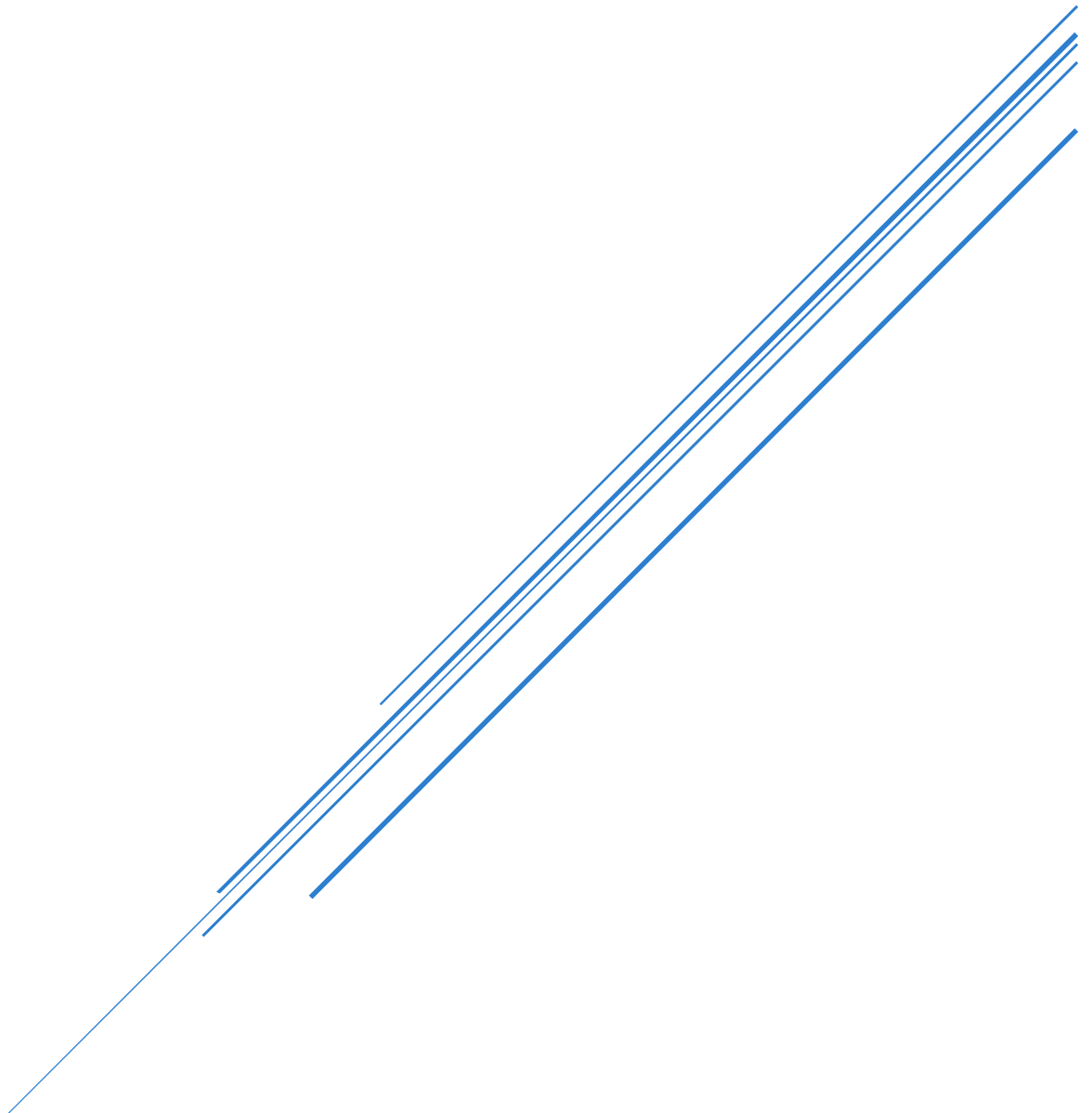


MCB AMENDMENTS

Second Draft



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Article XI – Formal Complaint, Review, and Anti-Retaliation Policy

Section 1 – Scope and Application

This policy applies equally to all members, directors, officers, committee chairs, appointed leadership, and any individual acting on behalf of the organization, including the Board of Directors collectively and individually.

All persons subject to this policy are bound by its reporting, confidentiality, recusal, and anti-retaliation provisions.

Section 2 – Reporting of Complaints

Any member may submit a complaint regarding an individual or group for alleged misconduct, policy violations, harassment, discrimination, safety concerns, or other conduct adversely affecting the organization.

Complaints may be submitted:

In writing to the Board of Directors, or

Through an anonymous reporting mechanism approved by the Board.

Complaints must be made in good faith and contain sufficient detail to allow review.

Knowingly false or malicious complaints may result in disciplinary action.

Section 3 – Review Process

The Board shall review complaints in executive session.

The Board may:

Gather information

Request written statements

Conduct interviews

Consult independent legal counsel if deemed necessary.

The individual or group named in a complaint shall be provided a reasonable opportunity to respond prior to final determination, unless prohibited by law or legal counsel advises otherwise.

Following review, the Board may determine that a complaint is:

- Substantiated
- Unsubstantiated (insufficient evidence)
- Or unfounded

The inability to substantiate a complaint does not indicate bad faith.

Findings shall be documented in summary form and retained in confidential records.

The Board retains discretion to determine whether corrective action is warranted based on the totality of circumstances, including patterns of conduct, reputational risk, organizational stability, and member safety.

Section 4 – Confidentiality

Complaints and related discussions shall be handled with discretion and shared only with those who have a legitimate governance need to know.

Board members shall not disclose, repeat, or characterize allegations outside of official proceedings.

Improper disclosure of complaint information may constitute a violation of board fiduciary duty.

Section 5 – Anti-Retaliation and Governance Accountability

Retaliation is strictly prohibited.

This prohibition applies to:

- Members
- Directors
- Officers

The Board collectively

Individual board members

And any person acting under board authority.

Retaliation includes, but is not limited to:

Harassment or intimidation

Hostile treatment

Social exclusion or ostracization intended to punish participation

Public or private disparagement

Removal from participation or leadership without legitimate, documented cause

Targeted enforcement of policies

Weaponized procedural actions

Threats of legal action intended to silence or discourage reporting

Coordinated efforts to undermine credibility

Or any adverse action taken primarily because an individual filed or participated in a complaint.

No vote, removal, censure, suspension, or other official action may be initiated for the primary purpose of punishing an individual for participating in the complaint process.

Board members have a fiduciary duty of loyalty and care. Retaliatory conduct by a board member may constitute a breach of fiduciary duty and may subject the individual to removal from the Board in accordance with the bylaws.

This section does not protect knowingly false or malicious complaints submitted in bad faith, which may be addressed under Section 8.

Allegations of retaliation against a board member shall be reviewed in executive session, and the Board may seek independent legal counsel or third-party review if appropriate.

Section 6 – Recusal and Conflict of Interest

Any board member who:

- Is the subject of a complaint
- Is a complainant
- Has a personal relationship with a party involved
- Or has a material interest in the matter

shall recuse themselves from discussion and voting on that complaint.

Recusal determinations shall be based on objective conflicts of interest, including personal involvement, material interest, or direct participation in the matter. Disagreement alone shall not constitute grounds for recusal. Failure to recuse when required may constitute a governance violation.

Section 7 – Legal Intimidation and External Action

The filing of a complaint shall not give rise to discipline or adverse action solely because a legal threat has been made in response.

The initiation or threat of litigation, including cease-and-desist communications or legal intimidation directed at a complainant or participant, may be considered retaliatory conduct if determined to be made in bad faith or primarily to suppress participation.

The organization reserves the right to obtain independent legal counsel to protect its interests and the integrity of its governance process.

Section 8 – Disciplinary Action

Violations of this policy may result in corrective action up to and including:

Written warning

Suspension

Removal from leadership

Non-renewal of appointment

Removal from the Board (where permitted by bylaws)

Termination of membership

Or other action deemed appropriate.

All disciplinary actions shall be determined by a formal vote of the Board, consistent with the bylaws.

Section 9 – Definition of Executive Session

For purposes of these bylaws, an “executive session” is a closed meeting of the Board of Directors, consisting only of currently seated Board members.

No general members, directors, or non-board individuals shall be present, except:

- Legal counsel, or
- Other individuals invited by the Board for specific informational purposes

Any invited individual must be excused prior to deliberation and voting.

Executive session is used for confidential matters including, but not limited to:

- Complaints and investigations
- Personnel or leadership matters
- Legal or sensitive organizational issues

Discussion in executive session does not constitute final action unless followed by a formal vote of the full Board as required by these bylaws.

Section 10 – Interpretation and Board Discretion

The provisions of this policy are intended to provide structured guidance while allowing the Board to respond appropriately to a wide range of circumstances.

Certain terms and criteria are intentionally non-exhaustive. The Board may consider the totality of circumstances and additional relevant factors when making determinations, provided such decisions are made:

- In good faith
- In a manner reasonably believed to be in the best interests of the organization
- In alignment with applicable bylaws and law

Nothing in this policy shall be interpreted to require rigid application where doing so would produce an unfair or unreasonable outcome.

Article XII – Director Performance Evaluation Policy

Section 1 – Purpose

The purpose of this policy is to establish structured and documented standards for evaluating directors to ensure alignment with the organization’s mission, governance responsibilities, and professional conduct expectations.

Directors serve at the pleasure of the Board and are subject to periodic evaluation based on documented performance criteria.

Section 2 – Evaluation Frequency

Each director shall undergo:

- An annual performance review, and
- Interim review if triggered by defined criteria under Section 6.

Reviews shall occur in executive session.

Section 3 – Evaluation Criteria and Data Points

Director evaluations shall consider documented, material factors, including but not limited to:

A. Attendance and Participation

- Percentage of rehearsals/events attended
- Board meeting attendance
- Timely communication with leadership
- Responsiveness to board directives

B. Member Retention and Participation Metrics

- Year-over-year retention within the director's ensemble
- Documented member complaints
- Exit feedback where available
- Recruitment and growth trends

C. Conduct and Professionalism

- Documented incidents of misconduct
- Number of substantiated complaints
- Repeated documented concerns that, while not individually substantiated, may warrant further review when supported by corroborating information or recurring similar reports
- Compliance with Code of Conduct

D. Organizational Risk Indicators

- Incidents creating reputational risk
- Behavior resulting in member withdrawal
- Safety concerns raised by multiple members
- Conflicts requiring board intervention

E. Performance and Artistic Leadership (if applicable)

- Preparedness and rehearsal efficiency
- Collaboration with other ensembles
- Achievement of program goals
- Constructive member feedback trends

F. Compliance and Governance

- Adherence to board policies
 - Cooperation during investigations
 - Respect for executive session confidentiality
 - Compliance with recusal requirements
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Section 4 – Documentation Standards

Evaluations must be based on:

- Written complaints
- Meeting minutes
- Attendance records
- Membership data
- Retention reports
- Documented warnings
- Improvement plans
- Financial or risk impact reports

Hearsay or undocumented allegations alone shall not serve as the sole basis for disciplinary action.

Patterns of documented concern may be considered.

Artistic taste, isolated disagreement regarding repertoire, or subjective preference alone shall not serve as sole grounds for corrective action or disciplinary action.

Section 5 – Evaluation Outcomes

Following review, the Board may determine:

- Satisfactory performance
- Conditional continuation with improvement plan
- Non-renewal of appointment
- Removal in accordance with bylaws

Where deficiencies are identified, the Board may issue:

- Written expectations
- Benchmarks for improvement
- A defined timeline for reassessment

Any evaluation resulting in written expectations, an improvement plan, non-renewal, or removal shall be communicated to the director in writing.

Section 6 – Triggers for Interim Review

An interim review may be initiated if:

- Three or more formal complaints are filed within a 12-month period
- A single serious allegation presents material organizational, legal, or reputational risk
- A violation of the Code of Conduct is substantiated
- The board reasonably determines, based on documented information, that there is reputational or legal exposure

Article XIV – Leadership Corrective Action and Removal Procedure

Section 1 – Purpose

This policy establishes a structured and fair process for addressing performance deficiencies, misconduct, governance concerns, or fiduciary breaches involving directors and members of the board.

The purpose is to ensure due process, organizational stability, accountability, and risk mitigation at all levels of leadership.

This policy applies equally to artistic or ensemble directors, appointed leadership, officers, and board members.

Section 2 – Grounds for Review

Any director or board member may be subject to corrective action if there is:

- Substantiated misconduct
- Repeated violations of the Code of Conduct
- A documented pattern of complaints
- Conduct creating material organizational risk
- Breach of fiduciary duty (duty of care, loyalty, or good faith)
- Material failure to comply with lawful board directives or established governance policies
- Retaliatory conduct as defined in Article XI
- Improper disclosure of executive session information.

- Patterns of documented concern may be considered where supported by corroborating information, recurring similar reports, or other objective indicators. Unsubstantiated complaints alone shall not serve as the sole basis for corrective action.

Where terms such as ‘misconduct,’ ‘reputational risk,’ or ‘organizational impact’ are used, they shall be interpreted in the context of the organization’s mission, policies, and reasonable judgment of the Board, and are not limited to a fixed definition.

Section 3 – Progressive Corrective Action

Unless immediate removal is warranted under Section 4, the Board shall typically follow a progressive framework:

Step 1 – Informal Notice

Documented verbal discussion of concern.

Step 2 – Written Warning

Formal written documentation outlining policy violations or performance deficiencies and expectations for improvement.

Step 3 – Improvement Plan

Defined corrective benchmarks and timeline (e.g., 60–90 days), including measurable expectations where applicable.

Step 4 – Review of Compliance

Evaluation of whether corrective benchmarks were met.

Failure to demonstrate sufficient improvement may result in suspension, non-renewal, or removal.

Section 4 – Immediate Removal Provision

The Board may bypass progressive disciplinary steps and proceed directly to temporary suspension or removal when, in its reasonable judgment, a situation poses significant risk to the organization or its members.

Such circumstances may include, but are not limited to:

- Conduct that creates credible legal exposure to the organization (e.g., alleged unlawful activity, formal complaints, or actions reasonably likely to result in legal action)
- Reasonable concerns for the safety or well-being of members or the public
- Conduct resulting in substantial reputational harm to the organization
- Harassment, discrimination, or abusive behavior, including but not limited to verbal, physical, or repeated inappropriate conduct
- Intimidation or retaliation against any individual participating in a complaint, review, or reporting process
- Material breach of fiduciary duty
- Willful or serious violation of confidentiality obligations

These criteria are intended as guidance and are not exhaustive. The Board may consider additional relevant factors as appropriate.

Process for Immediate Action

In urgent situations, the board may enact a temporary suspension to mitigate immediate risk.

Any such action must:

- Be supported by documented rationale at the time of the decision
- Be reviewed and either upheld, modified, or overturned by the full Board (excluding any recused members) within 7 calendar days

All actions taken under this provision shall be recorded in executive session minutes.

Section 5 – Procedure for Review and Removal

Removal or suspension actions shall follow a structured review process to ensure fairness, consistency, and appropriate Board oversight.

Review Process

The review shall include:

- An initial review conducted in executive session for confidentiality purposes
- Presentation of documented grounds supporting the proposed action

- Opportunity for the individual under review to respond, unless waived by that individual or unless legal counsel advises otherwise
- Recusal of any Board member with a conflict of interest, with such recusal documented in the minutes

Executive session discussion alone shall not constitute final action.

Board Action Requirement

Any decision regarding suspension or removal must:

- Be presented to the full Board (excluding recused members)
 - Be decided by a formal vote consistent with the bylaws
 - Be based on a good faith determination of what is in the best interests of the organization
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Board Member Under Review

If a Board member is the subject of review:

- That individual shall not participate in deliberation or vote on the matter
 - Their recusal shall be formally recorded in the minutes
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Basis for Action

Grounds for removal or suspension may include, but are not limited to:

- Documented policy violations
- Breach of fiduciary duty
- Failure to fulfill responsibilities or performance expectations

These criteria are intended as guidance and are not exhaustive.

For purposes of this Article, “suspension” means temporary removal from specified leadership duties, governance functions, rehearsals, performances, or other organizational activities, pending review or for a defined corrective period.

Section 6 – Removal of a Board Member

Removal of a Board member shall require:

- A formal vote of the full Board (excluding recused members)
- A voting threshold consistent with the bylaws (e.g., majority or two-thirds vote)
- Documentation of the grounds supporting removal
- Compliance with applicable nonprofit laws and statutory requirements

Nothing in this policy limits any rights afforded to members, if applicable, under state nonprofit law.

Section 7 – Documentation and Recordkeeping

All corrective actions, warnings, improvement plans, suspensions, and removal decisions shall be documented and maintained in confidential governance records.

Documentation shall include:

- The applicable policy or standard involved
- A summary of the evidence reviewed
- The rationale for the decision
- The outcome of any vote taken

Access to confidential governance records shall be limited to current Board members and any authorized legal or administrative support with a legitimate need to know.

Records shall be maintained in accordance with organizational recordkeeping practices and applicable legal requirements.