

University Baptist Church
Policies, Procedures and Guidelines Manual

**BY-LAWS
OF
THE JUBILATE ALUMNI ASSOCIATION
(As amended March 21, 2015)**

Article 1 – Name

The name of this organization shall be known and designated as: The Jubilate Alumni Association (hereinafter “the Association”).

Article II - Purpose

The purposes of the Association shall be to render moral and spiritual encouragement, as well as provide financial support to Jubilate so it may carry out its ministry of sharing the Gospel of Christ through music. The Association will intentionally develop, strengthen and utilize the bonds of interest and affection between Jubilate and its alumni and among the alumni themselves.

Article III - Members

All Alumni shall be members of the Association. Alumni include former and current members of Jubilate, musical directors of Jubilate, accompanists, and technical staff. Membership in the Association may be extended to non-Alumni by the Association’s Board of Directors.

Article IV – Directors

Section 4.1 General Powers. The business and affairs of the Association shall be managed under the direction of the Board of Directors. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they deem proper, so long as such rules and regulations do not conflict with these By-laws, the By-laws of University Baptist Church, or the laws of the Commonwealth of Virginia. The Board of Directors may engage the services of such professionals as it may deem necessary.

Section 4.2 Number. The Board of Directors shall consist of at least sixteen (16) members, at least twelve (12) of whom (the “Alumni Directors”) must be alumni of Jubilate, and at least four (4) additional members (the “Appointed Directors”), one of whom shall be the then-current musical Director of Jubilate, two of whom shall be members of the Church, and one of whom shall be a current member of Jubilate. All former musical Directors of Jubilate shall be non-voting Directors. The number of members of the Board of Directors may be changed from time to time by amendment of these By-laws.

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Section 4.3 Election and Term. Alumni Directors shall be elected annually by the members of the Association. The Alumni Directors shall be divided into three classes. Each class will consist of four (4) Alumni Directors. The initial term of the Directors constituting the first class shall be two years, ending at the annual meeting of the Board in 2008; the initial term of the Directors constituting the second class shall be three years, ending at the annual meeting of the Board in 2009; and the initial term of the Directors constituting the third class shall be four years, ending at the annual meeting of the Board in 2010. (a) All twelve (12) Alumni Directors for 2006 will be placed on a single ballot and distributed to the Association's members. The proposed term length for each member on the ballot shall be listed next to their name. The members shall vote for or against the ballot. No member may vote for or against any part of the ballot without voting for or against the entire ballot. A non-response from any member(s) shall constitute a vote for the ballot by said member(s). (b) All classes, beginning with the class elected at the annual meeting of the Board in 2008, shall serve three-year terms beginning June 1st. Nomination for Directors of said classes shall be solicited from the Association's members by the Nominating Committee specified in Section 5.3. The Board shall approve the ballot of nominated members as a whole. Upon approval by the Board, the Association shall vote on the ballot in accordance with the provisions in subsection (a). No individual may serve consecutive terms as an Alumni Director. The Directors representing the Church shall be appointed by the Church in the manner designated by the church and shall serve a term of three years. The Director representing Jubilate shall be appointed by the Jubilate Steering Committee and shall serve until replaced. Appointed Directors shall serve on the Board during the year or years when they hold the positions set forth in Section 4.2.

Section 4.4 Removal. Any Director may be removed at any time with or without cause by majority vote of the Board of Directors at a meeting called for the purpose of such removal.

Section 4.5 Resignation. Any Director may resign at any time, orally or in writing, by notifying the President or Secretary of the Board of Directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified, without acceptance of such resignation.

Section 4.6 Vacancies. Any vacancy occurring on the Board of Directors for whatever reason in a position held by an Alumni Director, may be filled by the affirmative vote of a majority of the remaining members of the Board of Directors, even though less than a quorum. Any vacancy occurring on the Board of Directors for whatever reason in a position representing the Church, may be filled by the Church in the manner it designates. A Member elected to fill a vacancy shall be elected for the remainder of his or her predecessor's term.

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Section 4.7 Annual and Regular Meetings. The Board of Directors shall meet annually to elect officers and to transact other business. The annual meeting shall be the meeting closest to April 1st, and shall be held in Charlottesville, Virginia. The Board may adopt a schedule of additional meetings that shall be considered regular meetings. Unless otherwise approved by a majority vote of the Board, regular meetings shall be held in Charlottesville, Virginia.

Section 4.8 Special Meetings. The President, the Secretary, or any three (3) members of the Board of Directors, may call special meetings of the Board. Special meetings shall be held at such times as the person or persons calling the meeting may designate. The location of the special meeting shall be specified in the call.

Section 4.9 Notice of Meetings. Regular meetings of the Board of Directors do not require notice. Notice of special meetings of the Board shall be given to each Director not less than twenty-four (24) hours before the meeting. The giving of a timely notice by electronic transmission, i.e., "e-mail" at the last known e-mail address of the Director shall constitute sufficient notice. Attendance at a meeting by a Director shall constitute a waiver of notice.

Section 4.10 Waiver of Notice. A Director may waive any notice required by law or these By-laws. Such waiver, when signed by the Director and filed with the Association's minutes or corporate records, shall be the equivalent to the giving of such notice.

Section 4.11 Quorum and Manner of Acting. A majority of the number of Directors fixed in these By-laws, excluding non-voting Directors, shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of the majority of Directors present shall be an act of the Board. The Directors shall act only as a Board, and the individual Directors shall have no power as such, except as may be formally delegated by the Board in the form of a resolution. A Director who is present at a meeting of the Board or a committee of the Board when corporate action is taken is deemed to have assented to the action taken unless: (i) the Director objects, at the beginning of the meeting or promptly upon his arrival, to holding the meeting or to transacting specified business at the meeting; or (ii) the Director votes against or abstains from the action taken. At a meeting of the Board, the Board may authorize subsequent voting on any specific issue by the circulation of an electronic communication to all Directors. Any issue decided by such voting by electronic communication shall be noted and reflected in the minutes kept at the next meeting of the Board.

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Section 4.12 Telephonic Meetings. The Board of Trustees may permit any or all Directors to participate in regular or special meetings by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. When a meeting is so conducted, a written record shall be made of the action taken at such meeting.

Section 4.13 Compensation. No Director may be entitled to any compensation for his or her services as a Director. A Director may be reimbursed for actual out-of-pocket expenses at the discretion of the Board.

Article V – Committees

Section 5.1 Committees. The Board of Directors may create one or more committees and may appoint members of the Association to serve on them. Members appointed to a committee shall formally accept their appointment, orally or in writing, before they may serve on said Committee. Each committee shall have two or more members, at least one of whom shall be a Director. The creation of a committee shall be approved by a majority of the Directors in accordance with Section 4.11. Nominations of any member to a committee may be made by said member or by any other member of the Association. Appointment to a committee shall be by a vote of the Directors in accordance with Section 4.11.

Section 5.2 Authority of Committees. To the extent specified by the Board of Directors or these Bylaws, each committee may exercise the authority of the Board of Directors except that a committee may not: (i) fill vacancies on the Board of Directors or on committees other than its own; (ii) adopt, amend or repeal these bylaws; (iii) approve a plan of merger or consolidation; (iv) approve the sale, lease or exchange, or other disposition of any or all of the property and assets of the Association; (v) approve the voluntary dissolution of the Association; or (vi) approve the revocation of voluntary dissolution proceedings.

Section 5.3 Nominating Committee. The Nominating Committee shall be composed of those Alumni Directors serving the final year of their term, as well as up to three additional Board members appointed by the President. The Nominating Committee shall be empowered to solicit nominations for Directors and create the ballot of proposed Directors for approval by the Board. The Nominating Committee shall also be empowered to solicit nominations for officers and shall submit a slate of candidates to the Board subject to the requirements set forth in Section 6.2.

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Section 5.4 Quorum and Manner of Acting. A majority of the members of a committee shall constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of the members present is the act of the committee.

Section 5.5 Committee Meetings, Miscellaneous. The provisions of these Bylaws that govern meetings, action without meeting, and notice and waiver of notice, shall apply to committees as well.

Article VI – Officers

Section 6.1 Officers. The officers of the Association, who shall serve without compensation, shall be a President, a Secretary, and a Treasurer, and at the discretion of the Board of Directors one or more other officers or assistant officers as may be deemed necessary or advisable to carry on the business of the Association.

Section 6.2 Election, Qualifications and Term of Office. The Board of Directors shall elect officers annually at the Association's annual meeting. Each officer shall hold office for a term of one year beginning on June 1st or until his or her successor shall have been duly elected, or until his *or her* death, resignation, or removal. *All officers must be members of the Association. The offices of President and Secretary must be members of the Board.*

Section 6.3 Removal. Any officer may be removed at any time with or without cause by majority vote of the Board of Directors at a meeting called for the purpose of such removal. If any officer shall be so removed, a new officer may be elected at the same meeting.

Section 6.4 Resignation. Any officer may resign at any time by giving oral or written notice to the Board of Directors, the President, or Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified. Unless otherwise specified, the acceptance of a resignation shall not be necessary to make it effective.

Section 6.5 Duties of the President. The President shall be the chief executive officer of the Association. He or she shall preside at all meetings of the Board of Directors and shall be a non-voting member of all committees. The President shall execute all contracts and other instruments of writing authorized by the Board of Directors. Subject to the direction of the Board he or she shall exercise such other authority and perform such other duties as the Board may from time to time prescribe.

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Section 6.6 Duties of the Secretary. In the event of the death, absence, incapacity, or refusal to act of the President, the Secretary shall possess all of the powers and perform all of the duties of the President. The Secretary shall schedule all meetings of the Board of Directors and shall record and keep the minutes of Board meetings. He or she shall provide all required notices, keep the Association's letterhead, maintain the corporate records, file all required statements or reports, and, in general perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned to him or her by the President or the Board or as may be required by law.

Section 6.7 Duties of the Treasurer. The Treasurer shall have the responsibility for the financial records of the Association, which shall at all times remain the property of University Baptist Church and be open to inspection by any Director. The Treasurer shall report on the financial condition of the Association at meetings of the Board.

Section 6.8 Duties of Other Officers. Other officers of the Association shall have such authority and perform such duties as may be prescribed by the Board of Directors or by officers authorized by the Board to appoint them to their respective offices.

Section 6.9 Compensation and Reimbursement for Expenses. Officers shall not be compensated for their services as such. The Board of Directors may authorize reimbursement of actual out-of-pocket expenses reasonably incurred by officers in the performance and discharge of their duties as officers.

Article VII – Rules of Order

All proceedings are to be governed by *Robert's Rules of Order* unless the Board of Directors decides otherwise.

Article VIII – Amendments

These By-laws may be amended or altered at any meeting of the Board of Directors by affirmative vote of a majority of the number of Directors fixed by these By-laws. All amendments and alterations must be endorsed and accepted by the Church Council of University Baptist Church.