

MINUTES
Market Street Singers Board Meeting
November 8, 2010

Vice President Kathryn Minturn opened this regular meeting at 7:05PM at the home of Elsie Simon.

PRESENT: Board Members: Chris Baptiste, Sarah Coyle, Suzy Crawley, Kathryn Minturn, Kate Riordan, Elsie Simon. **Prospective Board members:** Barbara Helde, Helena Morris, Ashley Wiggin,.

ABSENT: Marijke deVries, Susanne Redalje; **Artistic Director,** Chris Vincent.

MINUTES: M/S/C (moved by Kate Riordan) to approve the Minutes of the Meeting of October 14, 2010.

TREASURER'S REPORT: (See Minutes FINANCIALS, below.)

ANNUAL MEETING PREPARATIONS: We reviewed meeting plans and agenda.

Barbara Helde reported the refreshments are under control.

Board awards will be presented one by Kathryn, and one by Chris B.

New Board Members Barbara Helde, Helena Morris and Ashley Wiggin will be elected at the meeting.

Introduction of "Task List" by Kathryn

TASK LIST: The Board agreed to establish a "Task List" of jobs needed for the operation of the choir, and Kathryn will oversee this list and introduce it at the Annual Meeting. Jobs can be one-time projects or of longer duration, and will be advertised in the Gazette.

The Gazette itself needs an **Editor** (one of the "Tasks") to gather information, funnel stories and reports, screen content, proof-read it, assemble material and present to John Marshall for final publication.

UPDATE FROM MEMBERSHIP CHAIR: Sarah Coyle, reported that prospective member inquiries are now being relayed to her email, and she has welcomed several new singers. She will be away Dec 15 - Feb. 1, and Chris Vincent will take over her tasks, since he is being copied in on the emails.

CONSORTIUM REPORT: Chris B. reported that the Consortium website has finally posted the MSS profile (**HYPERLINK "<http://www.seattlesings.org/member-organizations>" www.seattlesings.org/member-organizations**). Meanwhile, Helena Morris is liaison to our board and Elaine Mathis has attended several of the Consortium's board meetings, and will be asked to report to the choir at a rehearsal.

OUR WEBSITE: We would like Chris V. to ask current Webmaster Doug Hathaway if he still has time to do the job of maintaining our website. Lynn Arnold has offered to help with the website in the past, and Kate offered to contact to Lynn about possibly doing this.

PROCEDURE MANUAL: The Board enthusiastically accepted Kate's recommendation to begin assembling a Procedures Manual, to calendar activities performed regularly (i.e. Picnic, Audits, Annual Meeting, Concert Production, Brown Bear ticket sales, etc.) and report how to do these things; include "Resource List" for i.e., websites;

specify officers' duties, etc. Kate will start by contacting current activity leaders for reports.

BY-LAWS - PROPOSED REVISIONS: Suzy Crawley and Kate Riordan presented recommended changes. Proposals (1) and (2) below received Board support. However, no vote was taken, and final passage will be sought at a subsequent Board meeting.

Summary of items covered (~~strikethrough~~ = deleted text, underlined = new text):

(1) Options for Member donations (Tentatively supported)

Section 2.03. Member support. The Market Street Singers requests ~~donations~~ from its membership donations and optional participation in occasional fundraising activities in order to cover operational expenses.

(2) Removal of requirement to read MSS Purpose before every meeting: (Tentatively supported)

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law. ~~The Directors will ensure that the chorus' purpose statement is spoken aloud at the beginning of each meeting of the Board or any Action Group.~~

(3) Removal of Term Limit: (Tentatively supported)

Section 3.02. Number, Selection, and Tenure. The Board shall consist of not fewer than three (3) directors. ~~Each director shall hold office for a term of one (1) year. Directors may serve up to three (3) consecutive years.~~ Each director is requested to hold office for a minimum term of one (1) year.

Enabling separation of Secretary and Treasurer jobs. (Tentatively supported)

Section 4.01. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary/Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of ~~President and Secretary/Treasurer~~ President and Secretary and President and Treasurer.

(5) Establishes one-year minimum commitment for officers. (See Discussion)

Section 4.02. Appointment of Officers; Terms of Office. The officers. . .Directors. Terms of office may be established by the Board of Directors, ~~but~~ with a one (1) year minimum commitment and shall not exceed two (2) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for re-election.

DISCUSSION:

In Section 4.02 there was confusion about when Officers' terms start and end: at same time? Should the term be one year, with an optional second year? Should they be "re-voted" on each year? What about when filling a vacancy? Here there was some consensus that one is initially filling out the previous holder's term, after which he/she would run for their own first term.

(6) Vote requirement to remove a Board officer. (See Discussion)

“Section 4.04 Removal [of Officers] An officer may be removed by the Board of Directors at a meeting, or by action in writing, whenever in the Board’s judgment **(by majority or ~~2/3s~~ vote) (by majority or two-thirds vote)** the best interests of the Corporation will be served thereby.”

DISCUSSION:

In Section 4.04 there were concerns about the vague terminology of "majority or 2/3rd" which means two different things and leaves dangerous loose ends. There should also be a time lapse between proposing/promulgating such removal and meeting to vote on doing so. We agreed that Section 4.04 needs more work.

CONCLUSION: Amendments to Sections 4.01, 4.07, 4.08, 4.09 and 7.02 are all to comply with language changes from “Secretary/Treasurer” to “Secretary and Treasurer” in Section 4.07.

Ashley Wiggin agreed to finish the By-law updating process, and will take suggestions via e-mail, make notes, summarize, and try to have final revisions ready for the next board meeting.

USEFUL WEBSITES (Kate reporting):

TECH SOUP: a website from which non-profits can obtain software cheaply, i.e. Office Suite \$31.00, Quickbooks \$9. It requires purchase of 5 “seats” of assorted software @ \$30. The required registration takes awhile.

VOLUNTEERS: Sites such as “Create the good”, “Volunteer match”, “At work for good” exist, from which to solicit volunteer help, i.e. when special skills are needed, or for a short one-time task/project.

GUIDESTAR: a website for checking out tax records of charities, i.e. if people wanted to contribute to us, they could look us up there. But our info needs to be updated. Chris B. thought his work on our Consortium website profile could be applied to updating this.

It was suggested that we note these in a “Resources” section of the Manual.

FINANCIALS: Per Robert’s Rules of Order, Treasurer’s Reports do not require approval or acceptance by the Board. In fact, the question arose of whether they are even necessary. The consensus was that a brief summary report of the the previous month’s financial activities, highlighting exceptional items and dealing with any problems, should be part of every Board meeting and recorded in the Minutes.

Treasurer’s Report: Treasurer Kate Riordan reported for the month of October, Income of \$2932.75 and Expenses of \$1628.14 for Net Income for October of \$1304.61. Net Income Year-to-Date is \$2702.86.

Kate also presented the January - October. 31, 2009 and 2010 Actuals Comparison that will be reported to the Annual Meeting, showing Net Income gain for the period Jan - Oct., 2009 of \$1928.89 and for Jan - Oct., 2010 of \$2702.86, an improvement of 40%. Kate pointed out that fundraising is up, and we have more participants who contribute. Production and Publicity costs will be better broken down, detailed. Overall we are ahead of last year.

SOCIAL NETWORKING/SET UP GOOGLE GROUP: The choir could use a means of communication, not

necessarily limited to choir operations, but to serve as a resource for one another, i.e. publicize a service or talent, share interests, advice or needs - for a cat-sitter? -singing lessons? Sarah suggested initiating a MSS Google Group - self-managing, informal, chatter, published/updated weekly. She said it is very simple to operate. Individuals can pull out of it, The Board agreed to have Sarah set up an experimental test group of just the Board. It could eventually be used for calendaring absences, and help communications with Chris V. when he's not at Board meetings. He will be included in this experiment, Sarah will e-mail him explaining this.

BOARD MEETINGS, DATE/PLACE: Location: Kathryn Minturn and Kate Riordan will begin taking turns hosting Board Meetings at their homes in Ballard. To enable Chris V. to meet with the Board, we will try to change the meeting day from Monday to Thursday, since everyone present could do it. (We need to poll absent Board members.) A second choice was Sunday afternoon. Kathryn will check with Chris V. and President Susanne Redalje about their availability Thursdays (and if so, which Thursday?). [1:53:36]

[1:04] To Do List:

Ashley Wiggin, agreed to finish the By-law updating process, will take suggestions via e-mail, make notes, summarize, and try to have proposed By-laws ready to revisit at the next board meeting

Kate - talk to Lynn Arnold about Website

Kate - will email By-laws and proposed revisions to Ashley Wiggin and Helena Morris, new Board members

Kate - start assembling Procedure Manual, request reports from task/project leaders; record Website suggestions in a "Resources" section of the Manual.

Kathryn - manage Task List including search for editor

Kathryn - contact Elaine Mathis about reporting to members on the Consortium at the 11/16 rehearsal

Kathryn - introduce Task List at Annual Meeting

Suzy & Elsie - handle garbage discard at Annual Meeting

Chris V. - take over Sarah Coyle's membership intake tasks Dec. 15 - Feb.1, while she is away.