



*Board
Manual*

September 2020

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Current Committee Members, Current Operating Budget, Current Board Member Contact Information, Current Board Member Terms,
 May all be found in the Board Portal on the True Concord Website
<https://www.trueconcord.org/board-portal/>

1 Introduction

Note that effective July 1, 2015 the name of the organization was changed to True Concord Voices and Orchestra, Inc. from Tucson Chamber Artists, Inc. (aka TCA). This document will use True Concord in place of TCA and Tucson Chamber Artists except in the legal documents contained herein. Also, TCA will be in the following history until the official date change.

This Manual has been prepared as an internal reference document for the convenience of the Board of Directors and Staff of True Concord. It is intended to be an internal reference document, providing general guidance concerning management and operation of True Concord, and describing the expected manner of conducting True Concord's affairs. Due to its informal nature, it does not necessarily contain a discussion of all material considerations needed to take an action or reach a conclusion. With the exception of the Articles of Incorporation and By-Laws, nothing in this Manual may be relied upon to create any legally enforceable rights, substantive or procedural, in favor of any party other than True Concord.

1.1 History of True Concord (TCA)

True Concord Voices and Orchestra was originally founded and named by Eric Holtan in the autumn of 2004 as Tucson Chamber Artists. His intention was to create an ensemble of professional vocalists and instrumentalists presenting choral and instrumental programs that filled a niche in Tucson.

The first concerts took place on November 12 and 14, 2004, honoring veterans and fallen soldiers in Iraq. Twenty-two singers and nine instrumentalists--mostly UA graduate students--were featured on a program that included works by Bach and Brahms, unaccompanied pieces from the Renaissance era, and music by contemporary American composers. After the successful launch, a second concert cycle of English music was scheduled for March 2005, including a performance in Bisbee, featuring parts two and three of Handel's *Messiah*.

TCA's second season (2005-06) was one of considerable growth. Four concerts were presented, a nominal ticket price was instituted, and pay for singers was increased. TCA's operations were handled almost exclusively by Eric Holtan.

In April 2006 TCA was incorporated as a tax-exempt organization with the intent of securing more financial support. A founding board of five members was created.

The third season introduced the TCA logo and a season brochure with the first subscription packages offered. The centerpiece was TCA's most ambitious project to date, Mozart's *Mass in C-minor*, which also garnered the first major sponsorship. The season resulted in the organization's first major preview and review in the *Arizona Daily Star*, which stated that TCA "was now in the big leagues...and has grown from fledgling newcomer to assuming a seat at the table with Tucson's larger professional arts groups..."

Seasons four, five and six (2006-09) saw tremendous growth and challenges for TCA. The annual budget grew to \$150,000. The organization received grants from TPAC, ACA and the NEA. New development efforts, especially concert sponsorships, were undertaken. TCA also produced its first CD, *Of Soul and Senses*, during this period. Eric Holtan began receiving a salary and pay for the musicians reached the minimum requirement for singers as prescribed by Chorus America to be considered fully professional.

After a series of board retreats, the TCA's first Strategic Plan, with a revised Mission, Vision and Values was adopted. TCA also articulated its commitment to performing masterworks and the diverse music of America, including regular premieres of new works by American composers. TCA began its commitment to living composers by commissioning works by Paul Crabtree and Stephen Paulus. Starting in the 2008-09 season, TCA began hiring national choral artists to complement the best available local talent — a keystone to TCA's goal of achieving national recognition.

Because of the national recession in autumn 2008, TCA was confronted with significantly lower ticket sales for the first two concerts of the season. A scheduled fifth concert was canceled, but the Haydn *The Creation* program was retained. The first matching gift campaign, as well as improved ticket sales, turned the season into a success. TCA's strategies for dealing with the economic downturn garnered an article written by Eric Holtan in the official publication of Chorus America—*The Voice*.

The 08-09 and 09-10 seasons saw dramatic increases in audience, ticket prices, the acquisition of office space and the hiring of TCA's first part-time administrator. TCA was one of three professional groups invited to perform at the Western Conference of the American Choral Directors Association, joining Chanticleer and the Incheon City Chorale of South Korea.

The 10-11 season opened with a large choral/orchestral Mozart program, the most ambitious ever offered by TCA in the autumn, and included the Bach *Mass in B-Minor*, with a significant number of national choral artists. The season ended with a surplus and the *Arizona Daily Star* described TCA as "arguably the greater Tucson area's finest musicians."

To open the 11-12 season TCA initiated a bold project to commemorate the tenth anniversary of the 9/11 attacks. The concert included Mozart's *Requiem* and featured a new oratorio by Stephen Paulus, commissioned by TCA. TCA partnered with UApresents and Tucson Symphony Orchestra for the concert on September 11, 2011, garnering significant media coverage and TCA's largest audience ever, including a broadcast later that evening on KUAT radio. The season also saw a successful presentation of Brahms's large-scale *Ein Deutsches Requiem*.

TCA's ninth season enjoyed increased subscription audiences and increased concert attendance. During this season, TCA presented its first performance in Phoenix. Looking ahead to its tenth anniversary season TCA recorded its second CD featuring

works of Stephen Paulus featuring *Prayers and Remembrances*. Special events marking ten years of growth and success for Tucson Chamber Artists and its music director, Eric Holtan continued throughout the 2013-14 season.

The 2014-15 season included the performance of the headline program in partnership with the Desert Song Festival. A successful grant award from the NEA set the stage for the organization's appearance in New York City to present Paulus' *Prayers and Remembrances* on the anniversary of 9/11. And, after realizing the need to clarify its brand TCA endeavored to seek a new name that would enhance public understanding of its programs. The organization's name was changed to True Concord Voices and Orchestra in the summer of 2015 in anticipation of its New York debut in the fall. The recording was introduced in conjunction with the New York concert. The album was nominated for two GRAMMY awards, winning one for Stephen Paulus as composer.

1.2 Mission, Vision and Values Statements

MISSION

True Concord Voices & Orchestra creates experiences that move, enrich and inspire.

VISION

We envision a world where the experience of True Concord uplifts the human spirit.

VALUES STATEMENTS

Excellence: Providing the highest quality performances of distinctive classical music, whose artistry, beauty and passion will excite and fulfill our musicians, and will move and enrich our audiences.

Exploration: Ensuring a focus on education to increase awareness of, knowledge about, and appreciation for the integration of choral and instrumental music.

Interconnection: Creating relationships, links and experiences to build an expanding community of engaged and committed participants and supporters.

1.3 Documents for Board Members

All new board members are required to fill out a profile document and the demographic document prior to consideration for True Concord Board membership.

In addition, the prospective board member shall be given the Member Responsibilities document when interest is expressed in joining the board.

The governance of the True Concord Board requires board members not have a conflict of interest when making decisions. It is the responsibility of each board member to disclose any conflict or potential conflict on the Conflict of Interest form and, if necessary, recuse him or herself.

Members of the board are expected to make a contribution each year and will be given the Annual Fund Agreement Form to indicate level of pledge. For budgeting purposes calendar year donations will be prorated across the True Concord fiscal year.

1.4 Name and Logo usage

The True Concord Logo is the property of True Concord Voices and Orchestra, Inc., and only may be used with written permission. Logos created for special events are also under the same rules and restrictions. True Concord will never be known by an acronym

1.5 Document Maintenance

The Governance Committee is responsible to review the Board Manual and make any changes when necessary. The review interval should be no longer than six months. The Governance Committee may designate a Board Member, not on the committee, to be the editor.

2 Board

2.1 Board Overview

The board of True Concord is made up of up to 20 individuals who represent the community and serve as stewards of the organization. The general duties of the board are fiduciary, *i.e.* financial oversight, financial health (giving and fundraising), policy, strategic planning, and hiring and oversight of any persons employed by the organization. While the board does not develop the music program of the True Concord, its responsibility includes review the financial viability of programs. The Board in consultation with the Music Director develops yearly spending guidelines for the music program.

2.2 General Board Duties

- Attend meetings
- Provide fiduciary, planning and policy oversight
- Serve on a committee
- Subscribe and attend True Concord concerts
- Make a contribution
- Be an ambassador for True Concord in the community
- Provide volunteer services as requested

2.3 Officers

2.3.1 Chair

- The Chair is the presiding officer of the Board of True Concord.
- Presides at all meetings of the board of directors.
- Is ex-officio member of all Board Committees
- Delegates responsibilities to individual board members as appropriate and necessary.
- Appoints committees.
- Signs contracts or other instruments to be executed as authorized by the board.
- Primary point of contact between the Board and the Music Director and Managing Director.
- Represents True Concord publicly.

2.3.2 Vice Chair

- In the absence of the Chair, the Vice Chair performs all the duties of the Chair.

2.3.3 Secretary

- Keeps minutes of all board meetings; keeps an accurate list of board members and their attendance at meetings.
- Distributes minutes of board meetings.
- Has charge of True Concord's books, records and papers relating to the organization as a corporation; maintains historical records of the organization's activities; authenticates records of the corporation; ensures reports, statements and other documents required by law are properly kept or filed, *e.g.* Annual Report in September, Statutory Agent change, *etc.*

2.3.4 Treasurer

- Coordinates and oversees all funds and securities of the corporation and all monies from concerts and fundraising activities.
- Keeps accurate records of all receipts and disbursements.
- Deposits all monies and other valuables in the name of and to True Concord's credit in banks and other depositories as designated by the board.
- Provides financial reports at the board meetings.
- Serves as Chair of Finance Committee.
- Works with Music Director to develop budget for presentation to the Finance Committee. The data from the various committees and responsible persons along with the Treasurer's input will be collated for presentation to the board.
- Coordinates and oversees the filing of 1099s, Form 990, and any other Federal, State or local tax filings.

2.3.5 Vice Chair for Special Tasks

The Board may elect person(s) with certain skills to address issues important to the board. The(se) person(s) will have the title of Vice Chair for Special Tasks. The(se) position(s) are reviewed annually and may be continued until the board feels that task has been completed. The Vice Chair(s) for Special Tasks may be a member of one of the named committees where that expertise is advantageous to that committee's task.

2.3.6 Music Director

- Presents the artistic vision of True Concord to the Board
- Presents the season and individual musical programs, with estimated budget, to the Board in a timely manner.
- Meets regularly with the Chair of the Board with such other officers as necessary.

The Music Director is an ex-officio voting member of the Board and of its committees.

The Music Director's full responsibilities are detailed in Section 4.1

2.4 Committees

The Chair of the Board will appoint the chair for each committee. Each committee chair will work with the Chair of the Board to select the board members who will serve on each committee. With the exception of the Executive Committee, non-board members with certain expertise may be invited to sit on True Concord committees. Any committee may seek outside advice where it is in the best interest of that committee's decision-making process. The Chair of the Board and Music Director serve as ex officio members of all committees.

2.4.1 Executive Committee

The Executive Committee is made up of the officers of True Concord: Chair, Vice- Chair, Treasurer, Secretary and Music Director. The Executive Committee is responsible for decision-making in the event that a time-sensitive decision is required. Any emergency decision made by the Executive Committee will be reviewed and ratified at the next regularly convened board meeting.

2.4.2 Finance Committee

The Finance Committee is responsible for preparing the annual budget to be presented to the Board for approval no later than April 30 of each year. The Finance Committee will review the annual financial report, monthly financial statements, gifts to True Concord and report to the board at its regularly convened meetings.

The committee may recommend the creation of an Investment or other financial committees. The Treasurer chairs the Finance Committee.

2.4.3 Governance Committee

The Governance Committee charter, as detailed in the by-laws: responsible for the annual review of all board policies and performance; tracking of board terms; identification, review and recruitment of new board members to be placed in nomination before the board; nominating candidates for corporate offices; providing an orientation for new members; and periodic board training. The Governance Committee will include the immediate past board Chair. This committee will also evaluate the performance of both the board and individual board members, and make recommendations on how to improve the Board's performance.

2.4.4 Fund Development Committee

The Fund Development Committee is responsible for developing strategies consistent with the Strategic Plan to grow True Concord's financial resources, to lead both annual and special fund raising campaigns, to involve the entire board in the identification, cultivation and solicitation of donors, and to oversee the work of any ad hoc fundraising special event committees.

2.4.5 Audience Development

The Audience Development Committee is responsible for developing strategies consistent with the Strategic Plan to grow True Concord's audiences, including specific outreach to new constituencies. The committee will develop strategies to grow True Concord's profile locally and nationally and will assist in marketing and public relations efforts.

2.4.6 Ad Hoc Committees

The Chair may form Ad Hoc Committees when necessary.

3 True Concord Adjunct Groups

3.1 Honorary Board

The Honorary Board is made up of prominent individuals who can advise and promote True Concord. The individuals come from various disciplines and serve as a resource to the Music Director and the Board. The Music Director or members of the Board may recommend members to be presented to the Board for final approval.

The Honorary Board will be recognized in concert programs and other True Concord publications.

3.2 International Advisory Council

In 2018 the Board of True Concord Voices and Orchestra approved the formation of *International Advisory Council* (hereinafter “Council”) comprised of leaders in fields that intersect with True Concord's activities and goals, for the purpose of extending True Concord's reach and raising its profile. Members of the Council are invited by True Concord's Board of Directors (hereinafter “the Board”) to partner with True Concord in its mission to create experiences through music that move, enrich and inspire. The primary function of the Council is to advise True Concord's Founding Music Director and Board in the execution of its mission and attainment of its long-term goals.

It is hoped that members of the Council would also contribute their time and expertise in various aspects of True Concord's activities, including but not limited to:

- Providing comments about True Concord and the music it performs for print and video promotional content, e.g. CD jackets, press releases, brochures, etc.
- Identifying composers, commissioning, recording projects and funding opportunities
- Creating connections with high-profile musicians, performing venues, organizations and festivals
- Advising on long-term strategic planning and specific projects

4 Staff

4.1 Music Director

The Music Director creates and articulates the vision for True Concord as its primary custodian, spokesperson, and guardian of the culture of the organization. The Music Director:

- Develops and presents the annual True Concord music program for board budgeting and approval.
- Selects vocal and instrumental artists for all performances working within approved budget guidelines.
- In coordination with Managing Director, contracts with artists and rehearsal and performance venues.
- Schedules and leads, or provides for the leadership of, all rehearsals and performances.
- Provides informational materials about performance projects for the public including printed program notes and other such materials as may be required.
- In partnership with the Board and the Managing Director, prioritizes the allocation of True Concord's resources.
- Promotes True Concord both inside and outside the local area, serving as primary spokesperson for the organization.
- In collaboration with the Chair of the Audience Development Committee and Managing Director, develops marketing campaigns and publicity initiatives.
- In conjunction with the Chair of the Fund Development Committee and Managing Director, cultivates and sustains relationships with donors and patrons who are capable of providing significant financial and other types of support.
- Works with the Governance Committee in selecting appropriate Board members and leaders as partners in pursuing True Concord's vision.
- Represents True Concord at national and international conferences and meetings as appropriate.

4.2 Managing Director

Reporting to and working closely with the Board of Directors, and in partnership with the Music Director, the True Concord's Managing Director oversees the implementation of policy, planning and strategies, as well as the day-to-day operations of the organization in achieving the long range goals as approved by the Board. Specifically, the Managing Director:

- Communicates True Concord's mission, vision, values and goals to all True Concord staff, volunteers and the community at large, engaging them to achieve success.
- Provides leadership, motivation and staffing to the Board of Directors and its committees.

- In conjunction with the Finance Committee, implements, monitors and assures overall adherence to the annual operating budget
- Provides official signatures to any documents not requiring board signatures.
- Oversees all aspects of administration, including hiring, supervising, evaluating staff and delegates work, to ensure that the organization runs effectively and efficiently.
- In collaboration with the Music Director and the appropriate committee chair:
 - Develops, implements and manages True Concord's annual fundraising and revenue-generating efforts.
 - Creates and implements annual marketing and public relations campaigns.
 - Negotiates all contracts with artists, vendors, venues and presenting partner organizations.
 - Represents True Concord to public, media, community and other arts organizations and works to raise the profile of the organization locally, nationally and internationally.

4.3 Administrative Director

The Administrative Director (AD) is employed in the general and day-to-day operations of True Concord. Under the supervision of the Music Director, the AD:

- oversees and manages ticket sale, gift receipting and acknowledgements
- maintains corporate business records
- coordinates concert volunteer
- maintains records of performer contracts
- under the supervision of the Treasurer, maintains financial records of the organization

True Concord contracts with various individuals to provide services as needed:

4.4 Part Time Staff (contractual)

4.4.1 Marketing/Public Relations

4.4.2 Production Logistics Coordinator

4.4.3 Grant Writer

4.4.4 Consultants

As needs arise the Board may hire a consultant with expertise in certain areas where the Board feels help is needed. Each consulting contract will be written for the specific job for which True Concord wishes to have assistance from outside consulting expertise. The consultant may not enter into contracts or incur financial commitments without True Concord Board approval.

4.4.5 Other Volunteer Programs

It is the intent of the True Concord to develop skills in various volunteer programs that can aid the operation of this professional musical organization.

5 Music Activities and Artists

5.1 Overview of Board's Role

The Board's role with regard to music activities and artists is strictly advisory and support, except for its responsibility to approve the artistic budget as a part of the overall budgeting and approval process.

5.2 Season Artistic Budget Approval

The Board shall receive and approve the budget for the following season no later than the January board meeting of each year.

5.2.1 Season Planning Process

The Music Director submits a preliminary program, schedule and budget to the Finance Committee prior to the January Finance Committee meeting, in order to send the schedule and budget to the Board for approval in January. Season details furnished to the Finance Committee and subsequently the Board shall consist of:

- Musical content
- Artist and other costs of individual programs
- Proposed venues and their seating capacities
- Recording and/or other project(s) proposal

The Finance Committee calculates the cost and revenue for the concerts and recording project(s) based on the information submitted by the Music Director. Final Board approval of the season and its income and expense impact is based on economic considerations, not the program content, which is solely the purview of the Music Director.

Lacking approval, the Music Director will submit a revision of the artists budget to the Finance Committee the following month, which will then go to the full board. The artistic plan should include any recording or additional artistic projects that fall outside of the regular performance season.

5.3 Season Announcement

Season details shall be finalized in advance of final concert of the current season, in order to announce and advertise the new season at or before that concert. This includes making subscription renewals available at the final concert of the season.

5.4 Concert Offerings and Outreach

As part of the season planning and budgeting process, the Music Director, Finance Committee and the Board will consider the number of subscription concerts, based on current and projected financial circumstances, and with an eye to True Concord's long-term commitment to growth.

Non-subscription concerts may be considered over and above subscription offerings, for purposes of outreach and special occasions, presentations for school-aged students, and/or appearances in remote cities. High visibility events should also be considered.

5.5 Recordings

True Concord's regular budgeting and scheduling processes should regularly include recording projects developed by the Music Director. In addition, Board members should encourage audience members to purchase individual concert recordings.

5.6 Artist Remuneration

As part of the regular budgeting process, the Finance Committee and Board will review proposed artists' remuneration, taking into consideration recommendations of the Music Director, as well as comparative compensation for local and national peers. True Concord is also committed to achieving parity of base pay between vocal and instrumental musicians.

5.7 Artist Housing and Transportation

The Board assists staff and volunteers in providing housing and ground transportation in Tucson for artists who come from outside of Tucson. As volunteer hosts, Board members will follow the recommended guidelines provided by staff.

5.8 License and Contract Issues

From time to time, the Board may be presented with licenses and contracts that will require both legal advice and Board approval.

6 Fundraising

True Concord is a non-profit organization that depends on philanthropy for more than 60% of its operating funds. The Chair of the Board, the Music Director, and the Chair and members of the Fund Development Committee are charged with developing fundraising strategies.

The board of directors highly values the donors that support True Concord and in order to ensure that it conducts its fundraising with the highest level of integrity, it has adopted the Association of Fundraising Professionals' Code of Ethics and Standards as a board policy. Until such time as True Concord has professional fundraising staff, the Managing Director and the Chair of the Fund Development Committee manage the fundraising program. The Fund Development Committee assists in the fundraising process.

Fundraising is carried out through the Annual Fund, Special Campaigns, Endowment Fundraising and Planned Giving. Each year the Music Director and the Chair of the Fund Development Committee develop a Fundraising Plan. The plan includes all activities of the Annual Fund, including the type of fundraising solicitations to be undertaken, the calendar for when specific fundraising solicitations and activities will take place, who is responsible for each effort, the fundraising goals as determined by the budget, and the plans for individual acknowledgement and recognition.

Solicitations to donor prospects are made in-person, by direct mail, through the website, by passive opportunities provided in subscription and other written materials and through individual grant proposals.

6.1 Annual Fund

The annual fund is made up of contributions solicited and received from all types of donors: individual, corporate, foundation and government, as well as the net proceeds of any special events. Funds received are used to support all of the operating costs of True Concord, its season, activities, musicians and staff.

6.1.1 Individual Donors

Individual donors make up the majority of contributed funds for True Concord. As such, individuals are very important to True Concord and the utmost care is given to solicitation, acknowledgement, recognition and stewardship. Solicitations are generally done by in-person meetings or direct mail; unsolicited gifts are received from time to time. Solicitation of a donor or patron may not be made without prior approval of the Managing Director and/or the Chair of the Fund Development

Committee. The Fund Development Committee and other board members and volunteers may be asked to assist with fundraising cultivation, solicitation and stewardship, and will be provided with assignments and appropriate materials.

Individual donors, including Board members are recognized as Circles Members (Maestoso Circle: \$5,000 and up above; Acclerando Circle: \$1,000 - \$4,999; and Sostenuto Circle: \$500 - \$999) and General Donors (gifts of \$499 and below).

Donors of individual gifts of \$500 and above will be offered various benefits and recognition--concert sponsorships, special events and receptions, etc. As these levels and benefits may change from time to time, the current list may be found in Section 6.5.5. In the case of benefits that have a fair market value that reduces the amount of eligible tax deduction for the donor, he or she may choose to opt out of benefits in order to receive the full value of their contribution.

6.1.2 Corporate/Business Donors

Donations are solicited from corporations and businesses either in-person, by letter, or proposal. Currently a contracted grant writer aids True Concord in this effort.

Corporate donors receive the same benefits as individuals, or specific sponsorship benefits created for a particular sponsorship opportunity.

6.1.3 Foundation Donors

True Concord seeks support from family, corporate and other types of foundations. Solicitations usually result from an in-person meeting followed by a required proposal submitted in the format specified by the foundation. The Managing

Director manages foundation solicitations, with the help of a contracted grant writer.

6.1.4 Government Grants

True Concord is usually the recipient of public funds through grants available from national, state and local arts agencies. Government grants require proposals in a specific format, submitted on a strict timeline. The Managing Director currently manages all government grant applications.

6.1.5 Special Events

From time to time, True Concord may undertake to produce an artistic or social special event for the purpose of nurturing friends for the organization. Special events are budgeted separately for income and expenses, with the net profit being added to the budget as annual fund revenue. As required by the IRS, only a portion of special event tickets are tax deductible to the donor, based on the fair market value of the event. That amount will be listed prominently in all special event promotional materials.

6.2 Special Campaigns

Occasionally, True Concord may undertake a special fundraising campaign for a project or program that is outside the scope of the regular season and annual fundraising plan. These campaigns may be for projects as a recording, a tour, a special concert or other special activity. Special campaigns must be approved by the board of directors and be in addition to the annual fund.

6.3 True Concord Endowment Fundraising

True Concord has established a small endowment, which is governed by the Endowment Documents and Policies. The purpose of the endowment is to provide a permanent revenue stream, with a portion of the earnings used to support purposes designated by either the donor or the board. True Concord may, at some point, undertake a specific campaign designed to increase the True Concord Endowment.

6.4 Planned Giving

Donors may wish to support True Concord through bequests, trusts or other instruments set up through their estate plans. True Concord may encourage such bequests through information provided in mailings and on the website. True Concord has created specific language to assist donors in making planned gifts.

6.5 Guidelines for Contributions

The Gift Policy governs contributions to True Concord. Contributions in the form of cash and securities are always accepted. In-kind gifts may be received when they are products and services that offset standard expense items. Non-cash gifts may be accepted only with prior approval of the board.

Gifts which are intended for the previous fiscal year and received by July 31 of the subsequent year shall be included in the financial accounts of the fiscal year ending on the previous June 30.

6.5.1 Donor Records

Donor records are maintained by the Operations Associate on True Concord's GiftWorks donor record system. The Operations Associate provides access to the donor record system with the approval of the Board Treasurer or the Managing Director. All donor records are confidential and donor information will not be shared with board members, volunteers or the public. In specific cases where a board member or volunteer has been assigned a solicitation, appropriate donor giving history and background will be shared with the solicitor. Anyone that is granted access shall sign the confidentiality statement.

6.5.2 Board Involvement in Fundraising

Board members are asked to participate in the fundraising process in one or more of the three following ways:

- By being a public ambassador for True Concord by helping to make members of the community aware of True Concord and its programs and goals;
- By being an advocate who will connect True Concord to potential donors and help in the stewardship process; and
- As appropriate, being a member of a solicitation team or making a solicitation.

When appropriate, training will be provided to board members to assist them in developing their skills and confidence in fundraising.

6.5.3 True Concord Circles of Support

To commemorate True Concord' 10th Anniversary three new Donor Circles were established:

- \$5,000 and above - Maestoso Circle
- \$1,000 to \$4,999 - Accelerando Circle
- \$500 to \$999 - Sostenuato Circle

6.5.4 Concert Sponsorships

Concert Sponsorships. As a form of recognition, donors may be offered the opportunity to sponsor or co-sponsor the season, a concert series (weekend of concerts) or a single performance. The amount required may change from time to time, and may be adjusted by the Music Director in special circumstances.

- To Sponsor Full Season
- To Co-Sponsor Full Season
- To Sponsor a Concert Series
- To Co-Sponsor a Concert Series
- To Sponsor a Concert
- To Co-Sponsor a Concert

These opportunities are offered in addition to the Circles benefits and are offered on a case-by-case basis.

7 APPENDIX



BOARD MEMBER CANDIDATE PROFILE

Name

Address

Most Recent Employer

Professional Title

Phone numbers

Email address

Pronouns

Professional Affiliations/Community Affiliations:

Committee Preference:

- Audience Development
- Fund Development
- Finance
- Governance

Would you be interested in helping with:

- Special Events
- Concert production
- The True Concord office

Please feel free to expand on why you are interested in board service with True Concord:

Please attach a brief bio, resume or CV

When completed, please return to the Governance Committee Chair

II. True Concord Board Member Agreement

True Concord

Board Member Agreement

As a member of the Board of Directors of **True Concord**, I understand that I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. I pledge my commitment to assist in carrying out its work and all the duties of the Board of Directors.

Responsibilities and Role of the Board as a Whole

- Support the mission of the organization
- Provide fiduciary, planning and policy oversight
- Assure and monitor financial health of the organization
- Review and vote on the annual budget
- Approve contracts as appropriate
- Hire and evaluate executive staff
- Create, monitor and update the long-range plan
- Be ambassadors for True Concord in the community by promoting the organization to individuals, the public and other organizations in a positive and professional manner

As a board member, I will consistently act responsibly and prudently. In addition, I will do the following to the best of my ability:

Responsibilities and Role of an Individual Board Member

- Uphold the mission of True Concord
- Attend Board and committee meetings
- Come to meetings prepared and informed about agenda issues
- Contribute to meetings by expressing a point of view
- Subscribe and attend True Concord concerts
- Make an annual, meaningful financial contribution that is significant for me
- Make contributions to special campaigns as appropriate
- Serve on at least one committee
- Assist in the fundraising process
- Support True Concord through attendance and participation at special events and activities
- Provide volunteer services as requested
- Maintain confidentiality
- Sign the True Concord Board Conflict of Interest Statement annually
- Assume leadership roles when asked

Should I fail to fulfil these commitments to the organization, I understand the Board Chair will call upon me to discuss my responsibilities. Should there come a time where I am no longer able to fulfil my obligations to the organization, it will be my responsibility to resign my position as a member of the Board of Directors. Or be subject to removal from the Board of Directors in accordance with the By-Laws (Article IV, Section 4).

Signed _____

Date _____

Name _____

III. True Concord Board Member Annual Fund Commitment

I, _____, wish to make a gift to True Concord for the 2021 fiscal year in the amount of: \$ _____.

I prefer to pay this amount by check or credit card:

┆ Check enclosed

┆ By _____ / _____ / _____ (on or before June 30, 2021)

┆ In two payments, on _____ / _____ / _____ and _____ / _____ / _____

┆ Monthly, beginning on _____ / _____ / _____

┆ Other: _____

Credit Card Information:

Card Number: _____

Expiration Date: _____ / _____ Security (CV) Code: _____

Billing Zip Code: _____

Signature (if credit card): _____

┆ Please contact me about recognizing this gift through a concert or performance sponsorship.

┆ For program book listings, please recognize this gift as from: _____

Thank you for your commitment to True Concord!

Please return this form to
True Concord Voices & Orchestra, PO Box 64912, Tucson, AZ 85728-4912

IV. True Concord Conflict of Interest

Conflict of Interest Policy

The standard of behavior for True Concord is that all staff, volunteers and board members scrupulously avoid conflicts of interest between the interests of True Concord on one hand, and personal, professional and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

I understand that the purposes of this policy are to protect the integrity of True Concord's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputation of volunteers, staff and board members. Upon or before election, hiring or appointment, I will make a full written disclosure of interests, relationships and holdings that would potentially result in conflict of interest. This written disclosure will be kept on file and I will update it as appropriate.

In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other non-profit affiliations), my family, and/or my significant other, employer or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.

I understand this policy is meant to supplement good judgment and I will respect its spirit as well as its wording.

Signed _____

Date _____

V. Board Recruitment Process

1. Board Profile Matrix
2. Matrix of potential candidates
 - a. Active
 - b. Future
3. From Active List, assign members to make contact with candidate/s to:
 - a. Ascertain interest in True Concord the organization, not necessarily the Board
4. Member/s report to Governance Committee on contact/s
 - a. Candidate/s asked to supply a Statement to include, but not limited to:
 - a. Background
 - b. Interest
 - c. Board experience/s
 - d. Skills/knowledge candidate can bring to True Concord
6. Committee member/s and Music Director report to Committee
7. Committee makes a decision to recommend (or not recommend) candidate to full Board
8. Governance Chair informs candidate/s of Committee's and/or Board's decision

VI. 2017-19 STRATEGIC PLAN

True Concord Voices & Orchestra

Goals & Objectives

Fiscal Year 2017 - Fiscal Year 2019

Mission:

True Concord Voices & Orchestra creates experiences that move, enrich and inspire.

Vision:

We envision a world where the experience of True Concord uplifts the human spirit.

Goals

1. Present the highest quality, unique programs and performances of the choral and instrumental repertoire.
2. Build a significant, loyal, knowledgeable and expanding audience that is local, regional and global in scope.
3. Grow a sustainable financial base that includes earned revenue, grants, sponsorships and charitable gifts.
4. Recruit and retain a generous, diverse, influential and effective governing board.
5. Maintain and expand best financial and administrative practices.

Objectives to be Accomplished During the Plan Period

- Goal 1. Present the highest quality, unique programs and performances of the choral and instrumental repertoire. (Artistic Director)**
- Obj. 1.1: Build chorus to consistent 32 singers for most concerts *by FY19*.
- Obj. 1.2: Increase remuneration of all singers and players annually toward a minimum of \$100/service by beginning of the FY 19 season *starting in FY18*.
- Obj. 1.3: Pursue options for selecting instrumentalists *starting in FY18 season*.

- Obj. 1.4: Expand the number of annual subscription concert performances at Catalina Foothills High School and other non-church venues *by the FY19 season*.
- Obj. 1.5: Articulate a vision for the comprehensive concert experience from the audience perspective *during the 16-17 season*.
- Obj. 1.6: Annually release a commercial CD *starting in FY 18*.
- Obj. 1.7: Expand the planning horizon for artistic activities to 3 years *starting in FY 17*.

Goal 2. Build a significant, loyal, knowledgeable and expanding audience that is local, regional and global in scope. (Audience Development Committee)

- Obj. 2.1 Increase our average Tucson area audiences by 150% over FY 2016 *by FY 2019 season*.
- Obj. 2.2: Create a detailed annual audience development/marketing plan and calendar that includes a schedule of regular communications in social and print media with current and potential patrons, and specific marketing plans for increased ticket, CD and streamed track sales *by 7/31 of each year*.
- Obj. 2.3: Survey our current and potential audience every other year, *starting in FY 17*.
- Obj. 2.4: Develop and implement a public relations plan focused on increasing recognition both locally and nationally *end of FY 2017*.
- Obj. 2.5: Grow True Concord's library of high quality of streamed and down-loadable tracks *starting in Fiscal 17*.
- Obj. 2.6: Perform one performance each year in a new community in Arizona *starting in FY18*.
- Obj. 2.7: Seek representation by professional management to facilitate touring outside Arizona *starting in FY 19* in order to grow a national audience.

Goal 3. Grow a sustainable financial base that includes earned revenue, grants, sponsorships and charitable gifts. (Fund Development Committee)

- Obj. 3.1: Maintain the development and implementation of the annual fundraising plan by 8/31 of each year that includes a minimum annual increase of 15% in contributed income and the number of donors, a small donor approach, a donor retention strategy and an organized system for prospect development beginning in FY17.
- Obj. 3.2: Double the number of Circles donors at each level by FY 2019 season.

- Obj. 3.3: Review and revise ticket pricing and other non-gift revenue opportunities annually *in FY17*.
- Obj. 3.4: Implement a strategic approach to foundation research, solicitations and recording and maintaining results starting in FY 18.
- Obj. 3.5: Increase the number of season and program sponsors by 50% over FY 16 by FY 19.
- Obj. 3.6: Develop a plan to secure legacy funding from donors by end of FY 18.

Goal 4. Recruit and retain a generous, diverse, influential and effective governing board. (Governance Committee)

- Obj. 4.1: Build a profile of True Concord's desired board of the future that includes needed skills, affluence and spheres of influence *by 12/31/16*.
- Obj. 4.2: Develop and implement an ongoing process to identify and cultivate potential board members to maintain a board of 16-20 members, *starting in FY17*.
- Obj. 4.3: Initiate an annual board self-evaluation/satisfaction process to be administered and evaluated by the Governance Committee *end of FY17*.
- Obj. 4.4: Establish an ongoing plan for annual board retreats to focus on reviewing the strategic plan and increasing board governance and fundraising skills *beginning in FY17*.
- Obj. 4.5: Establish a national Honorary Board to enhance the visibility and stature of True Concord *during FY 17*.

Goal 5: Maintain and expand best financial and administrative practices. (Finance Committee)

- Obj. 5.1: Identify and quantify administrative tasks, time requirements and priorities for work *by December 31, 2017* in order to determine additional staff needs, subsequent appropriate compensation and timeline.
- Obj. 5.2: Determine appropriate target level for cash reserves *by Dec 31, 2017* and a plan for achieving that reserve.
- Obj. 5.3: Obtain a third-party review of TCA's finances *by end of FY17*.
- Obj. 5.4: Explore acquisition of a more effective donor record and ticketing platform that allows for data mining during FY17
- Obj. 5.5: Identify appropriate benchmarks for best practices in administrative processes and evaluation *end of FY2017*.



MAJOR VISION STATEMENTS 2019 AND BEYOND

True Concord is performing regularly in regional, summer music festival, and international performances.

The True Concord Board of Directors and staff have been expanded and diversified well beyond Tucson, Arizona.

True Concord is routinely making professional recordings, enjoys frequent radio play nationwide, and has received multiple GRAMMY nominations.

True Concord has a permanent home venue (for both performances and administration), recognized as being primarily True Concord's venue.

VII.

**AMENDED AND RESTATED
BYLAWS OF
TRUE CONCORD VOICES AND ORCHESTRA,
INC.
(herein referred to as True
Concord) AS OF July 1, 2015**

ARTICLE I

OFFICES AND CORPORATE SEAL

SECTION 1. **Arizona Office.** The corporation shall maintain an office in Pima County, Arizona.

SECTION 2. **Other Offices.** The corporation may also maintain offices at such other place or places, either within or without the State of Arizona, or within or without the United States of America, as the Board of Directors (the "Board") may designate from time to time, and the corporation may transact its business at such other offices with the same effect as that conducted at the principal office.

SECTION 3. **Corporate Seal.** A corporate seal shall not be required for the validity of any instrument executed by or on behalf of the corporation, but if in any instance a corporate seal is used, the same shall be either (i) a circle having on the circumference thereof the name of the corporation and in the center the words "corporate seal," the year incorporated, and the state where incorporated or (ii) a circle containing the words "corporate seal."

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. **Powers.** Subject to any limitations set forth in the articles of incorporation, these bylaws, or applicable laws, the Board shall manage and control the assets and affairs of the corporation. The Board has overall responsibility for fiduciary matters (*i.e.* financial oversight), financial health (giving and fundraising), policy, strategic planning, hiring and oversight of any persons employed by the Board. The Board in consultation with the Music Director develops yearly spending guidelines for the music program. The board does not develop the music program of True Concord but is responsible for reviewing its financial viability.

SECTION 2. **Chair.** The Board shall, by resolution, elect from among its members a Chair of the Board (the "Chair") for a term of two years and thereafter until the election of a successor. The Chair shall preside at all meetings of the Board and shall exercise such other duties as prescribed in these bylaws and as the Board may from time to time prescribe consistent with these bylaws.

SECTION 3. **Number, Election and Term of Directors.** The whole Board shall consist of the number of directors determined by the Board, from time to time, consistent with the Articles of Incorporation and these Bylaws. The Music Director shall be an ex officio voting member of the Board.

Each director other than the Music Director shall be elected to a three-year term of office at the appropriate Annual Meeting. Terms are renewable for two more times for a total of nine years, commencing when the individual is first elected to the board; provided, however, that a director whose term has expired may continue to serve until a successor is elected. Recommendations for each term shall be initiated by the Governance Committee and approved by the Board. In the event that the Chair's 9th year falls at the same time as the end of his/her term of office, the Chair's term on the board will be extended by one year.

If a director is serving as an officer at the time of expiration of his/her final term as a director, he/she shall continue as a director until the term as officer expires.

After a one-year hiatus, a former director may be nominated for additional terms at the discretion of the Governance Committee. Any former director is eligible for election to the Honorary Board.

Upon the death, resignation, or removal of any director, a replacement director may be elected to serve the unexpired term.

SECTION 4. **Voting Rights.** All directors shall have equal voting rights on all matters to come before the Board.

SECTION 5. **Vacancies.** Vacancies may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum, or by a sole remaining director. The directors so chosen shall serve until the next annual meeting of the Board or until their successors are elected.

SECTION 6. **Board Meetings.** The Board shall meet at least four times a year one of which shall be designated the Annual Meeting for the election of directors and officers, and the transaction of other business.

Meetings may be informal, but at the request of any member present the meeting shall proceed according to Robert's Rules of Order (any available edition).

SECTION 7. **Special Meetings.** The Chair, Vice Chairs, Secretary or Treasurer may call special meetings of the Board and must do so on the written request of any director.

SECTION 8. **Notice of Meetings.** Notice of all Board meetings, except as herein otherwise provided, shall be given by mailing the same at least seven (7) days, or by telephoning or electronically mailing the same at least two (2) days, before the meeting to the usual business or residence address of each of the directors. If the Chair reasonably believes that greater urgency exists, notice of such meeting may be made twenty-four (24) hours prior to the meeting by hand delivery, facsimile transmission or electronic mail, with an explanation of the basis for such urgency and the purpose of the meeting. The Board may hold regular meetings with notice at such time and place as the Board may determine. Any business may be transacted at any Board meeting. At any meeting that every director attends, even though without any notice or waiver thereof, any business may be transacted and duly authorized.

SECTION 9. **Waiver of Notice.** A director's attendance at a meeting shall constitute waiver of notice of such meeting, except when the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Any director may waive notice of any annual, regular, or special meeting of the Board by executing a written waiver of notice either before or after the time of the meeting.

SECTION 10. **Quorum.** At all meetings of the Board, a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by Arizona statute, the articles of

incorporation, or these bylaws. If at any meeting, less than a quorum attends, a majority of those present may adjourn the meeting without further notice to any absent director.

SECTION 11. **Action Without a Meeting.** Unless otherwise restricted by applicable law, the articles of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent to the action in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

SECTION 12. **Place of Meetings.** The Board may hold meetings, annual, regular, and special, either within or without the State of Arizona. It may hold such meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

SECTION 13. **Committees of the Board**

- a) The Board, may create committees, each of which, to the extent provided by the Board and permitted by law, shall have and may exercise all the authority of the Board, except that no such committee may exercise the Board's authority to (1) fill vacancies on the Board or any committee thereof; or (2) adopt, amend, or repeal the bylaws. The Chair and the Music Director shall be ex officio voting members of all committees. Unless otherwise provided in these By-Laws, the composition of any committee may include, in addition to Board members, members of the Honorary Board and other persons with particular expertise in the subject area of the committee. The Board, with or without cause, may dissolve any such committee or remove any member thereof at any time. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.
- b) Initially, there shall be five committees that shall have the responsibility of reporting to the Board on those topics directed by the Board to be undertaken by such committees. The committees shall be comprised of the Chair, the Music Director, other Board members and (except for the Executive Committee) other individuals determined to have relevant expertise or interest. The Chair shall appoint a chairperson for each committee ("Committee Chair"), and the Committee Chair in consultation with the Chair shall appoint other members of that committee. The Committee Chair may also appoint subcommittees which shall have the responsibility of reporting to the applicable committee or Committee Chair.

The committees' reports to the Board may be in oral or written form and shall be presented at meetings of the Board. The committees may make recommendations to the Board based upon their reports to the Board. Such recommendations shall not be binding upon the Board.

The initial committees shall be:

- (i) **Executive Committee.** The Executive Committee is made up of the Chair, Vice-Chairs, Treasurer, Secretary and Music Director. The Executive Committee is responsible for decision-making in the event that a time-sensitive decision is required. Any such decision made by the Executive Committee will be reviewed at the next regularly convened board meeting.
- (ii) **Finance Committee.** The Finance Committee is responsible for preparing the annual budget. The Finance Committee will review the annual financial report, monthly financial statements, as needed, gifts to True Concord as necessary and report to the

board at its regularly convened meetings, and shall administer the endowment in accordance with the establishing resolution and any other governing documents. Further, the committee may recommend the creation of an Investment or other financial committees at the appropriate time. The Treasurer chairs the Finance Committee which shall consist of five members.

- (iii) **Governance Committee.** The Governance Committee is responsible for the annual review of all board policies and performance, tracking of board terms and for the identification, nominating candidates for corporate offices, review and recruitment of new board members to be placed in nomination before the board. The committee will provide an orientation for new members and occasional board training. The Governance Committee will include the immediate past Chair.
- (iv) **Fund Development Committee.** The Fund Development Committee is responsible for developing strategies to grow True Concord's financial resources, to lead both annual and special fund raising campaigns, to involve the entire board in the identification, cultivation and solicitation of donors, and to oversee the work of any ad hoc fundraising special event committees that may, from time to time, be formed.
- (v) **Audience Development Committee.** The Audience Development Committee is responsible for developing strategies to grow True Concord's audiences, including specific outreach to new constituencies. The committee will develop strategies to grow True Concord's profile locally and nationally and will assist in marketing and public relations efforts.

The Board may create such other ad hoc committees as it deems appropriate, which shall have such responsibilities as the Board may designate, and whose members shall be appointed in the manner described above. Any such committee may be dissolved by majority vote of the full Board at any time.

SECTION 14. **Removal.** Any director may be removed by the affirmative vote of a majority of the directors then in office.

ARTICLE III

MEMBERS AND ASSOCIATES

SECTION 1. **Members.** The corporation shall have no members, as that term is defined in Section 10-3140 of the Arizona Revised Statutes.

SECTION 2. **Honorary Board.** The Board may annually appoint an Honorary Board composed of retired Board members and other prominent individuals who wish to advise, support and promote True Concord. The Honorary Board shall serve as a resource to the board and committees. The Governance Committee shall have authority to nominate members for the Honorary Board. The Honorary Board may have one general meeting a year with the full board, and such other meetings as its members may desire. Members of the Honorary Board may be invited to join Committees of the Board of Directors, other than the Executive Committee, and may participate in strategic planning; provided, however, that they shall not be, nor have the rights and privileges of, "members" of the corporation as that term is defined and used in the Arizona Nonprofit Corporation Act, section 10-3101 *et seq.* of the Arizona Revised Statutes.

ARTICLE IV

OFFICERS; MUSIC DIRECTOR

SECTION 1. **Titles**. The officers of the corporation shall be a Chair, Vice Chairs, Secretary, Treasurer, and Music Director. Unless applicable statutes, the articles of incorporation or these bylaws otherwise provide, the same person may hold any number of offices.

SECTION 2. **Election, Term of Office, Qualification**. The Board shall elect the officers of the corporation. Each officer shall hold office for two years and thereafter until his or her successor shall have been duly chosen, until his or her death, or until he or she resigns or is removed in the manner hereinafter provided. The Music Director's term of service shall be for at least one year and may be longer as determined by the Board.

SECTION 3. **Other Officers**. The Board may appoint such subordinate officers, agents, or employees as the Board may deem necessary or advisable, including one or more Vice Chairs, one or more assistant treasurers, and one or more assistant secretaries, each of whom shall hold office for such period and have such authority and perform such duties as are provided in these bylaws or as the Board may from time to time determine. The Board may delegate to any officer or to any committee the power to appoint any such additional officers, agents, or employees. Notwithstanding the foregoing, no assistant treasurer shall have power or authority to collect, account for, or pay over any tax imposed by any federal, state, or city government.

SECTION 4. **Removal**. The Board by majority vote may remove any officer or agent whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not of itself create any contract rights.

SECTION 5. **Vacancies**. A vacancy in any office, because of death, resignation, removal, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed in Sections 2 and 3 of this Article IV for election or appointment to such office.

SECTION 6. **Chair**. The Chair is the presiding officer of the Board of True Concord. The Chair shall call and preside at all meetings of the Board, represent the corporation at official functions, appoint committees, coordinate and delegate responsibility for fund raising efforts, and delegate and coordinate duties to individual Board members. The Chair is the principal point of contact between the Board and the Music Director/Executive Director. The Chair may sign, with the secretary, treasurer or any other proper officer of the corporation authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the Board or these bylaws shall expressly delegate the signing and execution thereof to some other officer or agent of the corporation or where the law requires such deeds, mortgages, bonds, contracts, or other instruments to be otherwise signed or executed. Finally, the Chair shall in general perform all duties incident to the office of Chair and such other duties, not inconsistent with these bylaws, as the Board may from time to time prescribe.

SECTION 7. **Vice Chairs**. The Vice Chairs shall have such powers and perform such duties as the board or the Chair may from time to time prescribe and shall perform such other duties as may be prescribed by these bylaws. At the request of the Chair, or in case of the Chair's absence or inability to act, one of the Vice Chairs shall be designated for the purpose by the Chair or by the board to perform the duties of the Chair, and when so acting shall have all powers of, and be subject to all the restrictions upon, the Chair.

SECTION 8. **Secretary**. The secretary shall: act as secretary of the Board and shall keep and distribute the minutes of all meetings of the Board; keep an accurate list of Board members and their attendance; give notice of all Board meetings; and distribute minutes to all Board members. The Secretary shall be custodian of the corporate seal (to the extent one exists) and shall affix the same,

or cause it to be affixed, to all proper instruments when deemed advisable by him. The Secretary shall have charge of the books, records, and papers of the corporation relating to its organization as a corporation, shall maintain all historical records of the corporation's activities, shall have responsibility for authenticating records of the corporation, and shall see that the reports, statements, and other documents required by law are properly kept or filed.

SECTION 9. **Treasurer.** The Treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the corporation and all monies collected from concerts, fundraisers and miscellaneous activities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name of and to the credit of the corporation in such banks and other depositories as may be designated by the Board. The Treasurer shall: prepare the annual budget and any other financial reports necessary or useful for financial oversight; render to the Chair and to the directors at regular meetings of the Board, or whenever the directors may require it, statements of all the corporation's transactions and accounts of the financial condition of the corporation; timely prepare and file all appropriate tax documents, including but not limited to IRS Form 990 and Form 1099 statements; and perform all the duties incident to the office of treasurer and such other duties, not inconsistent with these bylaws, as the Board may from time to time assign.

SECTION 10. **Music Director.** The Board shall appoint a Music Director who shall be responsible for the artistic vision of True Concord, for creating the season and individual musical programs, and for selecting and hiring all musical personnel, working within the budget guidelines provided by the Board. In addition the Music Director will play a major role in all fundraising efforts, including building and maintaining relationships with major donors, grant writing and general solicitations, and in marketing decisions.

ARTICLE V

COMPENSATION AND RESIGNATIONS

SECTION 1. **Fees and Compensation.** No director, officer, Music Director or committee member shall receive any compensation for his or her services as a Board Member, except for any compensation in a reasonable amount for services rendered as may be determined by the Board and reimbursement for necessary and reasonable out-of-pocket expenses.

SECTION 2. **Loans.** The corporation shall not lend money to or use its credit to assist its directors, whether or not employees, or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until repaid.

SECTION 3. **Resignations.** Any director or officer may resign his or her office at any time by giving notice of his or her resignation to the Chair or the secretary of the corporation. Such resignation shall take effect at the time specified therein or, if no time be specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

ARTICLE VI

FISCAL YEAR

The fiscal year of the corporation shall be as determined by the Board.

ARTICLE VII

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. **Contracts.** The Board may authorize any officer or officers, agent or agents (including the Music Director), 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.

SECTION 3. **Checks and Drafts.** All checks, drafts, or other orders for the payment of money, or notes or other evidences of 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 the Board shall, by resolution, from time to time determine.

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 may select.

ARTICLE VIII

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No director, officer, employee, member of a committee of or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes or reimbursement for necessary and reasonable out-of-pocket expenses as shall be fixed by the Board. No such person or persons shall be entitled to share in the distribution of any of the corporation's assets upon the dissolution of the corporation. Upon such dissolution or winding up of the affairs of the corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, either dispose of all of the assets of the corporation exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the "Code"), or distribute the assets to one or more organizations that shall then qualify as exempt organizations under section 501(c)(3) of the Code. Any such assets not so disposed of or distributed 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 charitable, scientific, or educational purposes within the meaning of section 501(c)(3) of the Code or to such organizations as said court shall determine are organized and operated exclusively for such purposes.

ARTICLE IX

EXEMPT ACTIVITIES

Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization described in section 501(c)(3) of the Code or an organization contributions to which are deductible under section 170(c)(2) of the Code. In no event shall the corporation, as any substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except as is otherwise provided in section 501(h) of the Code. Nor shall the corporation participate in or intervene in (including the

publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE X

CONFLICTS OF INTEREST

SECTION 1. **Conflict-of-Interest Transactions.** No contract or other transactions between the corporation and its directors, officers or persons related to them, or between the corporation and any other person or entity in which its directors or officers are financially interested or employed, shall be either void or voidable because of the relationship or interest, or because the director or officer is present or votes at the meeting of the Board that authorizes, approves or ratifies such contract or transaction, if either of the following apply:

- a) The nature of such relationship or interest and all material facts known by the director or officer concerning the contract or transaction are disclosed or known to the Board that authorizes, approves, or ratifies the contract or transaction by a majority (or greater if more than a majority is required by these bylaws) vote or consent of the directors who are not so affected and who do not have a close relationship with a director who is so affected.
- b) The contract or transaction is fair and reasonable to the corporation at the time the contract or transaction is authorized, approved, or ratified in the light of circumstances known to those entitled to vote on the matter at that time.

A director or officer who is unable to disclose all material facts concerning a contract or transaction between the corporation and with a person or entity in which he or she is financially interested or employed, because of a duty of confidentiality, may meet the requirements of paragraph (a) by disclosing the nature of the relationship or interest and of the duty of confidentiality and by not voting or participating in deliberations of the Board.

SECTION 2. **Quorum.** A majority of the directors who are not affected under Section 1 and who do not have a close relationship with a director who is so affected shall constitute a quorum at a meeting of the Board that authorizes, approves or ratifies a contract or transaction.

SECTION 3. **Conformity with the Act.** This Article XI is intended to be in conformity with applicable provisions of the Arizona Nonprofit Corporation Act and shall be no more restrictively applied than those provisions.

ARTICLE XI

INDEMNIFICATION

SECTION 1. **Indemnification.** The corporation shall indemnify its directors, officers, employees, and agents against expenses incurred in actions by third parties or by or in right of the corporation to the full extent permitted by and as provided in sections 10-3850 et seq. of the Arizona Revised Statutes.

SECTION 2. **Insurance.** The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her, in any such capacity or arising out of his or her, status as such, whether or not the corporation would have the power to indemnify him or her against such liability under this Article XII of these bylaws.

ARTICLE XII

REPEAL, ALTERATION OR AMENDMENT

The Board, by the affirmative vote of a majority of the directors then in office, may repeal, alter, or amend these bylaws or adopt substitute bylaws at any time.

The Board of Directors of True Concord Voices and Orchestra, Inc. duly and lawfully amended and restated these bylaws as of **October 28, 2015**.

Signed _____

David Nix, Secretary

VIII. Accessibility Plan

Adopted March 18, 2010

True Concord presents several concert cycles each year. The organization rents venue such as churches and auditoriums. Performances spaces include:

(Insert venue information)

The Managing Director and Music Director visit each venue prior to signing a rental contract to ensure that the space is appropriate for the respective performance, including acoustics, sight lines, and ability to accommodate musicians as well as audience members.

Access to Facilities: Each of these spaces complies with accessibility requirements as outlined in the Checklist for Assessing Accessibility for parking, entryway, performance space, and restroom.

Access to Programs: Accessibility for visually and hearing-impaired individuals is more limited. Simply by nature of the organization's programming (music) we do not offer services for the hearing-impaired (such as assisted listening devices unless already placed in the churches or auditoriums). We do not have TTY capability at this time. Plans are being developed to offer large-print programs for the visually- impaired in the future. Individuals may also access programmatic information through the organization's website.

Accessible communications and outreach and anti-discrimination policy adopted by True Concord Board of Directors on July 9, 2007: True Concord seeks to honor the rich diversity of our community and to promote equal opportunities for all people. True Concord does not unlawfully discriminate in its employment practices, volunteer opportunities, or delivery of programs and services on the basis of race, color, religion, national origin, ancestry, gender, age, sexual orientation, citizenship, disability, ethnicity, marital status, familial status, gender identity, economic circumstances and/or veteran status.

Signed:

True Concord Board

Chair March 18, 2010

IX. Association of Fundraising Professionals' Code of Ethics and Standards

The adherence to ethical standards is important to the True Concord. The APF Code below should be used by True Concord Members as a guideline for fundraising.

AFP Code of Ethical Principles and Standards

ETHICAL PRINCIPLES

Adopted 1964; amended Sept. 2007

The Association of Fundraising Professionals (AFP) exists to foster the development and growth of fundraising professionals and the profession, to promote high ethical behaviour in the fundraising profession and to preserve and enhance philanthropy and volunteerism. Members of AFP are motivated by an inner drive to improve the quality of life through the causes they serve. They serve the ideal of philanthropy, are committed to the preservation and enhancement of volunteerism; and hold stewardship of these concepts as the overriding direction of their professional life. They recognize their responsibility to ensure that needed resources are vigorously and ethically sought and that the intent of the donor is honestly fulfilled. To these ends, AFP members, both individual and business, embrace certain values that they strive to uphold in performing their responsibilities for generating philanthropic support. AFP business members strive to promote and protect the work and mission of their client organizations.

AFP members both individual and business aspire to:

- practice their profession with integrity, honesty, truthfulness and adherence to the absolute obligation to safeguard the public trust
- act according to the highest goals and visions of their organizations, professions, clients and consciences
- put philanthropic mission above personal gain
- inspire others through their own sense of dedication and high purpose
- improve their professional knowledge and skills, so that their performance will better serve others
- demonstrate concern for the interests and well-being of individuals affected by their actions
- value the privacy, freedom of choice and interests of all those affected by their actions
- foster cultural diversity and pluralistic values and treat all people with dignity and respect
- affirm, through personal giving, a commitment to philanthropy and its role in society
- adhere to the spirit as well as the letter of all applicable laws and regulations

- advocate within their organizations adherence to all applicable laws and regulations
- avoid even the appearance of any criminal offense or professional misconduct
- bring credit to the fundraising profession by their public demeanor
- encourage colleagues to embrace and practice these ethical principles and standards
- be aware of the codes of ethics promulgated by other professional organizations that serve philanthropy

ETHICAL STANDARDS

Furthermore, while striving to act according to the above values, AFP members, both individual and business, agree to abide (and to ensure, to the best of their ability, that all members of their staff abide) by the AFP standards. Violation of the standards may subject the member to disciplinary sanctions, including expulsion, as provided in the AFP Ethics Enforcement Procedures.

MEMBER OBLIGATIONS

- Members shall not engage in activities that harm the members' organizations, clients or profession.
- Members shall not engage in activities that conflict with their fiduciary, ethical and legal obligations to their organizations, clients or profession.
- Members shall effectively disclose all potential and actual conflicts of interest; such disclosure does not preclude or imply ethical impropriety.
- Members shall not exploit any relationship with a donor, prospect, volunteer, client or employee for the benefit of the members or the members' organizations.
- Members shall comply with all applicable local, state, provincial and federal civil and criminal laws.
- Members recognize their individual boundaries of competence and are forth- coming and truthful about their professional experience and qualifications and will represent their achievements accurately and without exaggeration.
- Members shall present and supply products and/or services honestly and without misrepresentation and will clearly identify the details of those products, such as availability of the products and/or services and other factors that may affect the suitability of the products and/or services for donors, clients or non-profit organizations.
- Members shall establish the nature and purpose of any contractual relationship at the outset and will be responsive and available to organizations and their employing organizations before, during and after any sale of materials and/or services. Members will comply with all fair and reasonable obligations created by the contract.
- Members shall refrain from knowingly infringing the intellectual property rights of other parties at all times. Members shall address and rectify any inadvertent infringement that may occur.

- Members shall protect the confidentiality of all privileged information relating to the provider/client relationships.
- Members shall refrain from any activity designed to disparage competitors untruthfully.

SOLICITATION AND USE OF PHILANTHROPIC FUNDS

- Members shall take care to ensure that all solicitation and communication materials are accurate and correctly reflect their organizations' mission and use of solicited funds.
- Members shall take care to ensure that donors receive informed, accurate and ethical advice about the value and tax implications of contributions.
- Members shall take care to ensure that contributions are used in accordance with donors' intentions.
- Members shall take care to ensure proper stewardship of all revenue sources, including timely reports on the use and management of such funds.
- Members shall obtain explicit consent by donors before altering the conditions of financial transactions.

PRESENTATION OF INFORMATION

- Members shall not disclose privileged or confidential information to unauthorized parties.
- Members shall adhere to the principle that all donor and prospect information created by, or on behalf of, an organization or a client is the property of that organization or client and shall not be transferred or utilized except on behalf of that organization or client.
- Members shall give donors and clients the opportunity to have their names removed from lists that are sold to, rented to or exchanged with other organizations.
- Members shall, when stating fundraising results, use accurate and consistent accounting methods that conform to the appropriate guidelines adopted by the American Institute of Certified Public Accountants (AICPA)* for the type of organization involved. (* In countries outside of the United States, comparable authority should be utilized.)

COMPENSATION AND CONTRACTS

- Members shall not accept compensation or enter into a contract that is based on a percentage of contributions; nor shall members accept finder's fees or contingent fees. Business members must refrain from receiving compensation from third parties derived from products or services for a client without disclosing that third-party compensation to the client (for example, volume rebates from vendors to business members).
- Members may accept performance-based compensation, such as bonuses, provided such bonuses are in accord with prevailing practices within the members' own organizations and are not based on a percentage of contributions.

- Members shall neither offer nor accept payments or special considerations for the purpose of influencing the selection of products or services.
- Members shall not pay finder's fees, commissions or percentage compensation based on contributions, and shall take care to discourage their organizations from making such payments.

Any member receiving funds on behalf of a donor or client must meet the legal requirements for the disbursement of those funds. Any interest or income earned on the funds should be fully disclosed.

Current Committee Members, Current Staff Members, Current Operating Budget, Current Board
Member Contact information and Terms

May all be found in the Board Portal on the True Concord Website
<https://www.trueconcord.org/board-portal/>