**BYLAWS OF**

**THE BLACKSBURG MASTER CHORALE**

A Non-Stock, Not-for-Profit Membership Virginia Corporation

**Article I**

**Mission**

The Blacksburg Master Chorale will enrich the lives of its members and the New River Valley community by celebrating the tradition of choral music at its finest.

**Values**

We place the highest value on:

* ***Excellence***– robust repertoire, diligently rehearsed, and sung with ardor and care.
* ***Respect***– governing our relationships with one another, our audience, and the musicians with whom we perform as well as our approach to the composers of whose works we sing.
* ***Collaboration***– reaching out to new partners, sponsors, and music-lovers in pursuit of common goals.
* ***Diversity*** – welcoming a diverse membership and honoring music from a variety of cultural traditions.
* ***Inspiration***– singing works that speak to the best in what makes us human and, in particular, inspiring and assisting the next generation of chorale singers.

**Vision**

The Blacksburg Master Chorale will be the premier choral organization in the New River Valley, recognized by growing and loyal audiences because we:

* Produce interesting and varied performances that enrich the cultural life of the community;
* Are reliable and creative partners in collaborative efforts; and
* Operate an efficient and financially sound organization which continues to grow and evolve.

**Article II**

**Membership**

**Section 1. Categories of Membership**

The corporation has two categories of membership:Chorale members, who are selected by the Music Director to participate as singers in The Blacksburg Master Chorale and whose continuing membership is at the discretion of the Music Director; and General members, who are any individuals interested in supporting the purposes of the Corporation.

Each member who has paid dues for any assessment period of the Corporation’s fiscal year shall be considered eligible to vote at all general or special meetings of the Corporation occurring during that fiscal year, and shall be entitled to one vote in the election of each director or officer and for each motion made at regular or special meetings of the Corporation.

**Section 2. Dues**

Dues shall be determined by the Board of Directors and reviewed annually.

**Section 3. Meetings**

An Annual Meeting shall be held in April or May of each year, on a date determined by the Board of Directors, for the purpose of electing members of the Board of Directors and/or officers, and to transact other corporate business as may be necessary. Additional meetings may be called as deemed necessary by the President or, if absent, the Executive Vice-President or any two (2) officers of the Corporation. A majority of members eligible to vote shall constitute a quorum at any meeting.

Members who are eligible to vote will be notified in writing or by email not less than ten (10) nor more than sixty (60) days before each annual or special meeting, except that notice of a meeting to act on an amendment of the Articles of Incorporation or dissolution of the Corporation shall be given no less than twenty-five (25) nor more than sixty (60) days before such meeting.

Minutes of all such meetings shall be distributed to the Membership.

**Article III**

**Board of Directors**

**Section 1.** **Board of Directors**

The Board shall contain between six (6) and eighteen (18) members, which range may be modified by amendment to these bylaws by the Corporation membership, and shall be comprised of the elected officers, the chairs of all standing committees, and members-at-large elected by the members of the Corporation. The Music Director shall serve without vote. The immediate Past President shall serve without vote for up to 3 years or until recruited into a board position or tendering a notice of resignation; this period of service to the Board shall not count as service on the Board. The President Elect shall serve without vote for up to 3 years prior to taking office as President; this period of service to the Board shall not count as service on the Board. Any Chorale or General member of the Corporation is eligible to serve as a director.

**Section 2. Terms**

Directors shall be elected for terms of three years. The term shall begin July 1 of the year elected. The Corporation will endeavor to ensure, whenever possible, that the terms of one-third of the directors shall expire each year. A person shall be eligible to serve as director for any full or unexpired term if, at the expiration of the term, the person shall not have served more than seven (7) consecutive years. Service during any part of a year shall be counted as a full year’s service.

**Section 3. Nomination and Election**

Nominations for the Board of Directors may be made by the Nominating Committee or any other member of the Corporation membership. Potential nominees shall be approached and agree to serve, if elected, before any nomination is added to the slate of candidates.

Directors shall be elected at the Annual Meeting of the Corporation by a majority of members eligible to vote at such meeting, either present at the meeting or, if authorized in advance by the Board, having submitted written ballots by mail or email. Voting by “proxy” shall not be allowed.

**Section 4. Removal**

A director may be removed by a vote of two-thirds (2/3) of the Corporation members present at a special meeting called for the purpose of removing said director or at any other scheduled meeting.

**Section 5. Resignation or Replacement**

Any director may resign by giving written or email notice of resignation to the President or, if absent, the Executive Vice-President of the Corporation. The effective date of resignation is the date at which the said notice is received by the appropriate officer. Any director who is absent from more than half (1/2) of the regular meetings of the Board of Directors held during any twelve-month period shall be deemed to have given notice of resignation.

Vacancies occurring on the Board of Directors during the year shall be filled by nomination and vote of the remaining directors either at the Board’s first regular meeting following the creation of such vacancy or at a special meeting called for that purpose; the appointee shall serve until the next Annual Meeting of the Corporation. The Board may elect any eligible Corporation member as director.

**Section 6. Conflict of Interest**

Each member of the Board of Directors shall be required to disclose in writing any personal, professional, business, family, or community activity, association or connection with any individual or entity involved in any project undertaken by the Corporation. If a conflict arises or is determined to exist, the Board of Directors shall determine a resolution.

**Section 7. Meetings and Quorum**

Regular meetings of the Board of Directors shall be at least quarterly. The President or, if absent, the Executive Vice-President of the Corporation may call additional meetings as necessary. A quorum for the meeting of the Board of Directors shall be two-thirds (2/3) of the directors. In the absence of a quorum, the Executive Committee shall be empowered to act on behalf of the Corporation within the limits described in Article V, Section 3.

**Article IV**

**Officers**

**Section 1. Officers**

The officers of the Board of Directors shall consist of President, President Elect, Vice-President of Development, Vice-President of Membership, Vice-President of Marketing and Public Relations, Secretary, and Treasurer. The President shall designate one of the Vice-Presidents as Executive Vice-President to preside in the absence of the President.

**Section 2. Election and Terms**

The term of office shall be three years. No officer shall serve more than two consecutive terms in the same office. Officers shall be nominated and elected as described in Article III, Section 3. Election or appointment of an officer shall not in and of itself create any contract rights in or for the officer or the Corporation.

**Section 3. Resignation, Replacement and Removal**

Resignation and replacement of officers shall be the same as for any other director as described in Article III, Section 5. Service or absence during any part of a year shall be counted as for directors as described in Article III, Sections 2 and 5, respectively. The Board of Directors may remove any officer at any time, with or without cause, by a vote of two-thirds (2/3) of the Directors at a meeting called for this purpose.

**Section 4. Duties of Officers**

Officers shall carry out such duties as are assigned to them under these bylaws and pursuant to Section 13.1-873 of the Code of Virginia, 1950, as amended. Officers’ duties shall include, but not be limited to: review the annual budget recommended by the Finance Committee and either amend or approve it as appropriate; review and either amend or approve any substantial budgetary changes requested during the fiscal year; review and either amend or approve any proposed changes of the Endowment Policy; review and amend as appropriate the Strategic Plan; and manage the day-to-day affairs of the Corporation.

Each officer shall maintain a notebook containing duties and responsibilities, copies of corporate papers, and minutes, to be distributed to subsequent holders of that office. The Secretary of the Corporation shall maintain a record of the expanded duties of each office.

1. **President** – shall be the chief officer of the Corporation and shall perform such duties as may be customarily required of a president. Shall designate one vice-president to be Executive Vice-President to assume the powers and duties of the President due to absence or incapacity. Shall designate chairs of Standing Committees, unless otherwise directed by these bylaws. The President shall not vote at Board or Executive Committee meetings except as necessary to break a tie.
2. **President Elect** – shall assume the role of President when the current Presidential term ends. The President Elect shall serve a minimum of 1 year and up to 3 years in some capacity, as designated by the President, to facilitate the transition process. This period shall not count as service on the Board. The President Elect shall not vote at Board or Executive Committee meetings.
3. **Vice-President of Development** – shall chair the Development Committee.
4. **Vice-President of Membership** – shall perform duties necessary to sustain the needs of the membership.
5. **Vice-President of Marketing and Public Relations** – shall chair the Marketing and Public Relations Committee.
6. **Secretary** – shall be responsible for all minutes, official records and proceedings of the Corporation and perform such duties as may be customarily required of the Secretary as well as those described in these bylaws.
7. **Treasurer** – shall be responsible for accurate accounts of receipts and disbursements in books belonging to the Corporation and shall make full account of the financial condition of the Corporation according to standard accounting practices. Shall chair both the Finance and Endowment Committees.

**Article V**

**Executive Committee**

**Section 1. Composition**

The Executive Committee shall be composed of the Officers as listed in Article IV, section 1. In addition, the immediate Past President and the Music Director will serve, without vote, in an advisory capacity.

**Section 2. Duties**

The Executive Committee shall have administrative power of the Corporation between the meetings of the Board of Directors, and such other powers as set forth in these bylaws, or as may be conferred by the Board of Directors within the limits described in Article V, Section 3.

**Section 3. Meetings**

Meetings may be called by the President or, if absent, the Executive Vice-President or any two (2) officers. A simple majority of the Executive Committee constitutes a quorum.

Any action of the Executive Committee shall be conveyed by email to all members of the Board of Directors as written minutes within five (5) working days of the action and shall remain in force unless vetoed by a majority vote of the Board of Directors at either the next regularly scheduled Board Meeting or a meeting called specifically for such purpose. Such actions, approved or otherwise, of the Executive Committee will be entered into the minutes of the next regular Board meeting.

**Article VI**

**Standing Committees**

**Section 1. Committees**

The Board may empower Standing Committees to advance the work of the Corporation in such matters as it may deem appropriate. Special Committees may also be empowered by the Board to aid it on particular projects. Committee members need not be Directors. All such committees shall be subject to the final authority of the Board. Any committee may be terminated at any time by a majority vote of the Board.

Standing Committee Chairs shall report the status of all the committee’s activities at each Board Meeting or as and when requested by the President. Special Committee Chairs shall report the status of the committee’s activities as and when requested by the President.

**Section 2. Chairs**

Except as provided in Article IV, Section 4, the President shall appoint chairs of Standing Committees from the Board of Directors as needed to manage the affairs of the Corporation. Special Committee chairs need not be directors. The Secretary shall maintain a record of the expanded duties of each committee.

**Section 3. Members**

The chair of each committee shall designate the members of that committee and shall terminate those appointees whose services are no longer required.

Standing committees may include, but not be limited to, the following:

Audience Development; Development; Endowment; Finance; Marketing and Public Relations; and Membership.

Special Committees may include, but not be limited to, the following:

Blacksburg Children Chorale; Concert Set-up/Coordination; Corporation History; Nominating; and Special Events.

**Article VII**

**Music Director**

The Music Director shall be contracted or removed by a two-thirds (2/3) vote of the Board of Directors at a regular meeting, or a meeting called for that purpose. Responsibilities of the Music Director shall include, but not be limited to, the following:

* + To select the musical repertoire;
  + To conduct rehearsals and performances;
  + To schedule and conduct Chorale membership auditions;
  + To make decisions regarding all musical personnel, including vocalists, rehearsal accompanist, instrumentalists and soloists, and to facilitate the negotiation of their fees, in the absence of any conflict of interest;
  + To serve, without vote, as an advisor to the Board of Directors and Executive Committee; and
  + To communicate to the Board in a timely manner any issues that arise and which need direction and/or assistance for resolution.

**Article VIII**

**Contracts**

No officer, director, agent or any other member shall have any powers or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or execute and deliver any instrument, in the name of, and on behalf of, the Corporation*,* or render it liable for any purpose or to any amount unless authorized by a majority vote of the Board of Directors and recorded in the written minutes. Such authority shall be in effect for the fiscal year in which it was granted and may be general or confined to a specific instance.

**Article IX**

**Indemnification**

Each person now or hereafter an officer or director of The Blacksburg Master Chorale, and such officer’s or director’s heirs, executors and assigns, shall be indemnified by the Corporation against all liabilities, costs, and expenses, including but not limited to all attorneys’ fees imposed upon or reasonably incurred by said officer or director in connection with or resulting from any action, suit, proceeding or claim, actual or threatened, to which said officer is or may be made a party by reason of being or having been an officer or director of the Corporation, except in relation to matters as to which the authority to indemnify is prohibited by applicable law. The right of indemnification shall not be deemed exclusive of any rights to which the person may be entitled under any other law, bylaw, agreement, or otherwise, it being the intention of these bylaws to provide the maximum rights of indemnification permitted by law.

**Article X**

**Fiscal Year**

The fiscal year of the Corporation shall be July 1 through June 30, beginning July 1, 1996.

**Article XI**

**Dissolution**

The Corporation may be dissolved at any time by recommendation of the Board of Directors, approved in writing by more than two-thirds of the members eligible to vote at that time, at a meeting at which a quorum exists. In the event of the dissolution of the Corporation, whether voluntary or involuntary, or by operation of law, none of the assets of the Corporation shall be distributed to any member or director, but after payment of all lawful debts of the Corporation, its property and assets shall be given to a charitable organization or organizations of the kind described in Section 501 (c) (3) of the Internal Revenue Code of 1954, such organization or organizations to be selected by the Board of Directors.

**Article XII**

**Amendments**

**Section 1. Articles of Incorporation**

Amendments to the Articles of Incorporation shall be approved by a vote of two-thirds (2/3) of the Corporation membership eligible to vote at an annual or special meeting called for that purpose, with written notice, including a copy of the proposed change(s), given by mail or email not less than twenty-five (25) and not more than sixty (60) days prior to the date of said meeting.

**Section 2. Bylaws**

Amendments to the Bylaws may be made by a two-thirds (2/3) vote of the Board of Directors, except for actions specifically reserved to Corporation members by these bylaws, by the Corporation’s Articles of Incorporation, or by the Code of Virginia, 1950, as amended.

Adopted this 26th day of June, 2018, by the membership of The Blacksburg Master Chorale.

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Mary Denson Moore, President

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Kandra Meyers, Secretary