



# Policies & Procedures Manual

Revised March 2010

## Table of Contents

### **-A-**

Accompanist Job Description – p. 5

Accompanist Performance Appraisal Rubric – see attachment

Attendance – p. 7

### **-B-**

Board Member Financial Contributions: Give or Get Policy and Procedure – p. 8

Board of Directors Member Job Description – p. 9

Board of Directors Selection Procedure – p. 12

Board Officer Succession – p. 14

Bonuses – p. 15

Bookkeeper Job Description – p. 16

Business/Personal Relationships – p. 17

Bylaws of Missoula Community Chorus – p. 18

### **-C-**

Chorus Manager Job Description – p. 26

Chorus Manager Performance Appraisal Rubric – see attachment

Chorus Registration – p. 30

Composition of Chorus – p. 31

Conduct – p. 32

Conductor Job Description – p. 33

Conductor Performance Appraisal Rubric – see attachment

Confidentiality – p. 35

Conflict of Interest – p. 36

**-D-**

Discipline Policy and Procedure – p. 39

**-E-**

**-F-**

Fundraiser Monies Distribution – p. 42

Fundraising – p. 43

**-G-**

Gift Acceptance Policy – p. 44

**-H-**

**-I-**

**-J-**

**-K-**

**-L-**

**-M-**

Media – p. 47

Memorial Gifts – p. 48

Missoula Community Chorus Property – p. 49

**-N-**

Non-Discrimination Policy – p. 50

**-O-**

Organizational Chart – p. 51

**-P-**

Performance Invitations – p. 52

Performance Reviews – p. 53

Personal Appearance and Hygiene – p. 54

Proxy – p. 55

**-Q-**

Questionnaire – p. 56

**-R-**

Regular Board of Directors Meetings – p. 57

Review of Policies, Procedures and By-Laws – p. 58

Roster Finalization – p. 59

**-S-**

Singer Requirements – p. 60

**-T-**

**-U-**

**-V-**

**-W-**

**-X-**

**-Y-**

**-Z-**

## **Missoula Community Chorus Job Description**

### **Accompanist**

#### Overview:

Provides keyboard accompaniment for the chorus

#### **Musical Responsibilities**

1. Studies and rehearses music to learn and interpret scores
2. Accompanies weekly rehearsals and seasonal performances
3. Provides adequate notice in case of absences
4. Maintains good working relationship with Conductor
5. Exhibits musicality and flexibility in the interpretation of pieces
6. Exhibits musicality and flexibility in changes made to arrangements
7. Rehearses soloists and instrumentalists in preparation for performances
8. Assists in determining stage set-up for performances
9. Assists in preparation of practice CDs (rehearsal recordings)
10. Accompanies recording sessions

#### **Professionalism**

1. Maintains professionalism in all chorus activities and communication
2. Is punctual to chorus activities
3. Maintains good interpersonal skills in rehearsals
4. Maintains good working relationship with Conductor
5. Participates in community events that promote a positive image for the chorus
6. Actively participates in chorus functions
7. Cultivates a strong working relationship with musicians and music educators in the community
8. Uses appropriate lines of communication to discuss concerns

#### **Board**

1. Serves as an advisory member of the Board of Directors at monthly meetings
2. Establishes rapport with all members of the Board of Directors

## **Attendance**

To ensure the quality and consistency of Missoula Community Chorus performance levels, regular attendance at rehearsals is expected.

Section greeters will be designated for each section (Soprano, Alto, Tenor, Bass) and take attendance weekly. If a member is not able to attend a rehearsal, he/she is expected to notify his/her section's greeter prior to rehearsal.

If three rehearsals are missed, a courtesy call or e-mail will be made to the singer to check status. If the singer is not interested in continuing his/her participation, his/her name will be removed from the roster.

Attendance at Dress Rehearsal is MANDATORY. Any singer not attending Dress Rehearsal will not be allowed to participate in the concert unless arrangements have been made with/approved by the Conductor prior to Dress Rehearsal.

## **Board Member Financial Contributions – Give or Get Policy and Procedure**

### **Policy:**

Missoula Community Chorus is a non-profit entity and heavily dependent upon donations for its existence. For this reason, members of the Board of Directors are expected to make a meaningful financial contribution to the organization.

Every voting Board Member is expected to contribute, in a *GIVE-OR-GET* capacity, a significant gift according to his/her capacity (a portion of which is a cash donation) each year. If a member is not able to personally contribute funds, he/she is expected to obtain donations from outside sources that will total the minimum expected of each member. Donations may be spaced out throughout the year, but the total amount is due by June 30<sup>th</sup> of each year (fiscal year is July 1<sup>st</sup> through June 30<sup>th</sup> each year).

Contributions may include but are not limited to:

1. Cash donations.
2. Donation of goods to be used in daily operations (i.e., paper or other office supplies, equipment, stamps/postage, printing, etc.) or for Chorus-sponsored events (i.e., Silent Auction item or other prizes).
3. Purchase of tickets for performances or other Chorus-sponsored events.
4. Participation in Chorus-sponsored fund raising projects (i.e., Vintage on Broadway, bulb sales, etc.).
5. Obtaining donations from outside resources.

### **Procedure:**

- A. At the beginning of each fiscal year, every voting Board Member will meet with the Chorus Manager and indicate his/her intentions for financial contributions throughout that year. A worksheet is available for guidance, if the Board Member chooses to use it.
- B. Records of each Board Member's promise will be maintained by the Chorus Manager.
- C. At least semi-annually, each Board Member will review and update their plan and advise the Chorus Manager of his/her progress.
  1. The WORKSHEET is not binding; a Board Member may use any combination of donation sources to meet the annual expected minimum. However, the Board Member must keep the Chorus Manager updated regarding his/her intentions if they digress from the original plan
- D. In April of each year, the Chorus Manager will review each member's contributions and confirm the total with the individual.
- E. Prior to the first meeting of the fiscal year (usually the annual retreat), the Executive Committee will review contribution statuses with the Chorus Manager and determine action to be taken.
- F. Repeated failure by any Board of Directors Member to fulfill his/her commitment may result in a request to resign from the Board.



## Board Member Job Description

### Overview:

The Board of Directors of the Missoula Community Chorus is responsible and accountable for the direction and management of the Chorus. The Members of the Board work in cooperation with the Chorus Manager, Conductor, Accompanist, and members of the Chorus and community to ensure that the Bylaws and Mission of the organization are met.

The following guidelines have been established to assist the Board Members in accomplishing the goals of the organization.

### Responsibilities:

The Board Member's responsibilities in **Leadership and Ethical** matters include but are not limited to:

1. Becoming familiar with and committed to the major responsibilities of a governing board, which include:
  - a) Setting Mission and purposes.
  - b) Assessing Board performance.
  - c) Participating in strategic planning.
  - d) Ensuring adequate resources for all planned activities/budget item.
  - e) Ensuring good management.
  - f) Relating to the community.
  - g) Serving as court of appeals.
2. Conducting organizational and operational duties with positive leadership, exemplified by open communication, creativity, dedication, and compassion.
3. Learning how the organization functions—its uniqueness, strengths, needs and place in the community.
4. Accepting and abiding by the legal and fiscal responsibilities of the board as specified by Bylaws, and state/federal statutes and regulations.
5. Voting according to one's convictions, challenging the opinion of others when necessary, yet willing to support the decisions of the board and work with fellow board members in carrying them out.
6. Providing other Board Members with facts and advice, based on personal knowledge, skills and strengths, as a basis for making decisions.
7. Understanding the role of the board as a policy-making body and avoiding involvement in administrative activities unless requested to do so.
8. Learning and consistently using designated organizational channels when conducting board business.
9. Respecting the structure and responsibilities of the board,
10. Upholding and implementing policies adopted by the board.
11. Respecting and protecting privileged information to which we have access in the course of official duties

The Board Member's responsibilities in **Fundraising and Financial Management** matters include but are not limited to:

1. Supporting the organization's fund-raising efforts through personal giving in accordance with one's means, and to be willing to assist in the solicitation of others.
2. Identification and pursuit of sources of contributed income (individuals, corporations, foundations, grants, etc.).
3. Participating in committees and task forces to implement fundraising projects.
4. Assisting with budget preparation and approval.

The Board Member's responsibilities in **Marketing and Performance** matters include but are not limited to:

1. Assisting with preparation for performances.
2. Assisting with Marketing functions.

The Board Member's responsibilities in **Community Relations** matters include but are not limited to:

1. Representing the Chorus at community functions.
2. Demonstrating the highest standards of personal integrity, truthfulness, honesty, and fortitude in all activities in order to inspire confidence and trust in Chorus activities.
3. Refraining from actions and involvements that might prove embarrassing to the Chorus and resigning if such actions or involvements develop.
4. Making known any interest or activity that may be in conflict with the conduct of official duties.
5. Maintaining the confidential nature of board deliberations and avoiding acting as spokesperson for the entire board unless specifically authorized to do so.
6. Collaborating with and supporting others in carrying out the Mission of the Chorus.
7. Recognizing that the board president or his/her designee alone speaks for the board.

The Board Member's responsibilities in **Planning** matters include but are not limited to:

1. Preparing for, regularly attending, and actively participating in board meetings and committee assignments.

The Board Member's responsibilities in **Staffing** matters include but are not limited to:

1. Appointing and supporting the Chorus Manager
2. Monitoring and evaluating the Chorus Manager against objectives, taking corrective action as necessary. The President of the Board of Directors will prepare an annual written Performance Appraisal for the Chorus Manager with input from all Board Members.
3. Evaluating requests for staffing changes and how these relate to budget constraints and the best interests of the Chorus.
4. Providing feedback to the Chorus Manager regarding other paid staff members (performance, concerns, praise, etc.).
5. Reviewing and approving all policies, practices and procedures, ensuring that they comply with state and federal employment laws and regulations as well as organizational Bylaws and Mission.

The two (2) Board Members, **elected by the Chorus as a whole**, serve as the personal representatives of the Chorus members. As such, they are expected to be the direct conduit between the members and the Board of Directors. They are responsible for updating the Chorus members regarding board activities, decisions, etc., as well as bringing Chorus member questions and concerns to the attention of the full Board.

**Qualifications:**

The Board Member must be able to perform each responsibility described above. In addition, the requirements listed below are representative of the knowledge, skill and/or ability required to succeed in the position:

1. Must be self-directed and self-motivated.
2. Able to efficiently manage the responsibilities described in this document.
3. Able to interpret instructions/directions presented in written, verbal or oral form.
4. Reasoning ability to solve problems as well as effectively handle unexpected situations as they arise.
5. Mathematical skills sufficient to analyze budgets, reports and balance sheets.
6. Language skills necessary to analyze reports, as well as to interact appropriately with staff, Board members, media, etc.

## **Board of Directors Selection Procedure**

### **Regular Elections**

- A Nominating Committee will be formed 3 months prior to the expiration of a current Board member's term. This committee will consist of the Chorus Manager and two current Board members, to be selected by the Board of Directors at the meeting preceding the 3-month mark.
- The Nominating Committee will accept suggestions from Board members and other interested parties for consideration. Nominees may include the out-going Board Member if another term will not exceed the limits outlined in the Bylaws (total of six consecutive years as a Board Member).
- The Nominating Committee will investigate the credentials of each nominee and determine appropriateness of that nominee for inclusion on the ballot.
- The Nominating Committee will meet with each appropriate nominee to discuss the functions of the Board and expectations of Board Members in order to determine if the nominee is willing and able to perform the duties of a Board Member.
- The Nominating Committee will present the names of the nominees to the full Board in advance of the meeting immediately preceding the expiration of the out-going Director's term.
- Discussion and selection of the new Director will occur at the meeting immediately preceding the expiration of the out-going Director's term.
- The President of the Board (or designee) will contact the newly-elected Board member and extend the invitation to join the Board of Directors.
- If, for any reason, that newly-elected member cannot accept the position, the President of the Board (or designee) will notify all current Board members, a new member will be elected and the invitation process will repeat.

### **Irregular Elections**

- If a Board member is unable to complete his/her term for any reason:
  - A Nominating committee will be formed and consist of the current Executive Committee.
  - The Nominating Committee will accept suggestions from Board members and other interested parties for consideration.
  - The Nominating Committee will investigate the credentials of each nominee and determine appropriateness of that nominee for inclusion on the ballot.
  - The Nominating Committee will meet with each appropriate nominee to discuss the functions of the Board and expectations of Board Members in order to determine if the nominee is willing and able to perform the duties of a Board Member.
  - The Nominating Committee will present the names of the nominees to the full Board as soon as possible, hopefully in advance of the next scheduled meeting.

Discussion and selection of the new Director will occur at the next meeting, or as soon as the slate of nominees is ready.

The President of the Board (or designee) will contact the newly-elected Board member and extend the invitation to join the Board of Directors.

If, for any reason, that newly-elected member cannot accept the position, the President of the Board (or designee) will notify all current Board members, a new member will be elected and the invitation process will repeat.

## Chorus Representatives

Nominations can be presented to the Executive Committee from the Chorus Body up until 2 weeks before the election date.

The Executive Committee or other Board of Directors members appointed by the President of the Board will meet with each nominee to discuss the functions of the Board and expectations of Board Members in order to determine if the nominee is willing and able to perform the duties of a Board Member.

The Executive Committee will prepare a slate of those nominees willing and able to perform the duties of a Board Member and present this to the Chorus Body for election on the previously agreed-upon election date.

The Chorus Body will vote during rehearsal. Members of the Executive Committee will tally the vote and announce the results prior to the end of the evening's session.

The President of the Board (or designee) will contact the newly-elected Board member and extend the invitation to join the Board of Directors.

If, for any reason, that newly-elected member cannot accept the position, the Chorus member receiving the next highest number of votes will be notified of his/her selection and the invitation process will repeat.

## **Board Officer Succession**

### **Policy:**

Officers of the Board of Directors of the Missoula Community Chorus include the positions of President, Vice-President, Secretary and Treasurer.

In an effort to assure provision of consistent, optimal service to the chorus and continuity in board matters, the following guidelines are established to define the succession process:

1. Every voting member of the Board of Directors is expected to be willing to serve as an officer of the Board.
2. All officers shall be elected annually.
3. The positions of President, Vice-President and Secretary shall be part of a succession plan, whereby office-holders move up to the next higher position each year. (i.e., at the completion of the President's term, the Vice-President is prepared to take over as President if/when elected and the Secretary is prepared to take over as Vice-President if/when elected.)
4. The position of Treasurer, because of its special requirements for effective performance of the job duties, is exempt from participation in the succession order. This does not prevent the Treasurer from running for another office in the board hierarchy if he/she chooses to do so.
5. The succession plan does not preclude nomination of other board members for open positions or election of them if they chose to run. It also does not prohibit the current President from seeking another term as President if he/she so desires. However, in the absence of non-officer board members who are interested in the Vice-President or President positions, the succession plan shall be in effect and a new Secretary shall be elected.
6. There shall be an honorary officer, the Past President, who will serve as an advisor to current officers during his/her first year after completing the role of President.
7. For all officers except the Treasurer, standard Board term limits, as defined in the By-Laws, can be extended to allow for the completion of the succession plan (i.e., if an officer's term expires prior to his/her completion of all three offices, the By-law requirement can be suspended to allow the officer to serve as Secretary, then Vice-President, then President. Serving as Treasurer or Past President shall not be a reason to suspend the By-Laws).
8. If a Chorus Representative member of the Board is participating in the succession plan and his/her term of office ends or he/she is not re-elected by the Chorus, he/she may be asked to join the Board of Directors as a regular board members.

## **Bonuses**

The Board of Directors may, at their discretion, authorize bonuses to be given as acknowledgement of exceptional effort on the part of any person employed by the Chorus.

## Bookkeeper Job Description

### Overview:

The Bookkeeper of the Missoula Community Chorus is responsible for recording and processing transactions in a timely manner so that the Treasurer, Finance Committee and board can make informed decisions concerning the financial performance and health of the chorus.

### Responsibilities:

The Bookkeeper's responsibilities are:

1. Verifying, allocating, and posting details of transactions to accounts in QuickBooks from sales slips, invoices, receipts and checks.
2. Making deposits and putting them in the bank in a timely manner.
3. Processing payroll on a monthly basis.
4. Reconcile the checking account on a monthly basis.
5. Preparing Quarterly tax reports by due date.
6. Preparing Year End reports including W2 statements.



## **Business/Personal Relationships**

In order to protect overall working relationships and to avoid any appearances of impropriety, board members will abstain from any discussions or voting on any issues directly or indirectly affecting any employee who is a family member or a member of the same household as the director.

### FAMILY MEMBERS ARE DEFINED AS:

Spouse	Mother-in-law	Aunt	Stepson
Parent	Father-in-law	Uncle	Stepdaughter
Grandparent	Daughter-in-law	Niece	Stepparent
Brother	Son-in-law	Nephew	Foster Parent
Sister	Brother-in-law	Grandson	Legal Ward
Daughter	Sister-in-law	Granddaughter	Guardian
Son			

# **Bylaws of Missoula Community Chorus, Inc.**

## **ARTICLE I. NAME**

The corporation is known as:  
Missoula Community Chorus, Inc.

## **ARTICLE II. OFFICES**

Section 1. Principal Office. The principal office of the corporation shall be located in Missoula, Montana.

Section 2. Registered Office. The corporation shall maintain a registered office and a registered agent whose office is identical with such registered office as required by the Montana Nonprofit Corporation Act. The registered office and agent may be changed from time to time by the Board of Directors.

## **ARTICLE III. OBJECTIVES**

Section 1. Nonprofit. The corporation is organized exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 2. Use of Assets and Earnings. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of its purposes.

Section 3. Political Prohibition. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Prohibition on Activity. Notwithstanding any other provision of its articles or Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt for federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Effective: 2001

Reviewed and revised: October 2003, November 2003, September 2007, October 2007, January 2008, June 2008, April 2009, February 2010

Section 5. Compliance with Purposes. Notwithstanding any other provision of its articles or Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Section 6. Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE IV. NO MEMBERS**

The corporation shall have no members. However, this provision is not intended to preclude designation of categories for participants, contributors or others. All administrative authority and direction, along with voting authority shall vest with and be retained by the Board of Directors.

#### **ARTICLE V. BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications. The number of Directors of the corporation shall be no less than three. Each Director shall be elected to a term of three years, and may serve as many as two consecutive terms. An individual may be re-elected to the Board of Directors after an absence of at least one year. Directors shall be elected by the Board at its annual meeting, regular meetings or at another date agreed upon by the current members of the Board of Directors.

(a) The two (2) Directors elected by the chorus members as their representatives to the board shall be granted a two-year term and may retain that position for up to six consecutive years (three consecutive terms), subject to re-election by the singing participants as a whole.

(1) If a Director elected by the chorus members is invited to participate on the Board as a regular member, that Director may serve up to six (6) consecutive years (any combination of years as a regular member and as a member elected by the Chorus members).

(2) If a Director elected by the chorus members resigns prior to the conclusion of his/her term of office, a special election may be held to fill this position if the Chorus is in session and time allows. However, if either of these criteria is not met, a replacement shall be appointed by the Board as soon as possible after receipt of the resignation. The person chosen will complete the resigning Board Member's term of office. Time spent as a replacement shall not count toward the six consecutive years described in section 2 (a).

(b) For all officers except the Treasurer, standard Board term limits, as defined in this section, can be extended to allow for the completion of the succession plan (i.e., if an officer's term expires prior to his/her completion of all three offices, the By-laws can be suspended to allow the officer to serve as Secretary, then Vice-President, then President. Serving as Treasurer or Past President shall not be a reason to suspend the By-Laws).

(1) If a Chorus Representative member of the Board is participating in the succession plan and he/she is not re-elected by the Chorus, he/she may be asked to join the Board of Directors as a regular board member.

Section 3. Annual Meeting. The annual meeting of the Board of Directors shall be held during the summer break and conducted as a day-long retreat. Ideally, this meeting will take place on the second Saturday in August or such other convenient day and time as the Directors shall select, for the purpose of electing Directors and officers, and for the transaction of such other business as may come before the meeting.

Section 4. Special Meetings. Special meetings of the Board of Directors to be held may be called by or at the request of the President or any two Directors. The Board of Directors may fix any place, either within or without the State of Montana, as the place for holding any special meeting of the Board of Directors called by it.

Section 5. Notice. Notice of any special meeting shall be given at least three days previously thereto by written notice delivered personally, mailed, e-mailed or faxed, to each Director at the business address of each Director, or by telephone. If mailed, such notice shall be deemed to be delivered two days after it is deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting.

- a. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- b. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of meeting or waiver of notice.
- c. A regular weekly or monthly meeting date may be established by Board policy. If such policy is established, no further notice other than the policy itself shall be required.

Section 6. Quorum. A simple majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than such majority is present at a meeting, the meeting shall be adjourned.

Section 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the law or by these Bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for a full term, no matter how much time remained on the term of the Director being replaced. (EXCEPTION: A Director chosen to fill a vacancy caused by the resignation of a Chorus Representative Director who resigns prior to the conclusion of his/her term of office will complete the resigning Board Member's term of office. Time spent as a replacement shall not count toward the six consecutive years described in section 2 (a)). Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting, a regular meeting, or at a special meeting called for that purpose.

Section 9. Removal. A Director who fails to attend three consecutive meetings of the Board shall be terminated from the position as Director, unless the Board, by majority vote at a duly constituted meeting, determines otherwise. Any Director may be removed by a majority vote of the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby.

Section 10. Informal Action. Any action required to be taken at a meeting of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 11. Majority. A simple majority of Directors present for a Board of Directors meeting is necessary to transact any business.

Section 12. Absentee Voting. A statement, signed and dated by any Director who will be absent from a Board of Directors meeting, containing instructions detailing how the absent Director intends to vote on a specific measure, shall be considered a valid vote on that specific measure.

Section 13. Participation. The Directors may participate in any meeting by conference telephone call. Such participation shall constitute personal participation in such meeting for reasons of establishment of a quorum and voting.

Section 14. Special Circumstances. The President may request action by the Board of Directors between meetings of the Board of Directors by mail, e-mail, fax or telephone. Such action shall be substantiated by mail, fax or e-mail ballot by a simple majority of all voting members of the Board of Directors, unless otherwise specified in these Bylaws, shall constitute a valid action and shall be reported at the next meeting of the Board.

Section 15. Proxy Voting. A member of the Board of Directors may choose another Director to vote in his/her behalf in the event of an absence. The proxy statement will be provided in writing, signed and dated by the absent member and naming the Director who will be casting the proxy votes(s). The proxy vote shall be considered a valid vote on all measures before the board unless otherwise declared in the proxy statement.

## ARTICLE VI. OFFICERS

Section 1. Number. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. If there is a Chorus Manager, the position of Secretary need not be filled and those duties may be assigned to the Chorus Manager.

Section 2. Election and Term of Office. The officers of the corporation shall be elected each year at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until a successor shall have been duly elected and shall have qualified or until death or until such officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the Board of Directors, and shall perform all duties incident to the office of President.

Section 6. Vice-President. In the absence of the President or in the event of his/her death, inability, or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall in general assist the President, and shall perform such special duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the corporation, provide all notices required by law or these Bylaws, be custodian of corporate records not delegated to others (i.e., bookkeeper, historian, etc.) and in general perform all duties incident to such office. If there is a Chorus Manager, these duties may be delegated to that person and the position of Secretary need not be filled.

Section 8. Treasurer. The Treasurer shall have charge and custody of all funds and securities of corporation, and shall perform all duties incident to such office.

Section 9. Salaries. The salaries of the officers may be fixed from time to time by the Board of Directors.

## **ARTICLE VII. COMMITTEES**

Section 1. Appointment. The President with the advice of the Board of Directors shall appoint such committees as are deemed appropriate or necessary to carry out the objects and purposes of corporation.

Section 2. Executive Committee. The Board of Directors may establish an executive committee and appoint thereto, two (2) or more of its Directors. The Committee shall serve at the pleasure of the Board of Directors, and shall have such powers and authority as may be granted to it by the Board. However, no such power or authority shall exceed limitations under governing laws, the Articles of Incorporation or these Bylaws.

The Executive Committee shall not:

1. Dissolve the Missoula Community Chorus.
2. Amend the By-Laws of the Missoula Community Chorus.
3. Hire or fire staff or otherwise reprimand same.
4. Purchase or sell property of the Missoula Community Chorus.
5. Enter into contracts or otherwise approve or disapprove legal documents or agreements on behalf of the Missoula Community Chorus.

## **ARTICLE VIII. CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

Section 1. Contracts. The Board of Directors may authorize any officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of such indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **ARTICLE IX. FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of July and end the last day of June in the next calendar year.

## **ARTICLE X. SEAL**

The Board of Directors shall provide a corporation seal, which is circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation and the words, "Corporate Seal".

## **ARTICLE XI. WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or Director of the corporation under the provisions of these Bylaws, the Articles of Incorporation, or governing law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII. INDEMNIFICATION**

Corporation shall indemnify every current or former Director, officer, employee or agent against all costs and expenses reasonably incurred or imposed in connection with or resulting from any action, suit, or proceeding to which such person may be a party by reason of being or having been a Director, officer or employee of corporation, except in relation to such matters as to which such person shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith or to have been liable by reason of willful misconduct in the performance of duties for corporation. Such costs and expenses shall include, but not be limited to attorney fees, damages and reasonable amounts paid in settlement. Indemnification shall be consistent with the provisions of M.C.A. 35-2-447, as may be amended or modified from time to time.

## **ARTICLE XIII. LIABILITY OF DIRECTOR**

The personal liability of a Director to corporation for monetary damages for breach of fiduciary duty as a Director is eliminated, except:

- d. For a breach of the Director's duty of loyalty to the corporation;
- e. For acts or omissions not in good faith or that involve intentional misconduct or knowing violation of laws;
- f. For a transaction from which a Director derived improper personal economic benefit; or
- g. Under M.C.A. 35-2-418 (conflict of interest), 35-2-435 (loans or guaranties), or 35-2-436 (unlawful distributions).



## **ARTICLE XIV. AMENDMENTS**

These Bylaws may be altered, amended, or repealed, and new or restated Bylaws may be adopted by the affirmative vote of two-thirds of the members of the Board of Directors at any annual or special meeting of the Board of Directors. However, no such modification of any portion of these Bylaws shall be made without the approval of such greater voting majority as might be required for action under the portion being amended.

## **ARTICLE XV. TIME-LIMITED AMENDMENTS AND CHANGES**

Time-limited amendments or changes to these Bylaws shall be listed in this section and preserved for future reference. Limitations shall be stated within the amendment. The amendment must be approved in compliance with Article XIV.

1. **ARTICLE V**, Board of Directors, Section 2, Number, Tenure and Qualifications is amended to read:

The number of Directors of the corporation shall be no less than three. Each Director shall be elected to a term of three years, and may serve as many as two consecutive terms. An individual may be re-elected to the Board of Directors after an absence of at least one year. Directors shall be elected by the Board at its annual meeting, regular meetings or at another date agreed upon by the current members of the Board of Directors.

It has been resolved that, in order to maintain an experienced Board of Directors and facilitate a smooth transition with new officers, the limitation of two (2) consecutive terms for a Director shall be temporarily suspended. This suspension shall begin March 6, 2009 and shall end February 28, 2011. Any Director in the midst of a third term at the time this amendment expires shall be replaced as soon as possible after February 28, 2011.

## **Chorus Manager Job Description**

### **Overview:**

The Chorus Manager of the Missoula Community Chorus is responsible and accountable for the overall direction and management of all aspects of the administration of the Chorus. The Chorus Manager works in cooperation with the Conductor and reports to the Board of Directors.

The Chorus Manager shall receive an annual written performance appraisal. This review will be based on the individual's job description and occur before distribution of any bonuses or renewal of contracts.

### **Responsibilities:**

The Chorus Manager's responsibilities in various areas/aspect of the position are listed below. These responsibilities may be delegated to staff and/or volunteers. However, the ultimate responsibility still lies with the Chorus Manager to assure accurate and timely completion of all tasks. The responsibilities include but are not limited to:

#### **Development and Fundraising:**

1. Coordinate with the PR and Marketing committee to secure and document concert sponsors
2. Prepare foundation and government grant requests and reports
3. Develop materials to support development efforts
4. Support committees and task forces to implement fundraising projects
5. Identify and pursue new sources of contributed income-individuals, corporations, foundations/grants, board giving
6. Thank, recognize and honor contributions to the chorus

#### **Marketing and Performance:**

1. Manage sales of tickets and subscriptions with the goal of generating increased concert revenue
2. Support development and implementation of a comprehensive marketing plan, including press releases, advertising, calendar listings, brochures/postcards, public service announcements and radio advertising
3. Implement and monitor marketing plan for each concert
4. Increase awareness of the chorus by corporations, grant sources and the general public through education and outreach programs
5. Secure all recording and stage equipment for each performance
6. Oversee production of recordings
7. Develop and prepare printed concert and promotional materials
8. Negotiate and procure rehearsal, storage and office spaces
9. Negotiate and procure performance venue for each concert
10. Oversee storage of performance equipment and concert accessories

#### **Community Relations:**

1. Develop an ongoing relationship with arts peers and organizations in the community
2. Represent the chorus at community functions

3. Serve as chorus spokesperson to the media, government agencies, corporate community, foundations, funders and the school community
4. Respond to inquiries regarding the chorus

**Financial Management:**

1. Work closely with the treasurer and/or bookkeeper on budget preparation, monthly projections and ongoing monitoring of budget
2. Together with the Conductor and Finance Committee determine upcoming season and administrative costs
3. Ensure preparation of annual budget and variance analysis for presentation to the Board of Directors
4. Monitor expenses to budget line items; coordinate proper expense allocations with bookkeeper
5. Comply with all local, state and federal tax regulations and prepare and file reports as needed
6. Follow and stay within the approved annual budget
7. Verify bills for processing

**Planning:**

1. Assist in preparation of strategic plans and strategies for implementation in conjunction with the Conductor and Board of Directors
2. Participate in ongoing Board of Directors evaluation of progress toward goals
3. Collaborate with Conductor and/or Board of Directors in planning and executing special projects
4. Organize and disseminate production and schedule information to chorus and staff

**Staffing:**

1. Update and maintain contracts employee job descriptions and performance appraisal forms
2. Recruit and hire staff to fill position openings as needed
3. Monitor staff performance against objectives, taking corrective action as needed
4. Ensure all human resources policies, practices and procedures comply with state and federal employment laws and regulations
5. Ensure administrative structure and decision-making mechanisms that promote a productive working atmosphere and effective staff relations are practiced
6. Maintain Policy and Procedure Manual
7. Coordinate volunteer activities and supervise volunteers

**Board of Directors:**

1. Attend all meetings of the Board of Directors and Executive Committee
2. Assist the President in developing and disseminating agendas for the Board of Directors meetings
3. Prepare written reports for presentation to the Board of Directors
4. Ensure maintenance of digital and hard-copy archives
5. Assist in identifying and attracting potential new Board members
6. Offer prompt and accurate responses to Board of Directors' requests for information

7. Work with the Board of Directors in the overall planning of the chorus season
8. Establish rapport with all members of the Board of Directors
9. Maintain professional relationship with all members of Board of Directors, staff and chorus members

**Chorus:**

1. Order and procure all music
2. Procure rights and appropriate licenses for all programming
3. Attend weekly rehearsals and all performances
4. Maintain attendance records and follow up on members with excessive absences
5. Prepare and maintain accurate rosters
6. Coordinate registration
7. Prepare and revise materials for chorus members (handbook, calendar, etc..)
8. Coordinate and monitor auditions of Chamber Chorale
9. Organize awards pot luck and social events
10. Maintain communication with members through newsletters, bulletin boards, email and announcements
11. Pick up and distribute chorus mail
12. Exhibit professionalism in all chorus activities and communication
13. Actively participate in all chorus functions

**Qualifications:**

The Chorus Manager must be able to perform each responsibility described above satisfactorily. In addition, the requirements listed below are representative of the knowledge, skill and/or ability required to succeed in the position:

7. Must be self-directed and self-motivated.
8. Equivalent combination of education and experience to efficiently manage the responsibilities described in this document.
9. Able to interpret instructions/directions presented in written or oral form.
10. Able to supervise staff (paid and/or volunteer).
11. Reasoning ability to solve operational problems as well as effectively handle unexpected situations as they arise.
12. Proficiency in word-processing, spreadsheets, Quick Books, and other data-based computer programs.
13. Able to meet the physical demands of the position which include but are not limited to:
  - a. Walk, talk, hear, sit, stand, feel with hands, reach with hand/arms, stoop, kneel, crouch and crawl.
  - b. Visual abilities include close and distant vision, peripheral vision, depth perception and adjustment of focus.
  - c. Lift and/or move up to 50 pounds.

*NOTE: The physical demands described here are representative of those that must be met by an employee to successfully perform the essential functions of this job. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.*

14. Proficiency in the maintenance of MCC's website and ability to establish additional sites, as necessary.
15. Mathematical skills sufficient to create and analyze budgets, reports, balance sheets and contracts.
16. Language skills necessary to create and present reports, as well as to interact appropriately with staff, Board members, media, etc.

## Chorus Registration

Registration periods for the upcoming session will be structured as follows:

- During the last two weeks of the current session, registration will be open to current members of the Chorus. Registration fees will not be due at this time, but registration information will be collected.
- During the two-week period immediately following the final performance of the current session, registration will be open to all previous members of the chorus as well as those who were on the waiting list for the current session. Positions will be filled on a first-come-first-served basis, depending on the number of open spots in each choral section (Soprano, Alto, Tenor, Bass) and in accordance with MCC's *Composition of the Chorus* policy.
- At the end of the two-week period immediately following the end of the current session, registration will be open to the general public. Positions will be filled on a first-come-first-served basis, depending on the number of open spots in each choral section (Soprano, Alto, Tenor, Bass) and in accordance with MCC's *Composition of the Chorus* policy.

A waiting list for each choral section will be initiated and maintained after that section is filled. Those on the waiting list will be invited to join the Chorus when a registered member is unable to fulfill his/her commitment.

## **Composition of Chorus**

A ratio of 3 women's voice parts to 2 men's voice parts would be most beneficial to the sound quality of our presentations. Choral parts, by percentage, will ideally be:

- Soprano        30%
- Alto            30%
- Tenor          20%
- Bass            20%

Logistically, the chorus should not exceed 100 participants.

Final determination of number of participants as well as sectional composition will be made by the Conductor based on his/her professional judgment.

## **Conduct**

In order to protect the interests of the group as a whole, all Missoula Community Chorus participants are expected to exhibit responsible behavior during rehearsals, performances and on all other occasions when representing MCC.

Failure to act appropriately may result in removal of the offender from the premises and/or the Chorus. Removal will be addressed by the Conductor, staff, board member(s) or law enforcement officials, as deemed necessary by the gravity of the individual situation.

Inappropriate behavior may include, but are not limited to:

- Theft or inappropriate removal or possession of Missoula Community Chorus property.
- Participation while under the influence of alcohol or illegal drugs.
- Boisterous, disruptive or disrespectful behavior.
- Sexual or other unlawful or unwelcome harassment
- Excessive absenteeism



## **Missoula Community Chorus Job Description**

### **Conductor**

#### **Overview:**

The Conductor of the Missoula Community Chorus (MCC) is responsible and accountable for leadership, artistic operation and musical development of the chorus. The Conductor works in close consultation with the Board of Directors and the Chorus Manager, and is involved in all aspects of chorus operations and public relations.

The Conductor's responsibilities include but are not limited to:

#### **Programming**

1. Selects music and theme for each session in a timely manner. Repertoire selections for fall session will be finalized by July 15. Selections for spring session will be finalized by November 15.
2. Chooses a diverse performance repertoire
3. Selects repertoire that challenges and inspires performers
4. Selects repertoire that attracts audiences
5. Selects repertoire for special events such as outreach concerts and chamber chorale performances
6. Is responsible for production of program notes for concerts

#### **Musical Leadership**

1. Prepares and directs rehearsals and performances
2. Attends at least 90% of rehearsals and provides adequate notice for absence
3. Maintains good interpersonal skills and positive atmosphere in rehearsals
4. Is dedicated to artistic achievement by amateur performers
5. Works with singers of varying levels of musical training
6. Is available to Chorus members for music-related issues
7. Demonstrates musicianship in interpretation and adaptations of pieces
8. Rehearses Chorus in an efficient manner
9. Maintains good working relationship with accompanist
10. Selects and secures soloists and instrumentalists for concerts
11. Rehearses soloists and instrumentalists in preparation for concerts
12. Supervises all recording activities
13. Auditions all prospective members of the chamber chorale
14. Conducts chamber chorale rehearsals and performances
15. Evaluates singer readiness if there is a question of their preparation and determines eligibility for participation in performances

#### **Board**

1. Serves as an advisory member of the Board of Directors at monthly meetings and annual retreats
2. Establishes rapport with all members of the Board of Directors
3. Maintains ongoing communication with Board of Directors and Chorus Manager

### **Operations**

1. Collaborates with Chorus Manager in planning and executing special projects
2. Responsible for selecting most appropriate venue for performances
3. Works with Chorus manager and/or other staff to determine performance stage set-up
4. Investigates cost-effective resources for music and instrumentalists
5. Follows and stays within the approved annual budget

### **Public Relations**

1. Acts as a spokesperson for the organization and its mission via speaking engagements, public and social appearances and at fundraising events and solicitations
2. Fosters the development of good relations with other cultural organizations by participating in meetings and joint activities where appropriate

### **Professionalism**

1. Maintains professionalism in all MCC activities and communications
2. Cultivates a strong working relationship with musicians and music educators in the community
3. Participates in musical and professional organizations locally and nationally

The Conductor shall receive an annual written performance appraisal given by the Chorus Manager in consultation with the Board of Directors. This review will be based on the individual's job description and occur before distribution of any bonuses or renewal of contract.

## **Confidentiality**

Staff and board members of the Missoula Community Chorus may not disclose, divulge, or make accessible confidential information belonging to or obtained through their affiliation with MCC to any person, including relatives, friends and business and professional associates, other than to persons who have a legitimate need for such information and to whom MCC has authorized disclosure. Staff and board members shall use confidential information solely for the purpose of performing services as a staff or board member for MCC. This policy is not intended to prevent disclosure when required by law.

At the end of a board member's term in office or upon the termination of a staff member's employment, he or she shall return, at the request of MCC, all documents, papers, and other materials, regardless of medium, that may contain or be derived from confidential information in his or her possession

## **Conflict of Interest**

The purpose of the following policy and procedures is to complement Missoula Community Chorus' (MCC) bylaws to prevent the personal interest of staff members, board members, and volunteers from interfering with the performance of their duties to MCC, or result in personal financial, professional, or political gain on the part of such persons at the expense of MCC or its Members, supporters, and other stakeholders.

### **Definitions**

1. *Conflict of Interest:*  
A conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include staff members, officers, and board members of MCC.
2. *Board*  
The Board of Directors.
3. *Officer*  
An officer of the Board of Directors.
4. *Volunteer*  
A person other than a board member who does not receive compensation for services and expertise provided to and retains a significant independent decision-making authority to commit resources of the organization.
5. *Staff Member*  
A person who receives all or part of her/his income from the payroll of MCC.
6. *Supporter*  
Corporations, foundations, individuals, 501 (c ) (3) nonprofits, and other nonprofit organizations who contribute to MCC.

### **POLICY**

No member of the Missoula Community Chorus Board of Directors or staff shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director or staff member must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board or staff member has not made it known.

### **PROCEDURE**

1. Full disclosure, by notice in writing, shall be made by the involved parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:

- a. A board member is related to another board member or staff member by blood, marriage or domestic partnership.
  - b. A board or staff member in a supervisory capacity is related to another staff member whom she/he supervises.
  - c. A board member or their organization stands to benefit from an MCC transaction or staff member of such organization receives payment from MCC for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
  - d. A board member's organization receives grant funding from MCC.
  - e. A board member or staff member is a member of the governing body of a contributor to MCC.
  - f. A volunteer working on behalf of MCC who meets any of the situations or criteria listed above.
2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect MCC's best interests. Both votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum provided that at least one consenting director is disinterested.
  3. A Board member or Committee member who is formally considering employment with MCC must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board member's elected term which will not be extended because of the leave. A Board member or Committee member who is formally considering employment with MCC must submit a written request for a temporary leave of absence to the Secretary of the Board, indicating the time period of the leave. The Secretary of MCC will inform the President of the Board of such a request. The President will bring the request to the Board for action. The request and any action taken shall be reflected in the official minutes of the Board meeting.
  4. An interested Board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.
  5. Anyone in a position to make decisions about spending MCC's resources (i.e., transactions such as purchases, contracts), who also stands to benefit from that decision, has a duty to disclose that conflict as soon as it arises (or becomes apparent); he/she should not participate in any final decisions.

6. A copy of this policy shall be given to all Board members, staff members, volunteers or other key stakeholders upon commencement of such person's relationship with MCC or at the official adoption of stated policy. Each board member, officer, staff member, and volunteer shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.

## **Discipline Policy and Procedure**

### **Policy:**

The Missoula Community Chorus is and remains free, in its sole discretion, to amend or modify this policy. MCC is and remains free, in its sole discretion, to decide upon and apply any level of discipline, without resorting to or use of progressive discipline.

MCC is an at-will organization and may terminate employment and compensation with or without cause, at its sole discretion. The policies and procedures of the Chorus shall not be construed as a contract of employment nor shall any other document unless it is so captioned and executed by the BOD.

The Progressive Discipline Program is one approach MCC may take to address performance problems. There are times when an employee's behavior is so out of line that it warrants immediate dismissal

### **Procedure:**

#### **Step 1: Oral/Written Warning**

The employee is made aware of a performance problem by their supervisor. This can be done either orally or in writing. The supervisor may give a memo to the employee, or use the Performance Appraisal form. The supervisor documents the problem, the improvement needed and by when. The supervisor discusses this with the employee. This document is signed and dated by the supervisor and employee. If the employee chooses not to sign the document, the supervisor notes on the document that it was presented to the employee and the employee chose not to sign. This memo will be placed in the employee's personnel file.

#### **Step 2: Written Warning**

If the problem identified in step 1 is not corrected by the scheduled date, the supervisor may proceed to step 2, which is a written warning. This is a memo which describes the problem, the expected improvement, the time frame for improvement, and notes that failure to improve performance may lead to further disciplinary action, up to and including termination. The document is signed by the supervisor and one board member **prior** to presenting it to the employee for signature. If the employee chooses not to sign, the supervisor notes on the memo that it was presented and the employee chose not to sign it. This memo will be placed in the employee's personnel file.

#### **Step 3: Probation**

If the problem is not corrected by the date scheduled in the previous step, the supervisor may place the employee on probation. This is a written memo identifying the problem, the expected improvement, and the expected date of improvement. This memo requires the signature of the

supervisor and one board member **prior** to presenting it to the employee. The memo should state that if the employee does not make the necessary improvements by the review date, the employee could be terminated.

#### **Step 4: Termination**

If all efforts fail to resolve the problem, the employee will be terminated. The supervisor, along with the President of the BOD, or designee, will meet with the employee to present their decision. The employee's final check will be given to him/her at the time of the meeting. All MCC property (music, keys, ID badge, etc) will be collected from the employee at this meeting. The employee will be escorted back to the work area (if applicable), allowed 30 minutes to pack up personal property and then be requested to leave the premises. Property of MCC unavailable at the time of discharge shall be returned to MCC within 24 hours of the discharge.

#### **Time Frames**

The time frames between each step may vary depending on the individual situation and circumstance, and the time it warrants for improvement and effort made by the employee. The supervisor should set a reasonable time frame based on the length of time needed to coach the employee. For example, if the problem is skill development, positive progress may be required over 30 days with continued progress over 60-90 days. A time frame will be set to fit the problem, yet move the issue forward to a conclusion. Once the time frame has been established for the review, it is important to commit to that time frame. The supervisor must track these warnings to advise the employee of scheduled follow-up and work with him/her to completion. The BOD will also monitor the process.

Once an employee is placed on Progressive Discipline, he/she is not eligible for promotion, salary increase, job posting or transfer until he/she has achieved the needed improvement and has been taken off Progressive Discipline.

#### **Removal from Progressive Discipline**

When the employee successfully improves performance to the required level, the employee is taken off the Progressive Discipline Program. The supervisor writes a memo acknowledging the improvement and stating the employee is being removed from the Progressive Discipline Program. This memo is signed by the supervisor and one board member **prior** to presenting it to the employee. The employee is given the opportunity to sign it before it is placed in his/her personnel file. If the employee chooses not to sign, the supervisor notes that on the memo and places the memo in the personnel file.

It should be documented in the employee's performance review, scheduled after the progressive discipline period that the employee was on Progressive Discipline and has subsequently achieved a satisfactory performance level.



If an employee's performance improves and the employee is taken off Progressive Discipline and then reverts to an unacceptable performance level, he/she, at the discretion of the employee's supervisor, can be placed back on Progressive Discipline at any step, up to and including termination.

## **Fundraiser Monies Distribution**

A fundraiser may be conducted with the purpose of assisting Chorus members to reach a specific goal (i.e., a portion of monies brought in by a specific member to be applied toward that member's participation in a planned tour, etc.).

All monies not used by a member for the purpose for which it was intended (i.e., member decides not to participate in the planned tour, etc.) will be added to the MCC General Fund.

## **Fundraising**

### **Organization Endorsed Events**

All Fundraising Projects conducted in the name of the Missoula Community Chorus must be approved by the Board of Directors. These proposals must be submitted in writing for review and approval prior to announcement of the event to the Chorus, the community or other agencies which may be involved with the project.

Fundraising projects must meet the following criteria in order to be approved by the Board of Directors:

1. Comply with the Internal Revenue Code and other federal statutes, regulations, rulings, or court decisions that stipulate the conditions under which contributions are considered charitable contributions;
3. Do not result in violation of any law or regulation;
4. Do not expose the organization to litigation or other liabilities, including reputation risk;
5. Do not result in MCC losing its status as an IRS 501(c)(3) not-for-profit organization;
6. Do not violate MCC's corporate charter, mission or vision;
7. Are not too difficult or too expensive to administer in relation to their expected outcome value;
8. Do not generate unrelated business income tax;
9. Do not require payment of expenses for which no specific provision has been made; or
10. Do not result in any unacceptable consequences for MCC.

### **Non-endorsed Events**

Individuals or groups who conduct a non-sponsored project may donate proceeds to the Missoula Community Chorus, in accordance with the Gift Acceptance Policy.

## **Gift Acceptance Policy**

As a 501(c)(3) non-profit organization the Missoula Community Chorus (MCC) relies on charitable contributions to fulfill its mission.

MCC, in soliciting or accepting gifts, shall clearly represent the organization's policies and mission which might pertain to this exchange and honor all statements about the use of the contribution.

MCC shall always disclose to potential donors important and relevant information. Every gift will be promptly acknowledged, and donors will be informed of how the gift will be recognized.

Specific requests about acknowledgment will be honored consistent with MCC's practices and policies. MCC reserves the right to refuse a gift if it is determined to be in conflict with MCC's mission.

MCC urges all prospective donors to seek the assistance of personal legal and financial advisors in matters relating to their gifts, including the resulting tax and estate planning consequences. MCC will not assume the costs of such advisory services.

This policy pertains to sponsored and/or collaborating projects of MCC.

The following guidelines govern acceptance of gifts made to MCC for the benefit of any of its operations, programs or services.

### **Use of Legal Counsel**

MCC will seek the advice of legal counsel in matters relating to acceptance of gifts when appropriate. Review by counsel is recommended for:

1. Gifts of securities that are subject to restrictions or buy-sell agreements.
2. Documents naming MCC as trustee or requiring MCC to act in any fiduciary capacity.
3. Gifts requiring MCC to assume financial or other obligations.
4. Transactions with potential conflicts of interest.
5. Gifts of property which may be subject to environmental or other regulatory restrictions.

### **Acceptance Conditions**

MCC will accept only gifts that:

1. Comply with the Internal Revenue Code and other federal statutes, regulations, rulings, or court decisions that stipulate the conditions under which contributions are considered charitable contributions; and
2. Are compatible with the organization's tax-exempt status.

### **Restrictions on Gifts**

Decisions on the restrictive nature of a gift, and its acceptance or refusal, shall be made by the Board of Directors, in consultation with the Executive Committee.

MCC will not accept gifts that:

1. Would result in MCC violating its corporate charter;
2. Would result in the violation of any law or regulation;
3. Would result in MCC losing its status as an IRS 501(c)(3) not-for-profit organization;
4. Are too difficult or too expensive to administer in relation to their value;
5. Contains unreasonable conditions (i.e. a lien or other encumbrance);
6. Expose the organization to litigation or other liabilities, including reputation risk;
7. Require the payment of maintenance costs or other expenses (i.e. debt service) for which no specific provision has been made; or

8. Generate unrelated business income tax;
9. Would result in any unacceptable consequences for MCC; or
10. Are for purposes outside MCC's mission.

### **Gifts Generally Accepted Without Review**

1. *Cash.*  
Cash gifts are acceptable in any form, including by check, money order, credit card, or on-line. Donors wishing to make a gift by credit card must provide the card type (i.e., Visa, MasterCard, American Express), card number, expiration date, and name of the card holder as it appears on the credit card.
2. *Equipment/Furniture*  
MCC will accept gifts of new or used equipment/furniture that are determined to be of use to the organization. The Chorus Manager shall make that determination.
3. *Airline Tickets or Air Miles*  
MCC will accept gifts of tickets or air miles for travel to be used by staff or board members to attend conferences/meetings as approved by the Board of Directors.
4. *Marketable Securities.*  
Marketable securities may be transferred electronically to an account maintained at one or more brokerage firms or delivered physically with the transferor's endorsement or signed stock power (with appropriate signature guarantees) attached. All marketable securities will be sold promptly upon receipt unless otherwise directed by MCC's Board of Directors, in consultation with the Finance Committee. In some cases marketable securities may be restricted, for example, by applicable securities laws or the terms of the proposed gift; in such instances the decision whether to accept the restricted securities shall be made by the Board of Directors.
5. *Bequests and Beneficiary Designations under Revocable Trusts, Life Insurance Policies, Commercial Annuities and Retirement Plans.*  
Donors are encouraged to make bequests to MCC under their wills, and to name MCC as the beneficiary under trusts, life insurance policies, commercial annuities and retirement plans.
6. *Charitable Remainder Trusts.*  
MCC will accept designation as a remainder beneficiary of charitable remainder trusts.
7. *Charitable Lead Trusts.*  
MCC will accept designation as an income beneficiary of charitable lead trusts.

### **Gifts Accepted Subject to Prior Review**

Certain forms of gifts or donated properties may be subject to review prior to acceptance. Examples of gifts subject to prior review include, but are not limited to:

1. *Tangible Personal Property.*

The Executive Committee shall review and make recommendations to the Board of Directors whether to accept any gifts of tangible personal property in light of the following considerations:

- a. Does the property further the organization's mission?
- b. Is the property marketable?
- c. Are there any unacceptable restrictions imposed on the property?
- d. Are there any carrying costs for the property for which the organization may be responsible?
- e. Is the title/provenance of the property clear?

2. *Life Insurance.*

MCC will accept gifts of life insurance where MCC is named as both beneficiary and irrevocable owner of the insurance policy. The donor must agree to pay, before due, any future premium payments owing on the policy.

3. *Real Estate.*

All gifts of real estate are subject to review by the Executive Committee and recommendations will be made to the Board of Directors.

Prior to acceptance of any gift of real estate other than a personal residence, MCC shall require an initial environmental review by a qualified environmental firm. In the event that the initial review reveals a potential problem, the organization may retain a qualified environmental firm to conduct an environmental audit.

Criteria for acceptance of gifts of real estate include:

- a. Is the property useful for the organization's purposes?
- b. Is the property readily marketable?
- c. Are there covenants, conditions, restrictions, reservations, easements, encumbrances or other limitations associated with the property?
- d. Are there carrying costs (including insurance, property taxes, mortgages, notes, or the like) or maintenance expenses associated with the property?
- e. Does the environmental review or audit reflect that the property is damaged or otherwise requires remediation?

## Media

To ensure the quality and consistency of Missoula Community Chorus information disseminated to media sources, the following guidelines will be used:

1. All media contacts are to be managed by the Chorus Manager, or his/her designee, regardless of who the media representative is, whom he or she represents, or how innocuous the request.
2. All press releases or other promotional materials are to be approved by the Chorus Manager or his/her designee prior to dissemination.

## **Memorial Gifts**

In the event of a serious illness or death of a current member of the chorus, the Board of Director may send flowers on behalf of the Chorus.

In the event of a serious illness or death of all others, the Board of Directors may send a card on behalf of the Chorus.



## **Missoula Community Chorus Property**

All Missoula Community Chorus property must be returned on or before the last day of the chorus session.

MCC may take any action deemed necessary to recover or protect its property. Any outstanding debt owed to MCC will be billed for and collection processes will be enacted as necessary.

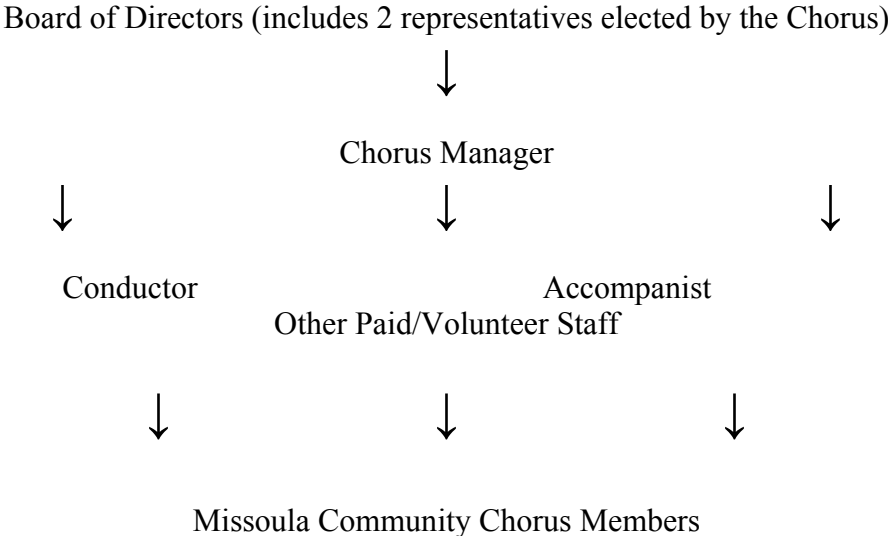
Items issued to participants by The Missoula Community Chorus may include but are not limited to:

- Music
- Music folders
- Pitch pipes
- Scarves and ties
- Written materials

## **Non-Discrimination Policy**

The Missoula Community Chorus does not discriminate against individuals (staff, board members, or participants) on the basis of race, color, age, sex, gender identity, sexual orientation, national or ethnic origin, ancestry, citizenship, religion, religious affiliation, creed, physical or mental disability, medical condition, marital status, veteran status, or any other protected status under the law.

# Organizational Chart



## **Performance Invitations**

The Missoula Community Chorus welcomes opportunities to perform at community events. Because the size of the full chorus limits many performance possibilities, the Chamber Chorale or a smaller group of Chorus members may be substituted for the full chorus for some of these types of opportunities. Approval by the Board of Directors is required for such participation.

In order for MCC to accept an invitation to perform, the following information must be submitted in writing to the Board of Directors or the Chorus Manager from the person/group extending the invitation:

1. Date, time and place of requested performance.
2. The name of person/persons who will assume responsibility for carrying out necessary arrangements.

The following factors will be used to determine feasibility and appropriateness of accepting the invitation:

1. Lead time for planning/schedule.
2. Relevance of participation to mission of the Chorus.
3. Number of chorus members needed.
4. Location of venue (suitable for size of group singing, expected size of audience, etc.)
5. Number/location of proposed rehearsal(s), if necessary.
6. Music requested (who provides, who chooses, etc.)
7. Accompanist needed?
8. Piano/instrument needed? (If so, who is responsible for moving, tuning, etc?)
9. Risers needed? (If so, who is responsible for renting/borrowing, moving, set-up/take-down, returning, etc?)
10. Time of arrival of performers.
11. Is an Honorarium offered?

If it is determined that participation (by either the Chorus as a whole or a significant number of Chorus members) could be detrimental to the regularly scheduled Chorus performances, or in any way, to the mission or reputation of the Chorus, the invitation should be declined by the Board of Directors.

## **Performance Reviews**

The Chorus Manager, Conductor and Accompanist, as well as all other paid staff members, shall receive an annual written performance appraisal. This review will be based on the individual's job description and occur before distribution of any bonuses or renewal of contracts.

The Chorus Manager shall complete and present annual reviews for the Conductor, Accompanist and all other paid staff members. The President of the Board of Directors shall complete and present the annual review for the Chorus Manager. Input from members of the board is encouraged but not required.

## **Personal Appearance and Hygiene**

In order to promote optimal morale of the Missoula Community Chorus as well as the image that the Chorus presents, standards for professional presentation have been established and all MCC participants are expected to comply with these. Participants who repeatedly fail to comply with these guidelines will be requested to resign from the Chorus.

The following standards are mandatory for all MCC participants:

- A clean, neat, and tasteful appearance is to be presented during rehearsals, performances, and while representing MCC publicly for any reason.
- Offensive body odor and/or poor personal hygiene are not acceptable.
- Scented toiletries (i.e., perfume, cologne, aftershave lotion, body lotion, etc.) are not to be worn at performances. Moderate use of these toiletries is acceptable for other gatherings.
- Facial jewelry (i.e., eyebrow rings, nose rings, lip rings, nose piercings, etc.) must be removed for performances.
- Visible tattoos and body art must be covered for performances.
- Tank tops, tube or halter tops, sleeveless shirts/tops, shorts, or short skirts may not be worn for performances unless deemed to be part of the performance dress by the Conductor.

## **Proxy**

Any member of the Board of Directors will be allowed the opportunity to vote on an issue(s) when absent by selecting another Board member to serve as his/her proxy. The proxy directive will be provided in writing by the absent Board member and include the following information:

1. The name of the Board member who is authorized to use the proxy.
2. The date(s) for which the proxy will be applicable.
3. Whether the proxy is to be used for a specific issue or for all issues coming before the Board of Directors on the date(s) for which it is valid.
4. Signature of Board member giving permission to have proxy used and date signed.

## **Questionnaire**

In order to ensure quality of product, completion of MCC's mission statement and optimal participant satisfaction, a questionnaire shall be distributed to all registered participants once a year, at the end of the Spring session.

Results will be tabulated and reported to the Board of Directors as soon as possible, at least before performance review of employees are prepared and presented.



## **Regular Board of Directors Meetings**

The Board of Directors will meet monthly, starting in September and continuing through June of each singing session.

Time and dates of the meetings for the next year will be established at the annual meeting during summer break, based on the needs and availability of the Board members. The meeting schedule may be changed by the Board as necessary throughout the year.

Notification of changes will be made in compliance with the Bylaws of this organization.

## **Review of Policies, Procedures and By-Laws**

The Policies, Procedures and By-Laws of the Missoula Community Chorus shall be reviewed for accuracy and relevancy at least bi-annually. Review shall be done by the Chorus Manager or his/her designee. Documentation of this review shall be inserted into the footer of each record.

Additions to the body of work (Policies & Procedures or By-Laws) or revisions to current documents shall be presented to the Board of Directors for review, discussion and approval at the first scheduled meeting after formulation/revision of the work.

## **Roster Finalization**

In order to assure optimal quality for performances, a cut-off date has been established after which no voluntary participant changes will be made for the season.

After the 4<sup>th</sup> rehearsal of each season, the attendance records will be reviewed. Those on the waiting list will be invited to join the Chorus when a registered member is unable to fulfill his/her commitment. Excessive absenteeism will be evaluated throughout the season and adjustments will be made as necessary.

There will be no additions to the group after the 5<sup>th</sup> rehearsal of the season, unless the Conductor determines a change is necessary for the betterment of the group.

## **Singer Requirements**

To ensure the quality and consistency of Missoula Community Chorus performance levels, singers are expected to be able to demonstrate a competent level of familiarity with the repertoire for the current session.

When musical problems come to the attention of the Conductor, he/she will ask a member of that section to mentor the singer in rehearsals. After four weeks, the Conductor may ask any singer to present his/her knowledge and ability in a private “audition”, utilizing pieces currently in rehearsal.

All musical problems will be addressed at the discretion of the Conductor or his/her designee and will be handled in a confidential manner.

Musical problems may include, but are not limited to:

1. Inconsistent vocal quality
2. Intonation difficulties
3. Difficulty learning pitches and/or rhythm
4. Unable to blend within his/her section.