

BY-LAWS OF

Brazos Valley Chorale

Adopted Spring 1989

Revised March 1998, March 2000, October 2010

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Brazos Valley Chorale

ARTICLE I – NAME

The name of the organization shall be the Brazos Valley Chorale.

ARTICLE II – PURPOSE

Brazos Valley Chorale is a non-profit group organized for educational and artistic purposes and dedicated to the performance and promotion of a broad spectrum of quality choral music. The Chorale does not discriminate on the basis of race, gender, nationality, religion, disability, or sexual orientation. It is organized under section 501(c)3 of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

- Section 1. Membership shall be limited to any person who is 15 years of age or older who has passed an audition and has paid dues.
- Section 2. The dues for Members shall be set by the Board of Directors.
- Section 3. Each Member whose dues are currently paid shall have one vote at the Annual Meeting and at any General Meetings of Brazos Valley Chorale. Proxy voting is not allowed.

ARTICLE IV - BOARD OF DIRECTORS

- Section 1. The Brazos Valley Chorale shall be managed by a Board of Directors. The Board may appoint or employ a Music Director, Administrative Director, Accompanist, or other such personnel as may be required. The Board shall establish the duties and any compensation for such persons who shall serve at the pleasure of the Board.
- Section 2. The Board of Directors shall be composed of nine to eighteen Directors elected by the Members. The exact number of Directors is to be set by the Board. Each Director is elected for a 3-year term and has one vote at Board Meetings. The Board positions shall be on a staggered rotation. Non-Members may be elected to the Board, provided at least one third of the Board are Members. Non-Members on the Board are expected to make a contribution no less than the dues amount paid by Members. The Music Director and Administrative Director serve as *ex officio* non-voting Directors.
- Section 3. Election of the Board of Directors shall be as follows:

- (A) The President shall appoint a nominating committee at least 40 days before the Annual Meeting. The nominating committee shall be chaired by the Vice President and should include at least one Member and at least three others who are Members or Directors. The names of those on the nominating committee shall be read at the next 2 consecutive regularly scheduled rehearsals of Brazos Valley Chorale.
- (B) The Nominating Committee shall submit the proposed slate to the Board for approval at least 14 days prior to the Annual Meeting.
- (C) The proposed slate of nominees shall be presented to the Members in writing at least 2 weeks prior to the Annual Meeting. Further nominations, with the consent of the nominee, may be made from the floor at the Annual Meeting.

Section 4. The Board of Directors shall meet at least quarterly. The President or any three Directors may call special meetings of the Board at any time. All Directors will be given at least five days notice of all meetings and be furnished with a proposed agenda for the meeting. The President or those Directors calling the meeting shall designate the time and place for holding such a meeting.

Section 5. A majority of the Board shall constitute a quorum at any meeting and any action by those present shall be the action of the Board.

Section 6. The Board of Directors may declare a Board position vacant when:

- (A) A non-Member Director fails to make a contribution equivalent to the dues paid by Members;
- (B) A Director voluntarily resigns;
- (C) A Director misses 3 consecutive Board meetings without good reason; or
- (D) By vote of the Board with just cause.

Section 7. If a vacancy occurs, the Board may appoint a new Director to serve until the next Annual Meeting, at which time the un-expired portion of the term shall be filled in accordance with Article IV, Section 3.

Section 8. The duties of the Board of Directors shall include:

- (A) Managing of the affairs of the organization;
- (B) Adopting a Policies and Procedures Handbook which is consistent with the By-laws;
- (C) Presenting an annual report of activities to the Members;
- (D) Appointing a Music Librarian to order, purchase, and maintain the organization's music collection.

ARTICLE V – OFFICERS

Section 1. Officers of Brazos Valley Chorale shall be President, Vice-President (President-Elect), Secretary and Treasurer.

- Section 2. The officers shall be elected by the Board of Directors, from the Board of Directors, for a term of one year, and shall serve until their successors are elected, except for the President, who may choose to serve a two-year term, with Board approval. The President-Elect will automatically advance to the Presidency upon vacancy of the President's office.
- Section 3. A vacancy for the un-expired term of office of any officer shall be filled by election by the Board of Directors.
- Section 4. The principal duties of the officers shall be as prescribed by the parliamentary authority adopted and by the following:
- (A) President:
- (1) Calls and presides at Board Meetings, General Meetings, and the Annual Meeting;
 - (2) Plans agenda, coordinating with other officers, the Administrative Director, and the Music Director;
 - (3) Chairs the Personnel Committee;
 - (4) Appoints standing committees and any special committees deemed necessary, with approval of Board of Directors.
- (B) Vice-president (President Elect):
- (1) Serves as President in his/her absence;
 - (2) Assumes Presidency at the completion of the President's term;
 - (3) Serves as Chair of the Nominating Committee.
- (C) Secretary:
- (1) Prepares official notices;
 - (2) Keeps minutes of all Board of Directors and Executive Committee (Art. VI, Sec. 1) meetings;
 - (3) Distributes minutes and agendas for meetings;
 - (4) Maintains a directory of Chorale Members and other relevant committees;
 - (5) Prepares official correspondence, as directed by the President or the Board;
 - (6) May delegate selected duties to the Administrative Director with approval of the Board of Directors.
- (D) Treasurer:
- (1) Collects and maintains records of dues and other contributions;
 - (2) Makes disbursements;
 - (3) Prepares financial reports;
 - (4) May delegate selected duties to the Administrative Director with approval of the Board of Directors;
 - (5) Agrees to be bonded at expense of Brazos Valley Chorale if directed by the Board of Directors.

ARTICLE VI – COMMITTEES

- Section 1. The Executive Committee shall consist of the elected officers of the organization with the Music Director, Administrative Director, and Immediate Past President serving in *ex officio* non-voting roles. The Executive Committee shall manage the business of the organization between Board meetings. The President shall preside at the meetings of the Executive Committee.
- Section 2. The Executive Committee or the Board of Directors may establish other committees as necessary.

ARTICLE VII - MUSIC DIRECTOR

- Section 1. The Music Director shall be appointed by the Board of Directors. The Music Director's salary shall be established by the Executive Committee and approved by the Board of Directors.
- Section 2. The duties of the Music Director shall be as specified in writing by the Board of Directors.

ARTICLE VIII - ADMINISTRATIVE DIRECTOR

- Section 1. The Administrative Director shall be appointed by the Board of Directors. The Administrative Director's salary shall be established by the Executive Committee and approved by the Board of Directors.
- Section 2. The duties of the Administrative Director shall be as specified in writing by the Board of Directors.

ARTICLE IX - ACCOMPANIST

- Section 1. The Accompanist shall be appointed by the Music Director, with the approval of the Board of Directors. The Accompanist's salary shall be established by the Executive Committee and approved by the Board of Directors.
- Section 2. The duties of the Accompanist shall be as specified in writing by the Music Director.

ARTICLE X - MEETINGS

- Section 1. There will be an Annual Meeting no later than March 31 at a time and place designated by the Board of Directors. Written or electronic notice shall be given

to all Members not less than 14 days prior to the meeting. The Annual Meeting shall be for the purpose of electing Directors, hearing reports, and for conducting such other business as may properly come before the Members of the Brazos Valley Chorale. The Officers and newly elected Board Members shall take office at a date to be specified by the Board, but no later than July 1. The Board of Directors shall then meet to elect officers for the ensuing year and to transact other such business as may properly come before the Board of Directors.

Section 2. Other meetings of Members of Brazos Valley Chorale shall be at the call of the Directors with the purpose of the meeting stated in the announcements. Such notice shall be given to all Members not less than 7 days prior to the meeting.

Section 3. The quorum for Brazos Valley Chorale Meetings shall be the Members present and voting.

ARTICLE XI – AMENDMENT

The by-laws may be amended by a two-thirds vote of those present at any meeting of Brazos Valley Chorale, provided that 14 days notice of the proposed amendment has been given to the membership.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The parliamentary authority of Brazos Valley Chorale shall be "Robert's Rules of Order, Revised".

ARTICLE XIII – DISSOLUTION

In event of dissolution, all assets remaining after payment of debts shall be turned over to a charitable organization which itself is exempt under Section 501(c)3 of the Internal Revenue Code.

APPROVED AT SPECIAL MEETING OF THE BRAZOS VALLEY CHORALE, OCTOBER 25, 2010.