

# VIOLA DA GAMBA SOCIETY OF AMERICA, INC.

## BYLAWS

January 10, 2021

### ARTICLE I: OFFICE

SECTION 1. The principal physical office of the Viola da Gamba Society of America, Inc. (hereinafter referred to as the Corporation) shall be 8707 Oxon Hill Road, Ft Washington, MD 20744 or such other address and place as shall be from time to time established by the Board of Directors of the Corporation.

SECTION 2. The Corporation may also have an office or offices in such other place or places as the business of the Corporation may require and the Board of Directors may from time to time establish.

### ARTICLE II: MEMBERSHIPS

SECTION 1. There shall be (3) three types of membership:

- a) Regular - those persons who annually pay membership fees as established by the Board of Directors.
- b) Honorary - those persons who shall be so designated by the Board of Directors.
- c) Institutional/Corporate - those institutions/corporations which annually pay membership fees as established by the Board of Directors. This is a non-voting membership.

### ARTICLE III: BOARD OF DIRECTORS

SECTION 1. The members of the Board of Directors of the Corporation shall be members of the Corporation.

SECTION 2. The Board of Directors of the Corporation shall include the officers, (9) nine directors elected by the membership of the Corporation, and a maximum of (5) five Board-appointed directors.

SECTION 3. The (9) nine elected directors shall be elected for three-year terms with (3) three elected each year. These directors may serve only two consecutive terms but may be reelected after a minimum of one year off the Board. Board terms begin and end on July 15.

SECTION 4. Appointed directors shall serve terms of (1) one year starting at such time as is determined by the Board. They may be reappointed by the Board. Normally these appointed directors shall have particular expertise of value to the Board.

SECTION 5. In the case of any vacancy in the Board of Directors through death, resignation, or other cause, the remaining directors, through a majority vote thereof, may elect a successor to hold office for the unexpired portion of the term of that director.

SECTION 6. The property, business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

SECTION 7. The Board of Directors shall hold meetings and keep the records of the Corporation.

SECTION 8. In the event of the death, resignation, retirement or removal from office of any member of the Board of Directors all books, papers, vouchers, moneys and other properties of whatever kind in his or her possession belonging to the Corporation shall be returned to the Corporation.

SECTION 9. Directors may be removed from the Board by resigning in writing, or by a vote of (2/3) two-thirds of the members of the Board of Directors.

#### ARTICLE IV: MEETINGS

SECTION 1. The Board of Directors shall have a minimum of (2) two meetings per year.

SECTION 2. All meetings of the Board of Directors shall be held at such locations or through such media and at such times as are decided by the Board.

SECTION 3. Notice of meetings (see Article IX).

SECTION 4. A quorum for a meeting of the Board of Directors shall be (1/2) one-half plus (1) one of the members of the Board.

SECTION 5. Meetings of the Board of Directors shall be presided over by the President or, if the President is not present, by the Vice-President, or, if neither is present, by a chair elected at the meeting.

SECTION 6. Every Director shall be entitled to (1) one vote. All elections and all questions (other than removal of officers) shall be decided by a majority of the votes cast.

#### ARTICLE V: ELECTIONS

SECTION 1. The President shall appoint a Nominating Committee consisting of the Past President as chair and (2) two other members of the Corporation.

SECTION 2. The Nominating Committee may solicit names of potential members of the Board of Directors through the Newsletter and through personal contact. At least (60) sixty days prior to the date set for the annual election, the Committee shall decide upon a slate of candidates and shall consult with these candidates regarding their desire to allow their names to be put forward to the membership. The Committee shall normally put forward no more than (6) six names to the membership. At least (30) thirty days prior to the date set for the annual election the Executive Secretary shall forward ballots to all regular and honorary members of the Corporation. Ballots shall be counted under the supervision of the Executive Secretary. The three candidates receiving the highest number of votes shall be declared elected. In the event of a tie on the last vacancy to be filled, the Board of Directors shall decide who shall be declared elected.

#### ARTICLE VI: OFFICERS

SECTION 1. The officers of the Corporation shall be a President, a Past President, one or more Vice-Presidents, an Executive Secretary, a Membership Secretary, and a Treasurer.

SECTION 2. The officers (other than Past President) shall be elected by the Board of Directors at the summer meeting for two-year terms and shall take office immediately following the Conclave at which they were elected. The President and primary Vice-President shall normally serve no more than two consecutive terms in each office and shall normally have served as members of the Board of Directors.

SECTION 3. Any two of the above offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these Bylaws to be executed or acknowledged or verified by any two or more officers.

SECTION 4. The President and Vice-President(s) shall be elected by the Board of Directors in even years, and the Secretary and Treasurer shall be elected in odd years.

SECTION 5. If the President is unable to complete his/her term of office, the primary Vice-President shall assume that office and complete the term. If the primary Vice-President, Executive Secretary, Membership Secretary, or Treasurer is unable to complete his/her term of office, the President shall appoint a person to serve until such time as the Board of Directors elects a replacement.

SECTION 6. Officers may be removed from office by resigning in writing or by a vote of (2/3) two-thirds of the members of the Board of Directors.

## ARTICLE VII: DUTIES OF OFFICERS

SECTION 1. The President shall be the chief executive officer of the Corporation and may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation and shall be ex-officio a member of all committees. The President shall preside at all meetings of the corporation and the Board of Directors. He/she shall participate in the general and active management of the business of the corporation and see that all orders and resolutions of the Board are carried into effect.

SECTION 2. The immediate Past President shall chair the Nominating Committee and shall perform such other duties as shall from time to time be prescribed by the Board of Directors. If the immediate Past President chooses not to serve as an officer, the President shall invite another Past President to assume the office, beginning with the most recent.

SECTION 3. The primary Vice-President shall act in the absence or disability of the President and shall exercise the powers of the President and shall perform such other duties as shall from time to time be prescribed by the Board of Directors.

Should both the President and primary Vice-President be absent or disabled, the performance of their powers and duties shall be delegated to a member of the Board of Directors elected by the Board.

Additional Vice-Presidents (if any) shall perform such duties as prescribed by the Board of Directors.

SECTION 4. The Executive Secretary shall give, or cause to be given, notice of all meetings of the Board and all other notices required by law and these Bylaws. The Executive Secretary shall act as clerk and record all votes and minutes of all proceedings at all sessions of the Board and all official meetings of the members. The Executive Secretary shall perform such other duties as may be prescribed by the Bylaws, Board or President. He/she shall have custody of the Seal of the Corporation. In the absence or disability of the Executive Secretary, the President shall appoint an acting Executive Secretary.

SECTION 5. The Membership Secretary's primary responsibility is maintaining the VdGSA membership database, entering records for new members and sending welcome packets, removing members who have not renewed, and amending member records when they provide updated information. The Membership Secretary shall perform such other duties as may be prescribed by the Bylaws, Board, or President. In the absence or disability of the Membership Secretary, the President shall appoint an acting Membership Secretary.

SECTION 6. The Treasurer shall have custody of all the funds and securities of the Corporation and shall keep full and accurate account of receipts and disbursements in books, manual or electronic, belonging to the Corporation. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall maintain records of the description and value of all property belonging to the Corporation.

The Treasurer shall prepare or cause to be prepared tax reports and other legally required financial statements.

The Treasurer shall disburse funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors a timely account of all transactions and of the financial condition of the Corporation. In the absence or disability of the Treasurer, the President shall appoint an acting Treasurer.

SECTION 7. The Board of Directors may require its officers or employees to be bonded in such amounts as it considers reasonable.

#### ARTICLE VIII: FISCAL YEAR

SECTION 1. The fiscal year of the Corporation shall end on the last day of December.

#### ARTICLE IX: NOTICES

SECTION 1. All notices may be served by the Corporation on any member either personally or by post, electronic mail, facsimile or national courier, addressed to such member at the Corporation's address of record. If no such address has been given, such member shall not be entitled to such notice.

SECTION 2. All notices shall be deemed to have been given at such time as the notice was officially postmarked, electronically dated, or an official receipt was issued. In providing such notice it shall be sufficient to prove that the notice was properly addressed and dispatched.

#### ARTICLE X: INDEMNIFICATION

SECTION 1. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his/her heirs, executors, administrators and estate, respectively, shall at all times, be indemnified and saved harmless, out of the funds of the Corporation from and against:

a) All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought or prosecuted against him/her for, or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office except such costs, charges or expenses as are occasioned by his/her own willful neglect.

b) All other costs, charges and expenses, which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect.

#### ARTICLE XI: DISSOLUTION

If the Viola da Gamba Society of America should decide to dissolve, the Board shall decide, by a majority of votes, which non-profit organization will receive its assets. In the case of a tie, the executive committee shall make the decision. If the executive committee vote is also a tie, a court of competent jurisdiction of the county in which the principal office of the corporation is located shall decide which non-profit organization will receive the assets.

#### ARTICLE XII: AMENDMENTS

SECTION 1. The Board of Directors shall have the power and authority to amend these Bylaws or any provision thereof.

SECTION 2. Proposed Amendments (other than to the Corporation's principal physical office in Article 1, Section 1) shall be forwarded to members of the Board at least (30) thirty days prior to the meeting of the Board at which they will be discussed. Amendments must receive the support of (2/3) two-thirds of the members of the Board to be adopted.