

# **OVATION WEST PERFORMING ARTS**

## **STANDING RULES**

Unanimously approved and adopted by the  
Ovation West Board of Directors, May 11, 2023

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# **STANDING RULES OF OVATION WEST PERFORMING ARTS**

Ovation West Performing Arts is a trade name of The Evergreen Chorale, a Colorado nonprofit corporation (Secretary of State ID # 19901063606). On 5/22/2018 The Evergreen Chorale filed with the Office of the Colorado Secretary of State a Statement of Trade Name, reflecting that it transacts business or conducts activities, or contemplates doing so, under the trade name Ovation West Performing Arts (ID # 20181405655). On 7/30/2018, the office of the Colorado Secretary of State issued a Certificate of Fact of Trade Name (Confirmation Number 11033761) confirming that The Evergreen Chorale was doing business as Ovation West Performing Arts. The organization incorporated as “The Evergreen Chorale” currently does business as “Ovation West Performing Arts”, and will be referred to in these Standing Rules as “Ovation West”.

Standing Rules enacted by the Board of Directors are intended to supplement, clarify, and interpret the Bylaws. Any inconsistency between the Bylaws and the Standing Rules shall be resolved in favor of the Bylaws.

## **ARTICLE 1. NAME AND MISSION STATEMENT**

No current Standing Rule

## **ARTICLE 2. OBJECTS AND PURPOSES**

No current Standing Rule

## **ARTICLE 3. OFFICES**

No current Standing Rule

## **ARTICLE 4. MEMBERSHIP**

- 4.1 General Membership Policy. From time to time, Members may be surveyed by the Board of Directors (“the Board”) for feedback on how to improve the member experience.
- 4.3 Terms of Membership; Membership Dues. The Board will set membership dues for each performance year. Upon direction of the Principal Music Director, the Operations Manager may be asked to send an email reminder to any singing member whose dues payments are not current. All dues payments must be current in order for a member to be eligible to vote at an OW membership meeting.
- 4.5 Membership Rules; Termination of Membership. The Principal Music Director has final decision-making authority on whether or not a member shall be excused from any choral rehearsal or choral performance, or may attend any rehearsal and/or participate in any choral performance after missing more choral rehearsals than permitted by the Standing

Rules. The Principal Music Director may at any time schedule choral rehearsals in addition to the regularly-scheduled choral rehearsals.

Each singing member is expected to sing in all performances of each choral performance presented during each performance year. However, upon timely advance notice to the Principal Music Director, a singer may elect not to participate in one ~~concert~~ choral performance in each performance year. Singing members shall sing each performance of each choral performance in which they participate unless, for appropriate reasons, they are prohibited or excused from participating by the Principal Music Director. The Board must approve presentation of more than two major choral productions in any performance year. Opera and musical stage productions are not considered “choral productions” for purposes of this paragraph.

Each singing member shall: strive to attend and participate in all rehearsals for each choral production; attend and participate in at least 75% of the scheduled rehearsals for each choral production in which they are expected to sing; participate in the dress rehearsal(s) for each such choral concert; and sing in each choral concert performance. Singing members who miss more than 25% of the scheduled rehearsals for a given ~~concert~~ choral production may sing in the choral performances ~~either~~ by petitioning to, and receiving approval from, the Principal Music Director or by attending a sufficient number of any additional “makeup” rehearsals which are offered.

Singing members unable to attend a scheduled choral rehearsal shall notify their section leader in advance of such rehearsal.

From time to time OW staff may ask each singing member to complete a skills and interests inventory survey for each performance year to help the Board, staff and committee chairs identify volunteers who are willing and able to serve on committees and/or perform another task or tasks related to Ovation West, Center Stage, or any Ovation West concert or stage production. Each singing member shall, when requested to do so by Ovation West staff or their section leader, participate in at least one committee or task during each performance year. If and when requested to do so by Ovation West staff or their section leader, each singing member will report the number of hours of volunteer work they have performed during a particular time period, for purposes such as volunteer recognition or for use in Ovation West grant applications.

The OW Bylaws [Art 4.5.D.] provide that an OW member may be removed by the Board whenever, in its judgment, the best interests of OW will be served thereby. The Bylaws contain similar language relating to the removal of an OW Officer [Bylaws, Art. 6.4] and/or an OW Board member [Bylaws, Art. 5.9]. No similar language is necessary with regard to removal of a committee member or a committee chair, since any committee member or committee chair may be removed at any time and for any reason by the current OW President [Bylaws Art. 6.6.A.iv].

Choral rehearsals in addition to regular scheduled choral rehearsals may be scheduled by the Principal Music Director.

## **ARTICLE 5. BOARD OF DIRECTORS**

5.1 General Powers. The Board is responsible for the governance of Ovation West and for establishing, monitoring, revising and implementing all Ovation West policies.

A. The Board's basic governance and policy-related responsibilities include:

1. On an ongoing basis, reviewing and, if appropriate, revising, any statements regarding Ovation West's Vision, Mission and/or Purpose

2. Performing all Board functions with organizational and artistic integrity

3. After receiving the recommendation of the Personnel Committee, selecting, and fairly compensating the Director and supporting the ED in the performance of their duties.

4. Setting and implementing policies for the financial oversight of Ovation West, approving and monitoring Ovation West's annual budget, and acting in compliance with the law, in good faith, and with due care and loyalty to Ovation West. This includes OW's Executive Director and OW's Treasurer, during each Fiscal Year ("FY"), conducting a periodic review of the budget the Board had previously adopted and approved for that FY including, at a minimum, taking the following steps at the following times during that FY:

**a. July/August:** Grace period review based on any items missed or miscalculated during the budgeting process leading to adoption and approval of the current FY budget. The updated budget shall be presented at the August Board meeting and shall be approved and adopted by the Board as the final budget for the current FY.

**b. Mid to Late October: Review 1** for current FY after completion of fall show (Milestone 1) and SCFD award (Milestone 2) and other potential grant awards.

**c. January: Review 2** for current FY after December concerts (Milestone 3) and Colorado Gives Day results (Milestone 4). Determine whether changes and/or Board votes to amend the budget need to occur.

**d. February:** Budget process begins for the next FY which begins on July 1. Application for SCFD grant must be submitted the first week in March to avoid the risk of a late submission. Beginning the process of preparing the budget for the upcoming FY will also assist key staff in determining what commitments they will be able to make going into the early months of the new FY.

**e. First week of March:** Completion of programming for the upcoming season and completion of SCFD grant application. Formatting of production budgets and non-artistic budgets for the following FY, and preparation for May/June budget meetings to work on the next FY's budget.

**f. April: Review 3** for current FY to see if any major changes need to be approved and adopted by the Board. This will take place after the spring concert (Milestone 5), spring show (Milestone 6), and potential additional grant awards (Milestone 7).

**g. Mid-May:** Complete production and other budgets for the new FY, and begin budgeting meetings with a committee consisting of the President, Vice-President, Treasurer, and Executive Director.

**h. Mid-June: Review 4** for current FY to evaluate where OW stands as it comes to the end of the current FY. Finalize, approve and adopt the budget for the new FY.

- **Key staff may increase expenses for any area of the current FY budget provided that the total increase for any quarter (between Review 1, Review 2, Review 3, and Review 4) remains at or below 2% of the annual budget.** Key staff may also shift expenses to spend less on one line item and more on another in exchange, if such expense shifting does not affect the bottom line. The ED shall regularly inform the Treasurer of ongoing expense changes. Each month, the ED and the Treasurer shall provide the Board with an update of ongoing income and expense changes. Increased expenses and/or decreased income shall be discussed at all four numbered Reviews and, depending on the situation, may lead to a Board vote to increase or decrease the budget for the following quarter. If there are increased expenses and/or decreased income which, in total, would move the annual budget more than 2% between the four numbered Reviews, they must be brought to the Board for discussion, approval and adoption at a regular Board meeting.

5. On an ongoing basis, participating in raising sufficient financial resources to enable Ovation West to carry out its mission

6. Providing Ovation West with effective organizational planning

7. Supporting Ovation West in its advocacy, fundraising, marketing, and public relations activities

8. Supporting Ovation West's artistic program and business operations

B. The Board's procedural responsibilities include the following:

1. Governing Ovation West, and establishing and maintaining Ovation West policies, through the deliberative Board process, including distinguishing between what is, and what is not, "Board business"

2. On an ongoing basis establishing, maintaining, complying with, and, when appropriate, recommending revisions of the Bylaws to an Ovation West membership meeting for approval and adoption, and revising Ovation West's Standing Rules and other Board policies.

3. Developing, and when necessary revising, key staff job descriptions, in collaboration with the Personnel Committee

4. Supporting and nurturing Board/key staff relationships

5. Supporting appropriate use of the Ovation West committee system

6. On an ongoing basis, providing effective orientation for new and existing Board members and Officers

7. Promptly and effectively dealing with problems which may arise within the Board or within the Board's areas of responsibility

C. Board Members' Code of Conduct. Each individual Director is expected to:

1. Be knowledgeable about the roles and responsibilities of individual Ovation West Directors and of the Board as a whole

2. Prepare for each Board meeting by reviewing all reports and other written materials provided, in advance of the meeting at which those materials will be presented and/or discussed

3. To the extent feasible, attend all Board meetings and actively participate in Board discussion and decision-making. It is understood that there may be times when a Board member cannot attend a Board meeting because of unavoidable schedule conflicts.

4. Support each current Board policy and Board decision, and acknowledge that the Board must "speak with one voice" in support of each such Board policy and decision unless and until it has been changed by the Board

5. Participate in Ovation West fundraising

6. When and as requested, serve as a resource to Ovation West in areas involving their personal and/or professional expertise

7. On an ongoing basis, be available to assist or lead in at least one area of Ovation West's operations, and/or actively participate in at least one Ovation West committee

8. Make an annual financial gift to Ovation West in an amount appropriate to their personal financial circumstances

9. Support, attend and promote each Ovation West fundraising activity and event

10. Promote each Ovation West show and concert and, for every show or concert in which they are not performing, support it by volunteering as needed and, when possible, buying tickets to attend at least one performance of each Ovation West production

5.2 Number, Tenure and Qualifications. When a Director is elected by the Board to fill a vacancy under Art. 5.4 of the Bylaws, the remainder of the term being filled by that director does not count as a full 3-year term for purposes of the two-term limit referred to in Art. 5.2 of the Bylaws.

5.5 Board Meetings. When staff members or committee chairs expect to present written reports at any Board meeting, they shall provide copies of their reports to all voting and ex officio Board members, sufficiently in advance of that Board meeting. Their report will include information items describing the committee's or staff member's activities since the last Board meeting, and action items describing matters where Board discussion and/or action is requested.

## **ARTICLE 6. OFFICERS**

- 6.6 As an appropriate transition process, the outgoing and incoming officers will collaborate on planning the annual Board of Directors retreat.

## **ARTICLE 7. AGENTS; PAID STAFF**

- 7.1 The Ovation West management team and staff is led by its one key paid staff person, the OW ED. The OW Board shall, on an ongoing basis, be responsible for adopting and/or modifying the position description for the OW ED. The ED position description shall be kept on file by Ovation West, by the ED, and by the OW Personnel Committee.

## **ARTICLE 8. COMMITTEES**

- 8.1 Only one Ovation West committee, the Nominating Committee, is specifically mentioned in the Ovation West Bylaws (See Arts. 5.3, 6.2, and 6.6). Except for the Nominating Committee, the Board is responsible for the establishment, supervision, and termination of all committees, and shall determine the responsibilities of all committees. All committees shall report both to the Board and to the President. Pursuant to Art. 6.6.A of the Bylaws, the President “shall appoint, remove, and fill vacancies in the membership and chair of all committees.”

As of the date on which the Board approves and adopts these Standing Rules, Ovation West’s standing committees, and their respective responsibilities, are as set forth below. Except for the Nominating Committee and as may be otherwise specifically determined by the Board, members of the various Ovation West standing committees may be, but are not required to be, members of Ovation West. The Board may establish standing committees in addition to those listed below. The Board may also establish ad hoc committees when and as it deems appropriate.

### **8.2 Standing Committees**

A. Development Committee. Ideally, members of this committee will have strong business and/or personal relationships in communities which comprise Ovation West’s (“OW”) market segments. The Committee will collaborate with the Executive Director (“ED”) in seeking sufficient contributed funds to support OW’s operations, including but not limited to identifying and soliciting funds from potential business underwriters and sponsors, identifying and soliciting funds from potential major donors, and soliciting other contributions on behalf of OW. It is expected that this committee will be aware of, and collaborate with, the members of the Fundraising Committee, the Marketing Committee, and the Grant Committee.

B. Marketing Committee. Ideally, members of this committee will have some experience in marketing and/or product promotion. This committee will work primarily and regularly with the Marketing Manager, and will also collaborate with the ED to develop or revise, as needed, a corporate marketing plan for OW, marketing plans for each branch of OW (Music, Theater, Education, Center Stage), and promotion plans for each OW production. These plans will be based on the mission, vision, and goals of OW, and the specific marketing objectives of each branch of OW. It is expected that this committee



will collaborate with the members of the Fundraising Committee and the Development Committee to ensure consistency in message and positioning.

C. Fundraising Committee. Prior event planning experience is desirable, but not required. This committee seeks to raise funds from smaller donors to assist in supporting OW's ongoing financial needs. This committee is responsible for the design and execution of all in-person and/or virtual fundraising events including, but not limited to the Triple Bypass, Ovation Celebration, and Five for Fifty. It is expected that the Fundraising Committee will be aware of the activities of, and collaborate with, members of the Marketing Committee and the Development Committee.

D. Grant Committee. Ideally, members of this committee will be detail-oriented and have some experience with data analysis, research, writing, and editing. This committee will collaborate with the ED to seek out and apply for grants, both governmental and private, for OW. The Grant Committee holds weekly meetings that members will be required to attend. It is expected that this committee will collaborate with the Development Committee.

E. Personnel Committee. The Personnel Committee ("PC") is responsible for recruiting, making recommendations to the Board, hiring upon Board approval, and regularly evaluating key paid OW staff, namely the ED. The PC will, when and as requested, assist the President, Board, ED with personnel issues that may arise, including but not limited to, disciplining and/or terminating paid staff if appropriate. When and as requested, the PC will assist the Board in creating and revising the key staff position description, and will maintain copies of current key staff position description. The PC shall, sufficiently in advance of each new fiscal year, and at such other times as the Board may request, make recommendations to the Board regarding the compensation of key paid staff during the new fiscal year. The PC shall, if and when so requested by the ED, serve as a resource to key paid staff in preparing or revising position descriptions for paid Ovation West staff who report directly to the ED.

F. Membership Committee. This committee, whose members include section leaders, serves as liaison between the Ovation West membership and the Board. The committee assists in planning and executing social events for Ovation West members, provides member services, such as rosters and name badges, and regularly communicates with individual Ovation West members in an effort to maintain and build membership enrollment and participation.

G. DEIA Committee. Ideally, members of this committee will have some experience in DEIA at the corporate level or in a non-profit environment. This committee will collaborate with the ED to promote Diversity, Equity, Inclusion, and Accessibility in all OW activities, including but not limited to, programming, governance, performances, education, and facility access and use. The DEIA Committee will work both internally and with members of the community to ensure that every aspect of our organization is guided by the mission and goals of the DEIA Committee.

H. Intern and Scholarship Committee. Committee members will assist in mentoring OW choral interns, raising scholarship funds, and nominating and selecting OW scholarship recipients.

I. Music Library Committee. Committee members will assist the Music Librarian in managing, maintaining, organizing, collecting and distributing various parts of OW's extensive music library.

J. Wranglers Committee. Committee members assist in making OW choral rehearsals run smoothly, including helping with the setup and strike of rehearsal and performance venues for OW choral productions, and helping to coordinate snacks and beverages for singers and production staff during choral rehearsal breaks.

K. Costume Support Committee. Committee members will assist in finding costumes for OW productions, sewing, tracking and restocking loaned and borrowed costumes, and helping the costume designer bring each OW musical stage production to life.

L. Building Ambassadors Committee. This committee will help keep Center Stage running smoothly. Committee members will perform a variety of tasks, such as helping with basic Center Stage maintenance, "yard work" and the monitoring of the entire Center Stage property, and will be generally aware of scheduled activities taking place on the Center Stage property. Committee members work in conjunction with the OW ED.

## **ARTICLE 9. AUXILIARY ORGANIZATIONS**

As authorized by Art. 9 of the Bylaws, as of the date the Board approves and adopts these revised Standing Rules the Board will, for the first time, have established an auxiliary organization other than a small singing group. This new auxiliary organization will be known as the "Ovation West Community Council" ("Community Council"), the purpose of which is to provide assistance and support to Ovation West in its fundraising, development, and marketing efforts. The Community Council shall consist of no less than 5 and no more than 9 members. Ideally, members of the Community Council will have strong business and/or personal relationships in the greater Evergreen community. Members of the Community Council may be, but need not be, dues-paying members of Ovation West Performing Arts. Each Community Council member shall be elected by the Ovation West Board. No Community Council member may serve more than three full consecutive 2-year terms. A person elected to fill out the remaining term of a departing Community Council member shall serve the remainder of the departing member's term, and shall thereafter be eligible to serve up to 3 consecutive 2-year terms as a Community Council member. The Board may remove any Community Council member whenever in the judgment of the Board the best interests of Ovation West would be served thereby. The Community Council reports to the Board, and the Board is responsible for supervision of the Community Council. The Board shall, from time to time, designate one Board member to serve as liaison between the Board and the Community Council.

## **ARTICLE 10. INDEMNIFICATION**

No current Standing Rule

## **ARTICLE 11. PARLIAMENTARY AUTHORITY**

No current Standing Rule

## **ARTICLE 12. CONFLICT OF INTEREST**

The Board has adopted the following enhanced conflict of interest policy:

A. Purpose. The purpose of this conflict of interest policy is to protect Ovation West's interest when it is contemplating entering into a transaction or arrangement that could benefit the private interest of an Ovation West officer, Director, Community Council member, paid staff person, or member, or could 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 relating to nonprofit and charitable organizations, and any other then-current Ovation West conflict of interest provision.

B. Definitions

1. Interested Person. Any Ovation West officer, Director, Community Council member paid staff person or member who has a direct or indirect financial interest as defined below is an interested person.

2. Financial Interest. A person has a financial interest if the person, directly or indirectly, through business, investment, or family, has:

- a. An ownership or investment in any entity with which Ovation West has a transaction or arrangement.
- b. A compensation arrangement with Ovation West or with any entity or individual with which Ovation West has a transaction or arrangement.
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Ovation West 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 does not necessarily constitute a conflict of interest. A person who has a financial interest has a conflict of interest only if and when the Board determines that a conflict of interest exists.

C. Procedures

1. 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.

2. 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.

3. Procedures for addressing the conflict of interest

- a. 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.

b. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board shall determine whether Ovation West 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.

d. 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 Ovation West's best interests, for Ovation West's 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.

#### 4. Violations of the conflict of interest policy

a. If the Board has reasonable cause to believe that an Ovation West officer, Director, Community Council member, member or paid staff person 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 any alleged failure to disclose.

b. 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.

#### 5. Records of proceedings. The Board minutes shall contain:

a. The names of persons who disclosed or otherwise were found to have a financial interest in a matter involving 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.

b. 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.

#### D. Compensation

1. A voting member of the Board who receives compensation, directly or indirectly, from Ovation West for services is precluded from voting on matters pertaining to that person's compensation by Ovation West.

2. No voting member of the Board is prohibited from providing information to the Board regarding such compensation.

E. Annual Statements. Each Ovation West officer, Director, Community Council member, and paid staff person shall annually sign a statement affirming that such person:

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

2. Has read and understands this policy.

3. Has agreed to comply with the policy, and

4. Understands that Ovation West 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.

F. Periodic Reviews. To ensure Ovation West 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:

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

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

G. Use of outside experts. In considering potential conflicts of interest, Ovation West may use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibilities.

### **ARTICLE 13. AMENDMENTS**

The Board may amend these Standing Rules when and as it deems appropriate.

### **ARTICLE 14. MISCELLANEOUS**

No current Standing Rule

APPROVED AND ADOPTED BY OVATION WEST BOARD OF DIRECTORS ON ~~August 11, 2022~~

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Kris Waggoner, President

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Date