

Mesilla Valley Chorale By-laws

Enacted 03/30/2024

ARTICLE I. Name and Location

1. This organization shall be known as Mesilla Valley Chorale.
2. The Mesilla Valley Chorale shall be located in Doña Ana County, New Mexico.

ARTICLE II. Objective

The objective of Mesilla Valley Chorale is to provide a quality, joyful musical experience for its members and its audiences, and to further the appreciation of choral music, in particular, and the arts, in general, in our community.

ARTICLE III. Membership

Mesilla Valley Chorale membership shall consist of those persons who pay per semester dues, as set by the Board of Directors, and sing with the Chorale for the ensuing semester.

ARTICLE IV. Board of Directors

1. There shall be a Board of Directors, whose duties and responsibilities shall be to perform all functions inherent in the administration of the organization. This Board shall consist of the President, Secretary and Treasurer, and at least two but no more than four additional persons.

2. The Primary Director may, at the discretion of the Board, be a non-voting, ex-officio member of the Board.
3. A member of the Board of Directors may be removed from office for misfeasance, malfeasance, or disruptive influence by an affirmative vote of at least three-fourths of the members of the Board of Directors.
4. If a Board of Directors position is vacated, by removal or resignation, the Board shall elect a new member at the next regular board meeting.
5. The Board of Directors shall uphold the bylaws and management of the organization.
6. Whenever a director has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from any discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine it is in the best interest of the Chorale to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE V. Meetings

1. Meetings of the Board of Directors shall be called regularly at least twice a year by the President. Notice of the time and place of such meetings shall be announced in advance.

2. At such meetings, a simple majority of the Board of Directors shall constitute a quorum.

3. Any meeting of the Board of Directors may be held in person or any electronic method allowing communications between all parties.

4. The Secretary will be responsible for taking minutes at all such meetings, distributing a draft of those minutes to all in attendance for additions and/or corrections, and filing a final electronic copy in the MVC Dropbox.

5. Periodically, other persons may be invited to participate in such meetings, depending on the agenda, but such invitations in no way should be construed to mean membership on the Board.

ARTICLE VI. Parliamentary Procedure

The rules contained in Robert's Rules of Order shall govern the Board of Directors in all cases to which they are applicable and are not inconsistent with the bylaws.

ARTICLE VII. By-laws

The by-laws of the Mesilla Valley Choral may be amended by an affirmative vote of a majority of the Board of Directors members present at any regular board meeting, provided that a summary of the proposed amendment or amendments is provided to the Board of Directors prior to the meeting. The by-laws must contain:

a. a statement of the mission of the Mesilla Valley Chorale

b. a definition of the Board of Directors

c. the method by which Board members are elected and replaced

d. statements concerning frequency of meetings and responsibilities for calling and documenting those meetings

ARTICLE VIII. Dissolution

All Directors shall be deemed to have expressly consented and agreed that upon dissolution or winding up the affairs of the Mesilla Valley Chorale, whether voluntary or involuntary, the assets of the Chorale then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, upon such terms and in such amounts and proportions as the Board of Directors may impose and determine, to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Service Code of 1954 or corresponding sections of any year prior or future Internal Revenue Code, or the Federal, State, or Local government or exclusively public purposes.

ARTICLE IX. Indemnification

The Mesilla Valley Chorale agrees to indemnify any director or former director of the Chorale, to the fullest extent allowed by Section 53-8-26 NMSA, against reasonable expenses, costs, and attorneys' fees actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having

been a director. The indemnification shall include any amounts paid to satisfy a judgment or to compromise or settle a claim. The director shall not be indemnified if he/she shall be adjudged to be liable on the basis that he has breached or failed to perform the duties of his/her office and the breach or failures to perform constitutes willful misconduct or recklessness. Advance indemnification may be allowed of a director for reasonable expenses to be incurred in connection with the defenses of the action, suit, or proceeding provided that the director must reimburse the corporation if it is subsequently determined that the director was not entitled to indemnification. As used in this section "director" means any person who is or was a director of the corporation and any person who, while a director of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of the Mesilla Valley Chorale.

Authorized signatures

Reldon Beck 4/1/24
Reldon Beck, President

Melodye Pompa 3/30/24
Melodye Pompa, Treasurer