

NATIONAL OPERA ASSOCIATION

CONSTITUTION

Revised January, 2022

Preamble

The National Opera Association was organized in 1955 under the auspices of the National Music Council. At its second meeting in December, 1956, the Constitution and By-laws of the Association were adopted. The National Opera Association is incorporated as a non-profit organization under the laws of the Commonwealth of Virginia.

Article I - Name

The name of this organization shall be the National Opera Association, sometimes hereinafter referred to as the Association.

Article II - Purpose

Section A The Purpose of the National Opera Association is to stimulate the appreciation, production, and composition of opera, exclusively through educational means.

Section B Limitations. The National Opera Association shall be authorized to receive and administer funds for educational purposes by stimulating the appreciation, production, and composition of opera in America, all for the public welfare, and for no other purpose; to exercise any, all, and every power under the provisions of the Virginia Corporation Act for educational, scientific, literal, religious, and charitable purposes all for the public welfare, but not for any other purpose. No part of the property of the corporation shall inure, directly or indirectly to or for the benefit of any member or other private individual, and all the funds and property of this corporation shall be held and administered to effectuate its benevolent purposes and to serve the general welfare of the people. No Part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Section C The board of Directors of the National Opera Association is authorized, whenever it deems expedient, to grant honoraria for monographs on subjects of interest to the Association, and to print and distribute such monographs to members at cost.

Article III - Membership

Section A Individuals and organizations interested in the development and promotion of opera are eligible to become members of the Association.

Section B Membership shall be classified as:

- 1) Individual
- 2) Organization
- 3) Life
- 4) Honorary
- 5) Affiliated Organizations

Section C An individual member in good standing may, upon retirement from professional, be named a Life Member by a majority vote of the Board of Directors.

Article IV - Administration

Section A The officers of the Association shall be the President, the President-elect, two Vice Presidents, the Recording Secretary, and the Treasurer.

Section B 1) The Board of Directors of the Association shall consist of the officers, the immediate past president, twelve directors, and the presidents of affiliated organizations.

2) The policies of the Association shall be established by the Board of Directors and shall be reviewed in advance of each annual meeting.

Section C 1) The Executive committee of the Association shall consist of the officers, the immediate past president, and, as a non-voting member, the Executive Director.

2) The function of the Executive Committee shall be to administer the policies and to carry on the business of the Association during the intervals between the annual meetings.

3) The Executive Committee shall appoint the Editors of *The Opera Journal* and the NOA Newsletter.

Article V - Meetings

Section A There shall be an annual meeting.

Section B The annual meeting and the election of the officers and board members of the Association shall be held at the time of the annual conference of the Association.

Section C The Executive Committee may or may not meet at mid-year with or without the Board of Directors, at the discretion of the President.

Article VI - Amendments

Amendments to this constitution may be made if approved by two-thirds of the members voting. Notice of proposed amendments shall be circulated in writing or in the NOA Newsletter. Balloting shall be by written or electronic ballots distributed to all eligible members.

Article - Dissolution

Should at any time in the future, two-thirds of the active membership vote to dissolve the Association, the President of the Association shall file a certificate of dissolution with the Secretary of the State of Virginia; whereupon the Executive Committee, after paying, satisfying, and discharging any existing liabilities or obligations of the Association and after collecting all its assets, shall distribute the residue of funds and assets of the Association, or proceeds thereof, to the National Music Council, or if the National Music Council is not then in existence, to another charitable or educational organization which itself is exempt under sections 501 (c) (3) of the Internal Revenue Code of 1954, such organization to be chosen and assigned by the Executive Committee of the Association.

NATIONAL OPERA ASSOCIATION

BY-LAWS

Article I - Membership

Section A Membership

- 1) INDIVIDUAL: Persons engaged in any facet of operatic activity or interested in promoting or interested in promoting such activities, are eligible to become Individual members of the Association with all right privileges, and responsibilities appertaining thereto.
- 2) ORGANIZATION: Organizations such as opera producing units, schools of music, opera suppliers, artist managements, and other interested companies and corporations are eligible to become Organization members of the Association. Each Organization may designate two (2) individuals to receive membership benefits, including the right to hold office and serve on committees. However, the Organization shall have only one vote on Association business and the designated individuals will cast that vote.
- 3) LIBRARY: Libraries may join as Organization members in order to receive all benefits of membership, or they may subscribe to The Opera Journal only.
- 4) LIFE: Individual members in good standing, upon retirement from professional life, may be named Life members by a majority vote of the Board of Directors. Such members may vote but not hold office.
- 5) HONORARY: Honorary members are elected by a majority vote of the Board of Directors. The membership indicates distinguished service to the Association.
- 6) AFFILIATED ORGANIZATIONS: Affiliated organizations shall be nominated by the Executive Committee, on majority vote, to the membership for majority vote to membership. Affiliated Organizations shall include independently incorporated entities whose mission matches or is closely related to the mission of the National Opera Association. Affiliated Organizations may also include previously incorporated entities that merge their operations with the National Opera Association, but continue to collect revenue through NOA in pursuit of their specific missions. The presiding officer of Affiliated Organizations shall be granted voting membership on the NOA Board of Directors.

Section B Dues

- 1) The Board of Directors will establish membership dues rates for each of the membership categories at its mid-year meeting for the ensuing fiscal year. If any proposed increase in membership dues is greater than 10%, the proposed increase must be brought to the Association membership for ratification before said increase becomes effective.
- 2) Annual dues are not required for Life and Honorary members.
- 3) Members who do not renew their membership within 60 days of expiration will be deemed inactive and will no longer receive membership benefits.

- 4) Reinstatement may be made upon payment of the dues applicable from the time of expiration, up to a maximum reinstatement penalty of one year.

Article II - Administration

Section A Term of Office

- 1) The President shall be eligible for a term of two years but shall be ineligible for re-election to a consecutive term.
- 2) The President-elect shall serve a term of two years.
- 3) Each Vice President shall serve a term of two years and shall be eligible for re-election to a second term.
- 4) The Recording Secretary and the Treasurer shall each be elected for a term of two years and shall be eligible for re-election.
- 5) Board members shall be elected for a term of two years and are eligible for re-election for a subsequent second term. Six members of the Board shall be elected in odd-numbered years and six members elected in even-numbered years. Board members filling a one-year vacancy shall be eligible for a two-year term and for re-election for a subsequent second term.

Section B Duties of Officers

- 1) **President**
 - (a) The President shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee. The President shall oversee the general welfare of the association, including marketing and fundraising. The President shall be responsible for the enforcement of the Constitution and By-Laws, and all other Rules and Regulations of the Association.
 - (b) The President shall act as the representative of the Association in dealing with outside agencies and shall direct the implementation of the policies of the Association as set forth by the Board of Directors.
 - (c) Except as otherwise provided, the President, after consultation with the Executive Committee, shall appoint all committees, and oversee their function.
 - (d) In the event of vacancy in any office, the President shall appoint a replacement from the Board of Directors to serve the remainder of the unexpired term.
- 2) **President Elect**
 - (a) The President Elect shall be, ex officio, a member of all committees, shall oversee competitions and scholarly pursuits of the association, and assist the President in the discharge of the duties of that office.
 - (b) In the absence of the president, the President Elect will preside at all meetings of the Board of Directors and the Executive Committee. In the event of a vacancy in the office of President, the President Elect will complete the unexpired term without affecting the normal assumption of the presidency in the following term.
 - (c) Eligibility for office. The President Elect will have previously served the organization as a Director or in a position of leadership such as the Vice President for Regions or the Vice President of Conferences.

- 3) **Vice President for Conferences**
 - (a) The Vice President for Conferences shall be the officer responsible for planning oversight of the annual conferences, including the sound fiscal management of these activities. The Vice President for Conferences reports to the President and Board of Directors.
 - (b) The Vice President for Conferences shall officiate at meetings in the absence of the President and President-Elect.
- 4) **Vice President for Regions**

The Vice President for Regions shall be the officer responsible for administrative oversight of such activities as membership, regional programming, networking, and services to the collegiate workshops and regional companies. The Vice President for Regions reports to the President and the Board of Directors.
- 5) **Recording Secretary**

The Recording Secretary shall be responsible for keeping accurate records of the proceedings of the Association, the Board of Directors, and the Executive Committee, a copy of which records shall be submitted to each officer and director. Such records shall be open to inspection by any member of the Association.
- 6) **Treasurer**

The Treasurer will monitor the budget, act as an advisor in all fiscal activities of the Association, and report to the Board of Directors. In addition, the Treasurer will perform and present an annual review with appropriate evidentiary workpapers for review and approval by a committee appointed by the Board of Directors. The Treasurer will also be required to approve all disbursements above a minimum amount established by the Board of Directors.
- 7) **Immediate Past President**

The Immediate Past President shall serve as chair of the nominating committee in presidential election years.

Section C **Regions**

- 1) The membership of the Association shall be divided into regional areas to be designated by the Board of Directors.
- 2) A Regional Governor for each region shall be appointed by the Vice President of Regions with the approval of the Board of Directors, for a term of one year.
- 3) The duties of the Regional Governors shall be to extend the growth and influence of the Association in their regions and to report to the Vice President of Regions all activities of the region that pertain to the interests of the Association.
- 4) The Regional Governors may appoint State Governors within their regions.
- 5) The Regional Governors shall, with the Vice President of Regions, constitute a Council of Regional Governors that will meet at the time of the annual conference to discuss and plan activities.

Section D **Executive Director**

The Organization will be administered by an Executive Director who shall be appointed by the Board of Directors, at a salary determined by the Board. The Executive Director shall be responsible to the President and the Board of Directors.

Article III - Meetings

Section A Four officers and six directors shall constitute a quorum for meetings of the Board of Directors.

Section B Four officers and six directors plus the members present at the annual business meeting shall constitute a quorum for the meetings of the Association.

Article IV - Board of Directors and Executive Committee

Section A The Board of Directors shall outline the general policies of the Association.

Section B The Board of Directors shall meet with the President and the Treasurer immediately following the annual election to assist in the preparation and adoption of the annual budget of the Association and to confer on matters of policy.

Section C The Executive Committee shall carry on business for the Association between annual meetings.

Section D Three members of the Executive Committee shall constitute a quorum.

Article V - Committees

Section A The President may appoint all committees except as otherwise provided in the By-Laws. Each committee shall have a tenure not to exceed the President's own term of office and shall be responsible, through its chair, to the President for the fulfillment of its function. Each committee shall submit to the President a final report when its mission has been completed, or an annual progress report.

Section B All Committee reports shall be submitted to the Membership for approval at the annual business meeting.

Section C **Nominating Committee**

- 1) The Nominating Committee shall consist of five members. The President shall appoint a Chair, and, with the approval of the Board of Directors, shall select two members from the Board and two members from the Association at large. In presidential election years, the Immediate Past President shall serve as chair of the committee.
- 2) The Nominating Committee shall issue a call for nominations for officers and directors from the membership at large. No name may be placed in the nomination without permission of the nominee. The Nominating Committee may request a list of Individual members in good standing from the Executive Director. The Nominating Committee will attempt to achieve reasonable representation of regions on the Board of Directors.

- 3) After consultation with Regional Governors in the nominee's region, the Nominating Committee will submit a slate of nominees to the Executive Committee for approval, prior to or at its mid-year meeting. After it is accepted, the slate will be published electronically and in an NOA Newsletter preceding the annual conference.
- 4) The election of Officers and Directors will take place at the annual meeting of the Association. A majority vote of those present shall be required to constitute election.
- 5) Persons elected to office shall assume their duties at the close of the annual conference.

Section D Governance and Personnel Committee

- 1) The Governance and Personnel Committee will consist of six members: the President, the President Elect, the Immediate Past President, the Treasurer, one Director, and one member-at-large.
- 2) The Governance and Personnel Committee will periodically review and assess the Constitution and Bylaws, the organizational structure of the organization, and the efficacy of the offices.
- 3) The Governance and Personnel Committee will act as the search committee for any current and future staff positions.
- 4) The Governance and Personnel Committee may, at their discretion, evaluate leadership personnel. The Governance Committee will mediate any personnel issues and bring any required actions to the Board of Directors for consideration and resolution.

Section E NOA Endowments Board of Trustees

The Endowed Funds of the National Opera Association shall be overseen by a five-member Board of Trustees. The Board of Directors shall elect four members of the Board of Trustees. The Treasurer of NOA shall serve as the fifth member. The Chair of the Board of Trustees shall be a current member of the NOA Board of Directors and shall be elected for a one-year term. The chair may be re-elected as long as he/she is a member of the Board Directors. The other three members of the Board of Trustees shall be elected by the Board of Directors for two-year terms.

It shall be the duty of the Trustees to review the investment and performance of the funds, and to make recommendations regarding the funds to the Board of Directors. The trustees will ascertain and assure the expenditure of proceeds of the investments in accordance with the terms of the endowments.

Section F Legacy Steering Committee

- 1) The National Opera Association recognizes the importance of ethnic and racial diversity in professional opera. The Legacy Fund of the National Opera Association Endowment Fund is established to provide career development assistance to young artists who demonstrate potential to achieve that goal. The Legacy Fund shall be administered by the Board of Trustees in accordance with Article V, Section D.
- 2) The Legacy Program will be directed by a standing committee of five members to be called the Legacy Steering Committee. The Steering Committee will be elected by the

Board of Directors and will include at least one current member of the Board of Directors. Members of the committee shall serve two-year terms and may be re-elected. Once elected, the committee shall meet to select a chair.

- 3) Duties of the Legacy Steering Committee. It shall be the responsibility of the Legacy Steering Committee to determine the policies and activities of the program, and to make recommendations for their implementation to the Board of Directors. The Steering Committee may reach beyond its membership in the execution of its charge. The committee will also determine the criteria, selection process, and stipend for the Legacy Fund Career Development Grants, and other monetary awards, in accordance with Federal law.

Section G Other Standing Committees

- 1) The Board of Directors may, at its discretion, adopt additional, special programs in pursuit of the organization's mission. Upon such resolution by the Board, a Steering Committee will be established.
- 2) Such programs will be directed by a standing committee of five members to be called the (Program Name) Steering Committee. The Steering Committee will be elected by the Board of Directors and will include at least one current member of the Board of Directors. Members of the committee shall serve two-year terms and may be re-elected. Once elected, the committee shall meet to select a chair.
- 3) It shall be the responsibility of each Steering Committee to determine the policies and activities of the program, and to make recommendations for their implementation to the Board of Directors. The Steering Committee may reach beyond its membership in the execution of its charge.

Article VI - Procedure

Section A The regular order of business at all meetings of the Association shall be as follows:

1. Reading of the minutes of the last meeting.
2. Report of the officers and committees.
3. Consideration of the unfinished business.
4. Consideration of general business.
5. Consideration of new business.
6. Report of the Nominating Committee and elections.

Section B Robert's Rules of Order shall govern all meetings.

Section C At the request of any member, a motion or resolution shall be reduced to writing before it is acted upon.

Article VII - Amendments

Section A Amendments to the By-Laws may be made at any annual meeting of the Association if approved by two-thirds of the members present and voting.