new venture or project.

ARTICLE VII: CONFLICT OF INTEREST

Section 7.1 Conflict of Interest. No contract or other transaction of the BRS shall, in the absence of fraud, be affected or invalidated by the fact that any member or Officer of the BRS may be a party to or may have an interest, pecuniary or otherwise, in any such contract or other transaction, provided that the nature and extent of his or her interest was disclosed to or known by the Board before acting on this contract or other transaction. Any such member or Officer may not be counted in determining the existence of a quorum at any meeting of the members or

of the Board which shall authorize any such contract or such transaction, and this member or Director shall not participate in the vote to authorize any such contract or transaction.

ARTICLE VIII: INDEMNIFICATION

Section 8.1 Indemnification of Directors and Officers. Any person (and the heirs, executors and administrators of such a person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a Director or Officer of the BRS shall be indemnified by the BRS against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her (or by his or her heirs, executors, or administrators) in connection with the defense or settlement of this action, suit, or proceeding, or in connection with any appearance therein, except in relation to the matters as to which it shall be adjudged in this action, suit, or proceeding that said Director or Officer is liable for negligence or misconduct in the performance of his or her duties. This right of indemnification shall not be deemed exclusive of any other rights to which said Director or Officer (or such heirs, executors, or administrators) may be entitled apart from this Article.

ARTICLE IX: AMENDMENT

Section 9.1 Amendment of By-laws. Amendments to these By-laws may be proposed by a majority vote of the Board of Trustees or by a petition signed by at least twenty percent of the members of the BRS. Any such proposal must be submitted to the Clerk at least thirty days before the meeting at which the proposal is to be voted on. Any amendment may be adopted by a two-thirds majority of the members eligible to vote at the Annual Meeting, at a regular meeting, or at any Special Meeting called for that purpose, provided that a quorum is present and that proper notice has been provided. Notice of the proposed amendment(s) shall have been provided, either in writing or by e-mail, to every member at least fifteen days before the meeting at which the proposed amendment is to be acted upon.

ARTICLE X: DISSOLUTION

Section 10.1 Dissolution. The BRS may, subject to applicable provisions of law, be dissolved by the affirmative vote of a majority of the Board then in office. Upon such a vote, a petition for dissolution may be filed in the Massachusetts Supreme Judicial Court setting forth in substance the grounds of the application for dissolution and requesting the Court to authorize the administration of its funds for such similar public charitable purposes as the Court may determine.

ARTICLE XI: MISCELLANEOUS

Section 11.1 Conduct of Meetings. Unless otherwise agreed by majority vote at any meeting, the conduct of all meetings shall be according to Robert's Rules of Order to the extent that said Rules of Order shall be consistent with the laws of the Commonwealth of Massachusetts, unless otherwise provided by these By-laws.