

CONSTITUTION

MANASSAS COMMUNITY CHORALE, INC.

Revised and ratified by the Manassas Chorale membership on May 4, 2010; on May 14, 2013; on May 17, 2016; on October 22, 2019; on May 24, 2022; on May 16, 2023; and on May 26, 2026.

ARTICLE I – NAME

This organization is incorporated under the name Manassas Community Chorale, Inc. The business of this organization shall be conducted using the name Manassas Chorale.

ARTICLE II – PURPOSE

The Manassas Chorale is a nonprofit organization and shall be operated for purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. The mission of the Manassas Chorale is:

- 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; and
- 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 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. The Artistic Director may request the Board to contract with an Assistant Artistic Director.

ARTICLE V – BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of the elected officers of the Manassas Chorale, the Artistic Director (ex officio voting), Assistant Artistic Director, (ex officio non-voting), immediate Past President (voting), and Executive Director (ex officio non-voting). The Board shall also include up to four (4) elected Manassas Chorale representatives (voting) and up to four (4) 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 Manassas 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 Manassas Chorale shall be the President, Vice President, Secretary, and Treasurer. The elected officers must be members of the Manassas Chorale and shall hold office for a term of two (2) 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 shall serve staggered two-year terms. The Past President shall serve a two-year term.

Section 2: Elections shall be held at the spring General Membership Meeting. A vacancy in any office shall be filled by appointment by the Board of Directors within two (2) months after the vacancy occurs.

ARTICLE VII –AMENDMENTS

Section 1: An amendment may be proposed by the Board or by one-tenth (1/10) of Manassas 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 (7) calendar days' notice. Amendments shall be adopted with approval of two-thirds (2/3) of the Manassas Chorale members present at the General Membership Meeting.

Section 2: No amendment shall be made to this Constitution which would cause the organization to cease to qualify as a tax-exempt corporation under Section 501 (c)(3) of the internal Revenue Code of 1986, or the corresponding section of any future Federal tax code or that would affect the voting rights of any Director.

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 organization, shall distribute the remaining assets of the organization for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 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.

ARTICLE IX – PERIODIC REVIEWS OF THIS CONSTITUTION AND BYLAWS

The Board of Directors shall review and ~~ratify~~ this Constitution and Bylaws (including Amendments) at least every three (3) years.

BYLAWS

THE MANASSAS COMMUNITY CHORALE, INC.

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, May 16, 2023, and May 26, 2026.

ARTICLE I – PURPOSE

The purpose of the Bylaws is to provide guidance and clarification on how the Board of Directors shall conduct the business of the Manassas Chorale.

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 or his/her designee(s).

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

Section 3: Dues shall be paid each concert season as determined by the Board. The Manassas Chorale season begins with the first regularly scheduled rehearsal and goes through the final concert of the season, normally from August to June.

Section 4: Manassas 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 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 Artistic Director.

ARTICLE III – BOARD OF DIRECTORS DUTIES 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 (1/4) of the Manassas Chorale members. Regularly scheduled 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 concert season. A quorum shall consist of two-thirds (2/3) of the existing Board members. No business should be considered by the Board at any meeting at which a quorum is not present.

Section 2: Board members may participate in Board meetings by video conference call or phone 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 of each year, the incumbent and incoming Boards shall meet in joint session to ensure the orderly transfer of responsibilities.

Section 3: All meetings of the Board shall be open to the members of the Manassas Chorale. The location, date and time of these Board Meetings shall be announced to the membership at least seven (7) calendar days prior to the meeting.

Section 4: The President may propose questions to the Board for electronic discussion and voting. Discussion should occur within a shared platform (Google Groups, group email) from which a transcript of the discussion can be retrieved and stored with the next Board meeting minutes. The President shall participate in the discussion and, at the appropriate time, but no less than one week from proposing the question, shall issue the voting call (or decide that the issue should be addressed during the next Board meeting). No discussion should take place outside of the designated forum.

Board members shall cast their votes (or refrain from voting) when requested using the same platform as the discussion, and the President shall announce the results of the vote. At the next Board meeting, a summary of the discussion and the results of voting shall be an item of Old Business. A Vote of Affirmation regarding the issue shall be called by the President and a record of the vote shall be stored with meeting minutes. If the electronic discussion resulted in no decision being made, the issue shall be dropped unless it is reopened by a motion (and seconded) at a subsequent Board meeting.

Section 5: In accordance with Article VII of the Constitution, the location, date and time of General Membership Meetings shall be established by the President and require at least seven (7) calendar days' notice. A quorum at a General Membership Meeting shall consist of one-fifth (1/5) of all Chorale members. Actions, except approval of amendments to the Manassas Chorale Constitution, shall require the majority vote of the members present. See Article VII of the Constitution for Amendments to the Constitution.

Section 6: The Board of Directors has the responsibility and authority, by a two-thirds (2/3) majority vote of the Board, to remove any Manassas Chorale or Board member for actions deemed detrimental to the mission of the Manassas Chorale.

Section 7: The Board may remove any member of the Board of Directors and appoint a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard. Notice of such motion of expulsion shall be given to the member at least two (2) weeks prior to the Board meeting at which such motion shall be presented, setting forth the reasons of the Board for expulsion.

Section 8: Board members shall receive no compensation for carrying out their duties. The Board may adopt policies providing for reasonable reimbursement of expenses incurred in conjunction with carrying out Board, contractor or volunteer responsibilities, such as expenses for authorized purchase of supplies. Board members are not restricted from being remunerated for professional services provided to the organization. Such remuneration must be reviewed and approved in accordance with the Manassas Chorale's Conflict of Interest Policy.

The Board shall periodically review the Conflict of Interest Policy (Conflicts of Interest and Related-Party Transactions) to protect the organization's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, affiliate, or member of a committee with Board-delegated powers. A Director is disqualified from voting on issues where there is a conflict of interest.

ARTICLE IV – OFFICERS

Section 1: The President's primary responsibilities are to oversee policy development and implementation, and to lead in the development of financial resources (to include a financial audit) to support the mission of the Manassas Chorale. Working in cooperation with the Board of Directors, the President shall set the vision for the Manassas Chorale, to include the development, implementation, and monitoring of Strategic Plans. The President shall call meetings of the Board of Directors and shall prepare an agenda for each meeting, including General Membership Meetings. The President shall preside at all meetings of the membership. With the advice of the elected officers and consultants, the President shall appoint a chairperson of each standing and special committee and shall oversee the work of all committees. The President shall sign all contracts and certifications on behalf of the Board and shall act as spokesperson/liaison between the Manassas Chorale and the community. Furthermore, the President shall have the authority to delegate short-term, specific responsibilities.

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. The President may delegate some specific duties to the Vice President.

Section 3: The Secretary shall prepare the minutes of the meetings of the Board of Directors and the General Membership. He/she shall make sure that these files are uploaded to the Manassas Chorale's shared drive folder within two (2) weeks after each meeting. The Secretary shall maintain this electronic archive in coordination with the Executive Director and shall ensure that these documents are available to any member of the Manassas Chorale, upon request.

Section 4: The Treasurer shall be responsible for all receipts and disbursements for the operation of the Manassas Chorale. The Treasurer shall prepare the Manassas Chorale's annual budget for approval by the Board of Directors, carefully and constantly monitor the receipt and disbursement of cash and other property by the Manassas Chorale, and submit a complete and accurate report to the Board of Directors in writing at each regularly scheduled meeting, or at any other time upon request, on the current financial position of the Manassas Chorale. It shall be the duty of the Treasurer to assist in direct audits and adhere to generally accepted accounting principles. The Treasurer will cooperate with and advise the Board in determinations that shall bear upon the undertaking and funding of financial transactions. The Treasurer may request the President, with approval of the Board, to contract with a qualified fiscal agent to assist in the performance of part of the duties of the Treasurer (i.e., an accountant).

ARTICLE V – STAFF

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

Section 2: The Artistic Director may request the Board to appoint or contract with an Assistant Artistic Director, an Accompanist, and an Assistant Accompanist. Pursuant to Article V, Section 1 of the Constitution, the Assistant Artistic Director is a (non-voting) member of the Board of Directors.

Section 3: The Executive Director shall report directly to the President. She/He shall oversee the day-to-day operations of the Manassas Chorale and is not required to be a Manassas Chorale member. The Executive Director shall keep written records and maintain effective communication with the entire Manassas Chorale membership. For example, the Executive Director shall notify the membership in writing of significant meetings, such as the election of officers and Board members, proposed policy changes, and amendments to the Constitution and Bylaws. The Executive Director shall work directly with the Treasurer to monitor income and expenses in the budget. In addition, he/she shall coordinate concert preparations, oversee marketing strategies, support volunteers in carrying out their duties, and provide a written status report to the Board of Directors at each Board Meeting.

Section 4: The Board may contract with additional consultants to perform duties as may be required; for example, Director of Operations of the Greater Manassas Children's Choir (GMCC).

ARTICLE VI – COMMITTEES

The Committees of the Manassas 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 Executive Director. Committee Chairpersons shall also report to the Board of Directors, as requested. Any status reports of Committee Chairpersons shall be available to Board members and stored on the accepted storage location.

ARTICLE VII – FINANCE/DUES AND OTHER COSTS

Each member of the Manassas Chorale shall be responsible for the following monetary obligations:

- a) Dues as approved by the Board of Directors, and
- b) Cost of his/her Manassas Chorale performance attire (and accessories).

ARTICLE VIII – NOMINATING COMMITTEE/VACANCIES

The President shall appoint a Nominating Committee of up to five (5) 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 (2) weeks prior to the General Membership Meeting at which the election of officers is the order of business. Any person appointed or elected to fill a vacancy shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE IX – NONDISCRIMINATION POLICY

The members, officers, committee members, and persons served by this organization shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. The Manassas Chorale does not discriminate based on race, creed, ancestry, marital status, sex, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.