

BY-LAWS
OF
CHINESE CHORAL SOCIETY OF ROCHESTER, INC.

Adopted: [February 6], 2011

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**BY-LAWS
OF
CHINESE CHORAL SOCIETY OF ROCHESTER, INC.**

ARTICLE I - MEMBERS

Section 1. Members Authorized. The Corporation shall have two (2) classes of members.

(a) Chorus Members. Chorus Members shall be at least eighteen (18) years of age. Chorus Members are those regularly singing with the Society and paying membership fees, as determined by the Society's Board of Directors, which fees are non-refundable and may be waived for those with financial stringency as determined by the Board of Directors. The voting rights of the Chorus Members are limited to (i) the election of the Society's directors and officers, and (ii) amending or repealing these By-Laws.

(b) Director Members. Director Members shall consist of directors of the Board of Directors of the Society for so long as they serve in such capacity. Director Members shall be voting members of the Society with all rights of members provided under applicable New York State law.

Each member shall have only one (1) vote. All members shall meet such additional requirements as may be contained in any law or regulation applicable to the Society and such other requirements as may be established by the Board of Directors.

Section 2. Election of Members.

(a) A person desiring to become a Chorus Member of the Society can apply for membership on a membership application furnished by the Society or on the Society's website. Applications for chorus membership shall be reviewed and determined by the Board of Directors. No person shall be denied membership because of sex, age, color, race, religion or ethnic/national origin. Each approved applicant shall become a Chorus Member and shall be entitled to all the rights and privileges of a Chorus Member.

(b) A person desiring to become a Director Member must be a current Chorus Member and elected to be a director of the Board of Directors by the Chorus Members.

Section 3. Resignations of Members. A member may resign at any time by giving written notice to the President, or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery. All property of the Society in the possession of the member resigning must be returned to the Society upon the effective date of the resignation. Members shall be responsible for reimbursement to the Society for the value of any Society property not returned by such date.

Section 4. Removal of Members.

(a) Any Chorus Member who fails to attend 25% to 50% of the practice sessions within a six month time period without an excuse shall lose his or her membership.

(b) Any member may be removed for cause by vote of the members provided there is a quorum of not less than a majority of the entire Board of Directors present at the meeting of members

at which such action is taken.

(c) Any member may be removed from the Society for serious misconduct or violation of the regulations of the Society upon the written petition of at least 50% of the membership and the approval of the Board of Directors.

Section 5. Annual Meeting and Election of Officers and Directors. There shall be an Annual General Membership Meeting of members held before the start of a chorus practice season for the election of directors and officers of the Society by the Members.

Section 6. Special Meetings. Special meetings of the members may be called at any time by the Board of Directors.

Section 7. Place of Meetings. Annual and special meetings of the members shall be held at such place as the Board of Directors or other persons authorized to call such meetings may from time to time determine and indicate in the notice.

Section 8. Notice of Meetings.

(a) Written notice shall be given of each meeting of members at which a member vote is required by applicable statute, shall state the place, date and hour of the meeting and, unless it is an Annual General Membership Meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called.

(b) A copy of the notice of any meeting shall be given, personally or by first class mail not less than ten (10) nor more than fifty (50) days before the date of the meeting, or by another class of mail not less than thirty (30) nor more than sixty (60) days before such date, to each member entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at the member's address as it appears on the record of members, or if the member shall have filed with the Secretary a written request that notices to the member be mailed to some other address, then directed to the member at such other address.

(c) Notice of meeting need not be given to any member who submits a signed waiver of notice whether before or after the meeting. The attendance of any member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by the member.

Section 9. Qualification of Voters.

(a) Every Member of record of the Society, in good standing, shall be entitled at every meeting of the members to one vote and must be present to vote unless write-in ballots are permitted by the Board of Directors.

(b) The Board may fix a date as the record date for the purpose of determining the members entitled to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting. The record date shall not be more than fifty (50) nor less than ten (10) days before the date of the meeting.

Section 10. Quorum and Adjourned Meetings.

(a) A majority of the total number of all members in good standing entitled to vote on a matter shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members.

(b) Despite the absence of a quorum, the members present may adjourn the meeting to another time and place and it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If after the adjournment, however, the Board of Directors fixes a new record date for determining the members entitled to vote at the adjourned meeting, a notice of the adjourned meeting shall be given to each member then entitled to notice under these By-laws.

Section 11. Organization. At every meeting of the members the President, or in the absence of the President, a person selected by the meeting, shall act as chairperson of the meeting. The Secretary or, in the absence of the Secretary, a person selected by the meeting shall act as secretary of the meeting.

Section 12. Voting.

(a) Whenever any corporate action, other than the election of officers, is to be taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation be authorized by a majority of the votes cast at such meeting.

(b) Directors and officers shall be elected by a majority of the votes cast at a meeting of members except as otherwise required by law.

Section 13. Proxies. Voting by proxy is not allowed.

Section 14. List of Members at Meeting. A list or record of members entitled to vote, certified by the Secretary, shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the Society that such request will be made at least ten days prior to such meeting. If the right to vote at any meeting is challenged, the person presiding thereat shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list of record to be members entitled to vote thereat may vote at such meeting.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Power of Board and Qualification of Directors. The Society shall be governed and managed by its Board of Directors. Each Director shall be at least eighteen (18) years of age.

Section 2. Number and Term of Office.

The number of Directors consisting of the entire Board of Directors shall be not less than seven (7) nor more than eleven (11) and shall consist of the President, the Secretary, the Treasurer, the President-Elect, the Immediate Past-President, the Music Director, the Event Coordinator and up to four (4) Voice Group Coordinators. No persons shall fill more than one position on the Board of Directors. The President, the Secretary, the Treasurer, the President-Elect, the Immediate Past-President, the Music Director, the Event Coordinator and the Voice Group Coordinators shall serve *ex-officio* as Directors of the Board of Directors. Any remaining Directors shall be elected at the annual meeting of the members.

(a) As used in these By-laws, “entire Board of Directors” means the total number of Directors entitled to vote which the Society would have if there were no vacancies.

(b) Each Director shall have one vote.

Section 3. Organization. At each meeting of the Board of Directors, the President, or, in the absence of the President, a chairperson chosen by a majority of the Directors present shall preside. The Secretary shall act as secretary of the Board of Directors. In the event the Secretary shall be absent from any meeting of the Board of Directors, the meeting shall select its secretary.

Section 4. Resignations and Removal of Directors.

(a) Any Director of the Society may resign at any time by giving written notice to the President, or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.

(b) Any or all of the Directors may be removed for cause by vote of the members, or by vote of the Directors provided there is a quorum of not less than a majority of the entire Board of Directors present at the meeting of Directors at which such action is taken. Any or all of the Directors may be removed without cause by vote of the members. Directors who are also officers may only be removed as provided in Article IV, Section 4.

Section 5. Action by the Board of Directors.

(a) Except as otherwise provided by law or in these By-laws, the act of the Board of Directors means action at a meeting of the Board by vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time.

(b) Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

(c) Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6. Place of Meeting. The Board of Directors may hold its meetings at the principal office of the Society, or at such place or places within or without the State of New York as the Board of Directors may from time to time by resolution determine.

Section 7. Board Annual Meeting. As soon as practical after each annual election of Director Members and Officers, the Board of Directors shall meet for the purpose of organization and the transaction of other business of the Society. Notice of such meeting need not be given. Such first meeting may be held at any other time; and if it is held at another time, notice shall be given as hereinafter provided for special meetings of the Board of Directors.

Section 8. Board Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such times as may be fixed from time to time by resolution of the Board of Directors.

Section 9. Board Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President, or by three (3) Directors. Notice shall be given orally, by e-mail, by facsimile, or by mail and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less than one (1) day before the meeting; if it is given by e-mail, by facsimile or by mail, it shall be given not less than three (3) days before the meeting.

Section 10. Waivers of Notice. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

Section 11. Quorum.

(a) A majority of the entire Board of Directors shall constitute a quorum for the transaction of business.

(b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Director.

Section 12. Compensation. Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

Section 13. Annual Report. The Board of Directors shall present at the Annual General Membership Meeting of members a report verified by the President and the Treasurer or by a majority of the Directors, showing in appropriate detail the following:

(a) The assets and liabilities of the Society as of the end of the twelve-month fiscal period terminating not more than six months prior to said meeting.

(b) The principal changes in assets and liabilities during said fiscal period.

(c) The revenue or receipts of the Society, both unrestricted and restricted to particular purposes during said fiscal period.

(d) The expenses or disbursements of the Society for both general and restricted purposes, during said fiscal period.

(e) The number of members of the Society as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period and a statement of the place where the names and places of residence of the current members may be found.

The report shall be filed with the records of the Society and a copy thereof entered in the minutes of the proceedings of the Annual General Membership Meeting of members.

ARTICLE III - COMMITTEES

Section 1. Standing Committees. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members other standing committees

consisting of three (3) or more Directors. The standing committees shall have such authority as the Board shall by resolution provide, except that no such committee shall have authority as to the following matters:

- (a) The submission to members of any action requiring members' approval under the law.
- (b) The filling of vacancies in the Board or in any committee.
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee.
- (d) The amendment or repeal of the By-laws, or the adoption of new By-laws.
- (e) The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable.

Section 2. Special Committees. The Board of Directors may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the standing committees by Section 1 of this Article.

Section 3. Meetings. Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of the Society or the chairperson of the committee or by vote of a majority of all of the members of the committee.

Section 4. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee.

The procedures and manner of acting of the committees of the Board shall be subject at all times to the directions of the Board of Directors.

Section 5. Tenure of Members of Committees of the Board. Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

Section 6. Alternate Members. The Board of Directors may designate one (1) or more Directors as alternate members of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee.

ARTICLE IV - OFFICERS

Section 1. Number. The elected officers of the Society shall be the President, the Secretary, the Treasurer, the President-Elect, the Immediate Past-President, the Event Coordinator, the Voice Group Coordinators (up to four) and such other officers as the Board of Directors may in its discretion determine. No two (2) offices may be held by the same person.

Section 2. Term of Office and Qualifications.

The officers must be members of the Society. The officers whose titles are specifically mentioned in Section 1 of this Article, except the President and the Immediate Past-President, shall be elected annually by the members at the Annual General Membership Meeting by written ballot. The office of President shall be filled by the President-Elect for the previous term. The President-Elect shall serve one (1) year as President-Elect and the succeeding year as President. If the President-Elect was not elected by the members, he shall succeed to the office of President to fill a vacancy only until the next annual meeting, when the office of President shall be filled by vote of the membership. The office of Immediate Past-President shall be filled by the President for the previous term. The Immediate-Past President shall serve one (1) year as Immediate Past-President until succeeded by the President of the previous term. All officers shall serve until their successors are elected and qualified.

Section 3. Additional Officers. Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine.

Section 4. Removal of Officers. Any officer may be removed by the members with or without cause at any time. The Board of Directors may suspend an officer's authority to act on behalf of the Society for cause at any time.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

Section 6. Vacancies. A vacancy in any office shall be filled by the Director Members for the unexpired portion of the officers term.

Section 7. President. The President shall preside at all meetings of the members and of the Board of Directors at which the President is present. The President shall act as the chief executive officer of the Society and shall supervise generally the management of the affairs of the Society subject only to the supervision of the Board. The President shall also act as liaison to the Music Director and perform such other duties as may be assigned from time to time by the Board.

Section 8. President-Elect. The President-Elect shall preside at all meetings of the members, the Board of Directors, in the absence of the President. The President-Elect shall perform such other duties as may be assigned by the President or by the Board of Directors.

Section 9. Treasurer. The Treasurer shall, if required by the Board of Directors, obtain a bond for the faithful discharge of his duties, in such sum and with such sureties as the Board of Directors shall require. The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Society, including payment of all fees due and owing of the Society, and deposit all such funds in the name of and to the credit of the Society in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 10. Secretary. It shall be the duty of the Secretary to act as secretary of all meetings of the Board of Directors, and to keep the minutes of all such meetings in a proper book or books to be provided for that purpose; the Secretary shall see that all notices required to be given by the Society are duly given and served; the Secretary shall prepare, or cause to be prepared, for use at meetings of the members the list or record of members referred to in Article I, Section 14 of these By-laws and shall

certify such list; the Secretary shall keep a current list of the Society's Directors and officers and their residence addresses; the Secretary shall be custodian of the seal of the Society and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Secretary shall have custody of the minute book containing the minutes of all meetings of members, Directors, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the Society, or in the custody of some other person authorized by the Board of Directors to have such custody. The Secretary shall be responsible for correspondence and shall act as historian and keep a record of the Society's activities.

Section 11. Event Coordinator. The Event Coordinator shall organize the event activities of the Society including invitation of performances by other organizations, as well as refreshments of chorus practices and receptions of chorus concerts.

Section 12. Immediate Past-President. The Immediate Past-President shall coordinate the nomination of new officers of the Society and be responsible for the long range planning of the Society.

Section 13. Voice Group Leaders

(a) Soprano Leader: shall maintain attendance record of the members of the Soprano Group and coordinate its practice session.

(b) Tenor Leader: shall maintain attendance record of the members of the Tenor Group and coordinate its practice session.

(c) Alto Leader: shall maintain attendance record of the members of the Alto Group and coordinate its practice session.

(d) Bass Leader: shall maintain attendance record of the members of the Bass Group and coordinate its practice session.

Section 14. Appointed Officers. The Board of Directors may delegate to any officer or committee the power to appoint and to remove any subordinate officer, agent or employee.

Section 15. Assignment and Transfer of Stocks, Bonds and Securities. The President, the Treasurer, the Secretary, and each of them, shall have power to assign, or to endorse for transfer, under the corporate seal, and to deliver, any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Society.

ARTICLE V - MUSIC DIRECTOR AND ASSOCIATE MUSIC DIRECTOR

Section 1. Appointment of Music Director and Associate Music Director. The Music Director and the Associate Music Director shall be nominated by the President for approval by the Board of Directors and shall serve at the discretion of the Board of Directors.

Section 2. Duties. (a) The Music Director shall be responsible for the artistic direction of the Society and the selection of music and programs and shall act as conductor during practice sessions.

(b) The Associate Music Director shall be the accompanist and perform the duty of the Music Director in the absence or at the request of the Music Director.

ARTICLE VI - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts. The Board of Directors, except as in these By-laws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Society to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-laws, no officers, agent or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 2. Loans. No loans shall be contracted on behalf of the Society unless specifically authorized by the Board of Directors.

Section 3. Checks, Drafts, etc. All checks, drafts and other orders for the payment of money out of the funds of the Society, and all notes or other evidences of indebtedness of the Society, shall be signed on behalf of the Society in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII - INDEMNIFICATION AND INSURANCE

Section 1. Authorized Indemnification. Unless clearly prohibited by law or Section 2 of this Article, the Society shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Society, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Director or officer of the Society, or (b) in addition is serving or served, in any capacity, at the request of the Society, as a Director or officer of any other Corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Society shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 2. Prohibited Indemnification. The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 3. Advancement of Expenses. The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Society, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Society, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article. An Indemnified Person shall cooperate in

good faith with any request by the Society that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others. Unless clearly prohibited by law or Section 2 of this Article, the Board of Directors may approve Corporation indemnification as set forth in Section 1 of this Article or advancement of expenses as set forth in Section 3 of this Article, to a person (or the testator or intestate of a person) who is or was employed by the Society or who is or was a volunteer for the Society, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Society in any capacity for any other Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5. Determination of Indemnification. Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-laws.

Section 6. Binding Effect. Any person entitled to indemnification under these By-laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance. The Corporation is not required to purchase Directors' and officers' liability insurance, but the Society may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Society for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Directors, officers, employees or volunteers of the Society for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the Society.

Section 8. Nonexclusive Rights. The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Society with any Director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

ARTICLE VIII - CONFLICTS OF INTEREST

Section 1. Definition of Conflicts of Interest. A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or

(c) any organization in which he or an immediate family member is a director, Director, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit Corporation does not constitute a conflict of interest.

Section 2. Disclosure of Conflicts of Interest. . A Director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form.

The Secretary of the Corporation shall distribute annually to all Directors, officers and key employees (as identified by the Corporation), a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Society and whether the process for approval set forth in this policy was used. Such disclosure form may require disclosure of other relationships that may not constitute an actual conflict of interest, but which are required to be disclosed in order for the Society to comply with its annual reporting requirements.

Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest. A Director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Society the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Society. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Society and the arrangements are consistent with the best interests of the Society. Fairness includes, but is not limited to, the concepts that the Society should pay no more than fair market value for any goods or services which the Society receives and that the Society should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Society.

Section 4. Validity of Actions. No contract or other transaction between the Society and one or more of its Directors or officers, or between the Society and any other Corporation, firm, association or other entity in which one or more of its Corporation or officers are Directors, directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such

contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or officer should not be present at the meeting.

Section 5. Employee Conflicts of Interest. An employee of the Society with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the Society decisions which are the subject of the conflict will be determined. The President shall be responsible for determining the proper way for the Society to handle Corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the President may consult with legal counsel.

The President shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the President has approved.

ARTICLE IX - COMPENSATION

Section 1. Reasonable Compensation. It is the policy of the Society to pay no more than reasonable compensation for personal services rendered to the Society by officers and employees. The Directors of the Society shall not receive compensation for fulfilling their duties as Directors, although Directors may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Directors. Expenses of spouses will not be reimbursed by the Society unless the expenses are necessary to achieve a Society purpose.

Section 2. Approval of Compensation. The Board of Directors must approve in advance the amount of all compensation for officers of the Society.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Society to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the Society, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Society to the individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

ARTICLE X - GENERAL

Section 1. Office. The office of the Society shall be at such place in the County of Monroe, State of New York, as the Board of Directors may determine.

Section 2. Books and Records. There shall be kept at the office of the Society (1) correct and complete books and records of account; (2) minutes of the proceedings of the members, the Board of

Directors and the Executive Committee; (3) a current list of the Directors and officers of the Society and their residence addresses; (4) a list of record containing the names and addresses of all members and the class or classes of membership; (5) a copy of these By-laws; (6) a copy of the Society's application for recognition of exemption with the Internal Revenue Service, if applicable; and (7) copies of the past three (3) years information returns to the Internal Revenue Service, if applicable.

Section 3. Seal. The corporate seal shall be in the form of a circle and shall have inscribed thereon the following: Chinese Choral Society of Rochester, Inc., 1986 New York Not-for-Profit Corporation.

Section 4. Loans to Directors and Officers. No loans shall be made by the Society to its Directors or officers, or to any other corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers or hold a substantial financial interest except as allowed by law.

Section 5. Fiscal Year. The fiscal year of the Society shall commence September 1 in each calendar year and end on August 31.

Section 6. Affiliation. The Society shall not assume any religious or political affiliation. The Society shall not be affiliated to any other organization.

Section 7. Miscellaneous Regulations and Guidelines.

- (a) The Society is an equal opportunity employer.
- (b) The Society shall perform in a concert with general audience at least once every two years.
- (c) The name of the Society shall only be used in performance participated by more than half of the total chorus members or with the approval of the Board of Directors.

ARTICLE XI - AMENDMENTS

The By-laws of the Society may be amended or repealed by two-thirds (2/3) vote of the Members present at a meeting called for such purpose; provided that the proposed amendments shall be provided in writing to the members at least fourteen (14) days prior to the meeting at which a vote will be taken.