

**AMENDED AND RESTATED
CONSTITUTION
of the
ROCHESTER ORATORIO SOCIETY, INC.**

(As approved by the ROS Board of Directors on August 10, 2009 and accepted by the membership on January 18, 2010)

ARTICLE 1 – NAME

The name of this organization shall be the Rochester Oratorio Society, Inc. (“ROS”).

ARTICLE II – PURPOSES

The general purpose of the ROS shall be to enhance the educational, musical and cultural life of Rochester and its surrounding communities. To that end, ROS has incorporated as a not-for-profit corporation. In furtherance of this general purpose, ROS may: (1) present choral music for the appreciation and benefit of the public; (2) provide an opportunity for amateur singers in the community to join in the presentation of such choral works; (3) further encourage knowledge and appreciation of fine music; (4) in the name of its members, take, hold, receive, sell, give, invest and reinvest, and transfer any property, real or personal, committed to it by gift, sale, lease, bequest, legacy or devise, or under terms of any trust; (5) do any other act which will further the general purpose of ROS and not be inconsistent therewith. This statement of purposes shall not be deemed exclusive; that is, it shall not prevent ROS from pursuing any and all other purposes not prohibited by law.

ARTICLE III – MEMBERSHIP

ROS shall have membership as set forth in the ROS By-laws approved by the Board on the date hereof, as amended from time to time (the “By-laws”).

ARTICLE IV – BOARD OF DIRECTORS

ROS shall have a Board of Directors as set forth in the By-laws.

ARTICLE V - OFFICERS

ROS shall have Officers as set forth in the By-laws.

ARTICLE VI – AMENDMENTS

The Constitution may be altered, amended or repealed and new provisions may be adopted by a two-thirds majority of the Directors present at any regular meeting or at any special meeting, if at least two days’ written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting. An alteration, amendment, repeal, or the enactment of new provisions of this Constitution must also be approved by the affirmative vote of one-half of the ROS membership present at any annual or special meeting.