

CONSTITUTION

MANASSAS COMMUNITY CHORALE, INC.

Revised and ratified by membership on May 4, 2010, on May 14, 2013, on May 17, 2016, on October 22, 2019, on May 24, 2022, and on May 16, 2023.

ARTICLE I NAME

The name this organization uses for business shall be the Manassas Chorale.

ARTICLE II PURPOSES

The Purposes of the Manassas Chorale shall be:

- To provide an opportunity for singers to maintain and to improve their musical skills and to enjoy singing;
- To present for public entertainment and personal enrichment programs of high quality vocal music;
- To promote greater appreciation and enjoyment of good music, both classical and modern;
- To act as musical ambassadors representing the Northern Virginia area;
- To serve as a community asset by bringing people together to help meet essential social, educational, and cultural needs.

ARTICLE III MEMBERSHIP

Membership is open to high school age and adult singers who have successfully passed an audition with the Artistic Director of the Chorale or his/her designee(s) and are in good standing in the community.

ARTICLE IV ARTISTIC DIRECTOR, ASSISTANT DIRECTOR

The Board of Directors (the Board) shall contract with the Artistic Director of the Chorale. The Artistic Director of the Chorale may request the Board to contract with an Assistant Director of the Chorale.

ARTICLE V BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of the elected officers of the Chorale, the Artistic Director of the Chorale (ex officio voting), Assistant Director of the Chorale, if filled (ex officio non-voting), the immediate Past President (voting) and the Executive Director (ex officio non-voting). The Board will also include up to four elected Chorale representatives (voting) and up to four members chosen by the Board from the community (voting).

Section 2: Except as otherwise provided in this Constitution, the Board shall possess the legislative and executive authority of the Chorale and may adopt rules of procedure that are consistent with this Constitution.

ARTICLE VI ELECTIONS AND TERMS OF OFFICE

Section 1: The elected officers of the Chorale shall be the President, Vice President, Secretary and Treasurer. The elected officers must be members of the Chorale and shall hold office for a term of two years beginning on July 1, with the privilege of re-election consistent with Section 2

of this Article. The at-large representatives and community members will serve staggered two-year terms. The Past President shall serve a two-year term.

Section 2: Elections will be held at the appropriate spring membership meeting. A vacancy in any office shall be filled by appointment by the Board of Directors within two months after the vacancy occurs.

ARTICLE VII CONSTITUTIONAL AMENDMENTS

An amendment may be proposed by the Board or by ten percent of Chorale members. A proposed amendment shall be voted on at a general membership meeting, the time and place of which shall be set by the Board of Directors and shall require at least seven calendar days' notice. Amendments shall be adopted by approval of two-thirds of the Chorale members.

ARTICLE VIII DISSOLUTION OF THE ORGANIZATION

In the event of the dissolution of the Manassas Chorale, the Board of Directors, after paying or making provisions for the payment of all the liabilities of the corporation, shall distribute the remaining assets of the corporation for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal revenue Code of 1954 or the corresponding section of any future Federal tax code. Any asset not so disposed of shall be distributed to the federal government, or to a state or local government, for a public purpose.

BYLAWS OF THE MANASSAS COMMUNITY CHORALE, INC.

ARTICLE I PURPOSE

These Bylaws were adopted by the Board of Directors originally in accordance with Article V, Section 2 of the Constitution of the Manassas Chorale, ratified by the membership on October 22, 1996, amended on February 15, 2005, May 4, 2010, May 14, 2013, May 17, 2016, October 22, 2019, and on May 16, 2023.

ARTICLE II MEMBERSHIP

Section 1: Membership is open to high school age and adult singers who have successfully passed an audition with the Artistic Director of the Chorale or his/her designee(s).

Section 2: Members of the Chorale are individuals who have currently paid dues to the Chorale. The Artistic Director of the Chorale, the Assistant Director of the Chorale and any consultants contracted with by the Chorale as provided by these bylaws shall also be considered members.

Section 3: Dues shall be due and payable in each concert season in a manner determined by the Board.

Section 4: Chorale members are expected to attend all regularly scheduled rehearsals punctually and to sing in all regularly scheduled performances. A rehearsal and performance schedule shall be distributed as soon as possible at the start of the season. Members may participate in concerts only when they have attended a minimum number of rehearsals for a particular concert segment, as determined by the Board. Members are expected to attend all dress rehearsals unless prior arrangements have been made with the Artistic Director.

Section 5: Non-Chorale members may be enlisted for participation in performances at the discretion of the Director.

ARTICLE III BOARD OF DIRECTORS AND GENERAL MEMBERSHIP MEETINGS

Section 1: The Board of Directors shall meet at least quarterly at such times and places as it may determine and is subject to call at other times and places at the request of the President or one-fourth of the Chorale members. Meetings shall be held, as far as possible, according to a schedule of times and places adopted by the Board at the beginning of the season. A quorum shall consist of two-thirds of the existing Board members. Board Members may participate in Board Meetings by conference call and be included in a quorum provided that all Board Members physically present or participating electronically can hear all other Board Members physically present or participating electronically. Actions shall require a simple majority vote of the Board members present and voting.

Section 2: After the annual election of officers has occurred and prior to July 1st in each year, the incumbent and incoming Boards shall meet in joint session to insure the orderly transfer of responsibilities.

Section 3: All meetings of the Board shall be open to the members of the Chorale.

Section 4: Electronic Voting by Board

The President can propose questions to the Board for electronic discussion and voting.

Discussion should occur within a discussion platform (like Google Groups) from which a transcript of the discussion can be retrieved and stored with next Board meeting minutes. No discussion should take place outside of the designated forum.

Voting should occur using a tool from which a record can be retrieved and stored with the next Board meeting minutes.

The President will participate in the discussion and, at the appropriate time, but no less than one week from proposing the question, will issue the voting call or decide that the issue should be addressed at the next Board meeting.

Board members will cast their votes when requested (or refrain).

President will announce the results of the vote.

At the next Board meeting, a summary of the discussion and the results of voting will be an item of Old Business. A Vote of Affirmation regarding the issue will be called by the President. Records of discussion and voting will be attached to the minutes.

If no decision was made, then the issue will either be brought up in the Board meeting or dropped.

If a member wishes to reopen the issue, he/she may as a standard motion and, if seconded, the issue can be reopened.

Section 5: The times and places of General Membership Meetings shall be set by the Board of Directors and shall require at least seven calendar days' notice. A quorum at a general membership meeting shall consist of one-fifth of Chorale members. Actions will require the majority vote of the members present.

Section 6: The Board of Directors has the responsibility and authority, by a two-thirds majority vote of the Board, to remove any Chorale or Board member for actions deemed detrimental to the mission of the Manassas Chorale.

ARTICLE IV OFFICERS

Section 1: The President, as Chief Executive Officer (CEO), shall prepare the agenda for and preside over all meetings of the Board of Directors, and shall call such meetings of the Board as are appropriate. The President, as CEO, shall sign all contracts on behalf of the Board. The President shall act as the liaison between the Chorale and the community. The President shall appoint the chairperson of each standing and special committee of the Chorale with the advice of the elected officers and consultants, and shall notify chairpersons of matters needing their attention. The President shall provide to the membership of the Chorale adequate information concerning Chorale activities. Working in cooperation with the Board, the President shall set the vision for the Chorale, to include the development, implementation, and monitoring of strategic plans. As Chair of the Board, the President's primary responsibilities shall be to oversee policy development and implementation, and to lead in the development of financial resources to support the mission of the Chorale.

Section 2: The Vice President shall assist the President with duties noted above. The Vice President shall assume the duties of the President in the event the President is unable to serve.

Section 3: The Secretary shall prepare and distribute copies of the minutes of each Board of Directors meeting to each member of the Board of Directors within two weeks after each meeting. The Secretary shall also prepare minutes of all membership meetings. The Secretary shall maintain an archive consisting of the Constitution, Bylaws (as amended), and the minutes of all membership and Board of Directors meetings and shall make such documents available to any members of the Chorale for inspection.

Section 4: The Treasurer shall be responsible for all receipts and disbursements for the operation of the chorale. The Treasurer shall prepare the Chorale's annual budget for approval

by the Board of Directors. The Treasurer shall carefully and constantly monitor the receipt and disbursement of cash and other property by the Chorale, and shall report to the Board of Directors in writing at each regularly scheduled meeting on the current financial position of the Chorale. The Treasurer shall cooperate with and advise the Board in determinations that bear upon the undertaking and funding of financial transactions.

ARTICLE V STAFF

Staff positions include the Executive Director of the Chorale, the Artistic Director of the Chorale, the Assistant Director of the Chorale, the Accompanist and the Assistant Accompanist.

Section 1: The Board of Directors, as represented by the President (in consultation with the elected members of the Board of Directors) may annually appoint or contract with the Artistic Director of the Chorale.

Section 2: The Artistic Director of the Chorale may request the Board to appoint or contract with an Assistant Director of the Chorale, an Accompanist and an Assistant Accompanist. Pursuant to Article V, Section 1 of the Constitution, the Assistant Director of the Chorale may be a member of the Board of Directors.

Section 3: The Executive Director (ED) shall report to the President. The ED shall oversee the day-to-day operations of the Chorale and, as such, is not required to be a Chorale member. The ED shall work directly with consultants (and volunteers) in supporting and monitoring job responsibilities as set forth by the Board. These responsibilities may include coordinating with committee chairpersons and volunteers implementing fundraising projects, concert activities (attire, props, CDs), graphic design, photography and videography. The ED shall work directly with the Treasurer to monitor revenue and expenses in the context of the budget. The ED shall oversee and implement marketing campaigns and strategies. The ED shall maintain membership records and communication, including notifying the membership in writing of such matters as the Board may request, including the election of officers and proposed amendments to the Constitution and Bylaws.

Section 4: The duties, applicable compensation and contract provisions for staff and consultant positions shall be fixed in written agreements made between the Board (represented by the President) and persons chosen to fill such positions. The Board may contract with additional consultants to perform duties as may be required (e.g., Director of Operations of the GMCC).

ARTICLE VI COMMITTEES

The Committees of the Chorale shall be those appointed by the President. The chairperson of each Committee shall be appointed by the President and is responsible for the selection of committee members, in coordination with the President and ED. Committee chairpersons shall also report to the Board of Directors, as requested.

ARTICLE VII FINANCE

Each member of the Chorale shall be assessed the following charges:

- (a) dues as approved by the Board of Directors each year. (The Chorale season shall extend from the first regularly scheduled rehearsal through the final concert of the season.)
- (b) the cost of his or her chorale attire (and accessories).

ARTICLE VIII NOMINATING COMMITTEE

The President shall appoint a nominating committee of up to five members in preparation for election of Board members. The nominating committee shall present its slate of officers and at-large member candidates in writing at least two weeks prior to the General Membership Meeting at which the election of officers is the order of business.

ARTICLE IX AMENDMENTS

An amendment to the By-Laws may be proposed by the Board or by ten percent of Chorale members. A proposed amendment shall be voted on at a General Membership Meeting, the time and place of which shall be set by the Board of Directors and shall require at least seven calendar days' notice. Amendments shall be adopted by approval of two-thirds of the Chorale members present.