

THE EVERGREEN CHORALE

Standing Rules

Approved by Board of Directors on March 7, 2013

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Standing Rules sections cross-reference to the sections of the By-Laws

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Standing Rules enacted by the Board of Directors are intended to clarify and interpret the By-Laws. The sections and subsections correspond with the sections and subsections of the By-Laws.

Standing Rules of The Evergreen Chorale

ARTICLE 1. NAME AND MISSION STATEMENT

There are no current standing rules.

ARTICLE 2. OBJECTS AND PURPOSES

There are no current standing rules.

ARTICLE 3. OFFICES

There are no current standing rules.

ARTICLE 4. MEMBERSHIP

4.1 General Membership Policy. Members will be surveyed periodically by the Board of Directors so that the board can obtain member feedback for use in improving the Chorale membership experience.

4.3 Term of Membership and Membership Dues. The membership term is one performance year (September 1 through the following August 31), divided into two semesters corresponding with the holiday performances and the Spring performances. Membership dues for each performance year and semester will be set by the Board of Directors.

4.5 Membership Rules: Termination of Membership. The Artistic Director shall have the final decision-making authority on whether or not members may be excused from performances or may perform after missing more rehearsals than allowed under the By-Laws.

Each member will be asked to complete a skills and interests inventory survey for each performance year to help the Board of Directors, staff and committee chairs in finding volunteers who are willing and able to serve on committees and/or perform a task or tasks related to the Chorale, Center Stage facility, a concert or a stage production. Each member is expected to participate in at least one committee or task each performance year. Members will report their volunteer hours through the volunteer hours tracking system for the purposes of volunteer recognition and for use in grant applications.

ARTICLE 5. BOARD OF DIRECTORS

5.1 General Powers: The Board of Directors is responsible for the Chorale's assets, operations and reputation.

A. Basic Responsibilities of Board of Directors. The board's basic responsibilities are to:

1. Determine the organization's mission and purpose; to establish the Chorale's mission, monitor progress in achieving that mission, and review the mission periodically and revise it when necessary.
2. Select, upon recommendation of the Personnel Committee, the Artistic Director and the Executive Director; to fairly compensate, support, nurture and evaluate the Artistic Director and the Executive Director, both of whom function as the board's agents.
3. Provide proper oversight of the Chorale's finances as steward of the Chorale's organizational resources; to set policy for financial management and approve and monitor the budget; to be aware of the federal, state and local laws which apply to the tax-exempt organization; to act in good faith and with due care and loyalty to the Evergreen Chorale.
4. Ensure adequate resources for the Chorale to carry out its mission; to approve the strategic fund development plan and participate in fund raising activities.
5. Ensure legal and ethical integrity and maintain accountability.
6. Ensure effective organizational planning; to create a strategic vision for the future of the Chorale and develop a plan for achieving that vision.
7. Recruit and orient new board members and assess the board's own performance.
8. Enhance the Chorale's public standing and ensure that the Chorale communicates effectively with the public it serves in its advocacy, fundraising, marketing and public relations.
9. Determine, monitor, support and strengthen the Chorale's programs and services, including Summer Music Camp, to ensure that the programs and services further the Chorale's mission, meet the needs of the public and members, and are evaluated for their effectiveness.
10. Develop sound risk management policies for the Chorale and Center Stage; to see that risks are identified and steps are taken to prevent and manage the impact of any such occurrences.

B. Procedural Responsibilities. The board is also responsible for the following procedural activities of the Evergreen Chorale:

1. Following the Chorale By-Laws and revising them, if necessary
2. Developing governance structures and procedures
3. Developing job descriptions for staff, board and committees
4. Consulting with the Executive Director and Artistic Director in selecting the director of Summer Music Camp
5. Ensuring that board policies are communicated to the staff and carried out
6. Ensuring that regular performance evaluations of all other paid staff are carried out, either directly or by delegation
7. Empowering and supporting the professional staff to carry out their responsibilities
8. Identifying and developing board leaders
9. Using committees as appropriate
10. Conducting effective board meetings
11. Educating board members
12. Nurturing the board-staff partnership
13. Addressing problems that arise within the board

C. Board Members' Code of Conduct. Each board member is expected to:

1. Prepare for board meetings by studying any written materials provided.
2. Commit to attend all board meetings and participate in discussions and decision making, although it is understood that there may be rare meetings which a board member is unable to attend because of unavoidable conflicts.
3. Understand that each board member is responsible for all decisions made by the board, whether or not the individual member is present, and understand that the board "speaks with one voice" once decisions are made.
4. Become knowledgeable about board member roles and responsibilities.
5. Participate, either directly or by providing active support, in organizational fundraising.
6. Represent the Chorale to the community and the community to the Chorale.
7. Ask good questions, expect good answers and serve as resources in areas of personal and professional expertise.
8. Take charge of at least one area of the Chorale's business and/or lead at least one committee.
9. Make an annual financial gift to the Chorale, in an amount appropriate to the member's financial circumstances, to demonstrate 100% Board

participation to the SCFD and other organizations from whom grants are sought.

10. Commit to support the Chorale's fund-raising activities and events by attending and supporting them.
11. Promote each show and concert and, for every show or concert in which the board member is not performing, support by volunteering and buying tickets to attend at least one performance unless the board member has an unavoidable conflict that prevents attendance.

5.2 Number, Tenure and Qualifications: The provision in the By-Laws, Section 5.2, that no director may serve more than two consecutive terms means that no director may be elected by the Chorale membership for more than two full consecutive terms. When a director is elected by the Board to fill a vacancy under Section 5.4, the remainder of the term being filled will not count as a full elected term for purposes of the two-term limit.

5.5 Annual and Other Meetings. The Board of Directors will meet monthly, except for December and July in which meetings are optional, on a schedule to be set before the start of each year (before July 1). Committee chairs and staff members will submit reports at least 48 hours before each meeting, consisting of two parts: an information section describing the committee's or staff member's activities since the last Board meeting; and an itemization of items for which discussion and/or action by the Board is requested. Board members are expected to review all reports and come to the meeting prepared with questions or comments. Oral reports will not be given at the meeting, and discussion will be limited to questions, comments and discussion/action items.

ARTICLE 6. OFFICERS AND AGENTS

There are no current standing rules.

ARTICLE 7. CHORALE STAFF

7.1 Description: The following positions comprise the Chorale's paid staff:

A. Artistic Director. The Artistic Director is an agent of the board responsible for achieving musical and artistic excellence in the presentation of choral concerts and musical stage shows sponsored by the Evergreen Chorale. The Artistic Director works closely and collaboratively with the Executive Director to ensure leadership throughout the business and artistic aspects of the Chorale. The Artistic Director is responsible to the Chorale Board and reports directly to the Chorale President.

B. Assistants to the Artistic Director. Subject to approval by the Board of Directors, the Artistic Director may create and fill assistant positions (such as Production Manager, Assistant Director, Accompanist and Assistant Accompanist) and delegate such tasks as the Artistic Director deems appropriate.

C. Executive Director. The Executive Director is an agent of the board responsible for the business operations and administration of the Evergreen Chorale and its Center Stage property. The Executive Director works closely and collaboratively with the Artistic Director to ensure leadership throughout the business and artistic aspects of the Chorale. The Executive Director is responsible to the Chorale Board of Directors, and reports directly to the Chorale President.

D. Assistants to Executive Director. Subject to approval by the Board of Directors, the Executive Director may create and fill assistant positions (such as Building Manager, Administrative Assistant, Box Office Manager) and delegate such tasks as the Executive Director deems appropriate.

7.2 Job descriptions for all positions approved by the Board of Directors will be kept on file by the Personnel Committee and by the person holding each described position. Upon approval by the Board, assistant positions reporting to the Artistic Director and the Executive Director may be combined and filled by one person, who will be hired and supervised by both the Artistic Director and Executive Director.

ARTICLE 8. COMMITTEES

The Chorale's committees shall be composed of a Chair and members appointed by the President as specified in the committee description. Committees and task teams will report to the Board, unless otherwise specified below. In addition to the standing committees, the Board may create such other ad hoc committees as may be needed. The committees are:

A. Development Committee. The members of the committee will be volunteers who may be members or non-members of the Chorale. The committee is responsible for working with the Executive Director in securing the Chorale's financial support. The committee will:

- work with the Executive Director in researching potential grant opportunities, applying for and managing grants
- solicit donations and sponsorships from individuals and business, arrange for recognition of and thank you communications to donors, and oversee maintenance of a donor database and contact list
- work with the Treasurer and Executive Director in managing the Chorale's financial assets
- plan and organize special fundraising events
- engage in other fundraising activities as may be approved by the Board

B. Marketing Committee. The members of the committee will be volunteers who may be members or non-members of the Chorale. The Executive Director will be

a contributing member of this committee and will provide administrative support. The Artistic Director and Production Manager will also provide support with respect to shows and concerts. The committee is responsible for publicizing and promoting the Chorale's products—concerts, shows, Center Stage rentals, and products the Chorale may offer for sale. The committee will:

- design, have printed and distribute show and concert programs, newsletters, flyers and graphics
- develop and maintain media contacts for the Chorale and its productions and for Center Stage and write articles and advertisements for publication
- prepare and distribute news releases for each production for the media, the Chorale's website and for email distribution
- assist in maintaining promotional content on the Chorale's website and provide promotional content for the Score and Spotlight publications
- assist the Development Committee in publicizing fundraising efforts and special events
- provide information for the marquee and create other display materials
- represent the Chorale at community events and with community organizations provide promotional content

C. Membership Committee. The members of this committee will include the section leaders, the Artistic Director, the Executive Director, the Production Manager and the Accompanist. The committee serves as liaison between the Chorale membership, the Board and the staff. The committee will assist in planning the Chorale calendar, plan and arrange social events for Chorale members, recruit volunteers as needed and maintain records of volunteer service, recognize and express appreciation to volunteers, and provide member services such as rosters, name badges, birthday greetings and "sunshine" activities.

Subcommittees of the Membership Committee:

- Section Leaders: There will be two for each section, appointed by the Artistic Director. They will keep attendance records, communicate important news, extend support to section members, serve as members of the Membership Committee, and assist the Artistic Director and the Board in dealing with issues which may arise concerning section

members. Section leaders may also be asked by the Artistic Director to assist with auditions.

- Sunshine/Social: One member of the Membership Committee will be the chair of the Social/Sunshine Subcommittee, and the chair will select members who may, but need not, be members of the Membership Committee. The committee will plan and arrange for Chorale member social events and provide appropriate recognition and communications to members for birthdays and other significant events in members' lives.

D. Music Committee. The members of the committee will be volunteers appointed by the President upon the recommendation of the Artistic Director. This committee will assist the Artistic Director in considering and selecting concert music and themes, stage shows and music for other venues/engagements.

- Library Subcommittee. The chair of the subcommittee will be the music librarian appointed by the President upon the recommendation of the Artistic Director. The committee will oversee and maintain the Chorale's music library, dispense music and maintain accurate records of music provided to members, collect music from members following concerts, maintain the index to the library, and assist in the purchase, rental or borrowing of music for concerts.

E. Scholarship and Internship Committee. The chair and members of the committee will be volunteers appointed by the President upon the recommendation of the Artistic Director. The Artistic Director will work with the committee. The committee will solicit applicants for the chorale's scholarship awards, conduct the selection process and select the recipients, inform the recipients and publicize the results. The committee will also work with the Artistic Director in selecting and managing the Chorale's high school interns.

F. Building Committee. The Executive Director will work with this committee, as will any assistant to the Executive Director or Artistic Director who is delegated responsibility for building functions. The committee will be responsible for maintaining and improving Center Stage.

The following Task Teams reporting to the Building Committee will provide support to the Building Committee, Executive Director and/or Artistic Director as needed:

- Rehearsal set-up

- Building closing
- Snow removal

G. Center Stage Ambassadors. The Ambassadors work with the Building Committee and Executive Director, as well as any assistant to the Executive Director or Artistic Director who is delegated responsibility for building functions, in maintaining Center Stage. Ambassadors are members of the Chorale who are organized and trained to handle the following tasks:

- Routine maintenance needs as detailed in an annual maintenance schedule
- Weekend and staff vacation coverage of the building; this includes at least one personal walk-through, completion of a checklist on each assigned weekend and being on call by phone to renters for any problems with the building that need attention.

Each ambassador will have a list of emergency contractors who can be called for problems with plumbing, electrical, or other emergencies encountered by renters. The Ambassadors will meet quarterly to review their work, orient and train new members and plan future needs.

H. Personnel Committee. The committee will be responsible for recruiting, making recommendations to the Board, hiring upon Board approval, and evaluating Chorale staff. The committee will assist the President, Board, Artistic Director and/or Executive Director with personnel issues that may arise, and disciplining or terminating staff if appropriate. The Personnel Committee will assist the Board in creating and revising staff position descriptions and will maintain copies of current position descriptions for all Chorale staff positions approved by the Board. The committee, at the request of the Board, Executive Director or Artistic Director may make recommendations for compensation of staff.

I. Technology Committee. The Executive Director will be a contributing member. The committee will develop, maintain and provide continuing improvement of the Chorale's website and on-line ticketing system and assist the Executive Director with technical issues as needed. The committee will assess and develop ways in which technology can be used to facilitate the activities and communications of the Chorale and its membership.

J. Long-Term Planning Committee. The committee shall (in consultation with the Board, staff, membership and community) solicit, consider, suggest and implement plans for the long term (five years and more) future of the organization in such areas as performance opportunities, membership, facilities,

capital improvements, staff and any other areas in which the organization and Board feel long term planning is necessary and/or appropriate

ARTICLE 9. Auxiliary Organizations

There are no current standing rules.

ARTICLE 10. Indemnification

There are no current standing rules.

ARTICLE 11. Parliamentary Authority

There are no current standing rules.

ARTICLE 12. Miscellaneous

12.3 Conflict of Interest. The Board of Directors has adopted the following enhanced Conflict of Interest policy:

1. PURPOSE. The purpose of this conflict of interest policy is to protect the Chorale's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, employee or member of the Chorale or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal law governing conflict of interest applicable to nonprofit and charitable organizations, and any existing Chorale provision regarding conflict of interest.

2. DEFINITIONS

INTERESTED PERSON. Any Chorale officer, director, employee or member who has a direct or indirect financial interest as defined below, is an interested person.

FINANCIAL INTEREST. A person has a financial interest if the person, directly or indirectly, through business, investment, or family, has:

- An ownership or investment in any entity with which the Chorale has a transaction or arrangement.
- A compensation arrangement with the Chorale or with any entity or individual with which the Chorale has a transaction or arrangement.
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Chorale is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article 3.A., a person who has a financial interest has a conflict of interest only if the board determines that a conflict of interest exists.

3. PROCEDURES

A. DUTY TO DISCLOSE. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the board.

B. DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, s/he shall leave the meeting while the determination of a conflict of interest is discussed and voted on. The remaining board members shall decide if a conflict of interest exists.

C. PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST.

1. An interested person may make a presentation at the board meeting. S/he shall then leave the meeting during discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chair of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the board shall determine whether the Chorale can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board shall determine by a majority vote of the disinterested directors voting whether the transaction or arrangement is in the Chorale's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with that determination, the board shall make its decision as to whether to enter into the transaction or arrangement.

D. VIOLATIONS OF THE CONFLICT OF INTEREST POLICY

1. If the board has reasonable cause to believe that an officer, director, member or employee has failed to disclose actual or possible conflicts of interest, it shall inform that person of the basis for such belief and afford that person an opportunity to explain the alleged failure to disclose.

2. If, after hearing that person's response and after making any further investigation warranted by the circumstances, the board determines that person has

failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary or corrective action.

E. RECORDS OF PROCEEDINGS. The board minutes shall contain:

1. The names of persons who disclosed or otherwise were found to have a financial interest in something with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest existed, and the board's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. COMPENSATION.

A. A voting member of the board who receives compensation, directly or indirectly, from the Chorale for services is precluded from voting on matters pertaining to that person's compensation.

B. No voting member of the board is prohibited from providing information to the board regarding compensation.

6. ANNUAL STATEMENTS. Each Chorale officer, director and employee shall annually sign a statement which affirms that such person:

A. Has received a copy of this conflict of interest policy.

B. Has read and understands this policy.

C. Has agreed to comply with the policy, and

D. Understands that the Chorale is charitable and in order to maintain the federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. PERIODIC REVIEWS. To ensure the Chorale operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

A. Whether compensation arrangements and benefits are reasonable, based on competent information, and are the result of arms-length bargaining.

B. Whether partnerships, joint ventures and arrangements with other organizations and individuals conform to the Chorale's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8. USE OF OUTSIDE EXPERTS. When conducting the periodic reviews as provided above, the Chorale may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.