



POLICY GUIDE

FINAL v3

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POLICY #1

Attendance Policy

Board Approval Date: 2/1/2014

Revision Date: _____

It is a policy of Eastern States Theatre Association (ESTA) that there be a commitment to meeting attendance.

There are currently two (2) scheduled Board meetings and two (2) scheduled Executive Committee (ExComm) meetings each calendar year.

ESTA Board meetings (per By Laws)

- # One (1) meeting at Annual ESTA Regional Community Theatre Festival
- # One (1) meeting within the last three (3) months of the calendar year
- # Other meetings including conference calls, as necessary

ESTA Executive Committee meetings

- # Weekend in October containing the Columbus Day holiday
- # Morning of the regularly scheduled end of year meeting

Since the business of ESTA continues throughout the year, it is important that ESTA members attend these meetings to provide their feedback and votes on motions and proposals. It is believed that as this schedule is known and publicized in advance, Board members should plan their activities to accommodate these dates.

Attendance is mandatory at these meetings. Of course, life intervenes; and it is permissible to be excused from a meeting. As stated, there can be absences but when two (2) consecutive unexcused absences have been recorded, the Board will be required at the second unexcused meeting absence to examine the reasons for the absences and to determine a path forward for continuation of that person on the ESTA Board.

Attendance is defined as: 1) in person; 2) by proxy; or 3) by phone

POLICY #2

Discretionary Spending Policy

Board Approval Date: 2/1/2014

Revision #1 Date: 2/12/2014

Eastern States Theatre Association (ESTA) has a discretionary spending policy for the Executive Committee (ExComm) members. From time to time, there is a need to spend money to support ESTA business where deadlines do not allow a Board meeting approval. This policy establishes the following levels of spending possible for ExComm members without the required prior Board approval.

Levels of spending will be determined and tracked through the budget process.

Any spending occurring under this policy must be recorded in the ExComm meeting minutes and there must be a majority of the ExComm supporting the expenditure. Also this expenditure must be presented to the Board at the next Board meeting.

POLICY #3

New Board Member Policy

Board Approval Date: 2/1/2014

Revision Date: _____

It is the policy of ESTA that each proposed Board member must meet defined eligibility criteria. Current ESTA State Representatives should be knowledgeable of and understand all eligibility criteria required for solicitation of new Board members.

Eligibility Requirements:

- Be at least 18 years of age
- Demonstrate a desire to participate in ESTA and be willing to abide by all ESTA By Laws and policies
- Agree to a **four (4)** year commitment to the ESTA Board
- Be willing to communicate regularly with the Executive Committee and to submit State activity and project information as requested
- Be willing to have regular, proactive and contributory communication with their State Board about projects, proposals and festival updates sponsored by ESTA
- Should have access to an automobile or reliable transportation
- Be willing to travel to various locations around the ESTA region for meetings and/or as a State representative at other State festivals
- Be willing to actively participate at the annual ESTA festivals either in planning or other types of event volunteering
- Become familiar with and follow the latest version of the ESTA By Laws and the latest content of the Policy Guide

POLICY #4

Code of Conduct Policy

Board Approval Date: 2/1/2014

Revision Date: _____

It is the policy of ESTA that unacceptable behavior will not be tolerated on the part of members while working with ESTA projects, proposals and festivals.

A number of behaviors are regarded as incompatible with ESTA goals, values, and program standards and therefore are considered unacceptable and prohibited while participants are engaged in ESTA activities:

- Unwelcome physical contact, such as inappropriate touching, patting, pinching, punching, and physical assault
- Unwelcome physical, verbal, visual, or behavioral mannerisms or conduct that denigrates, shows hostility, or aversion toward any individual
- Demeaning or exploitive behavior of either a sexual or nonsexual nature, including threats of such behavior
- Display of demeaning, suggestive, or pornographic material
- Known sexual abuse or neglect
- Intentional violation of any local, State, or Federal law
- Drinking while driving under the influence of alcohol
- Possession of illegal substances

Any unacceptable behavior, as specified but not limited to the above, will result in a warning and/or disciplinary action including suspension or termination from participation in ESTA.

POLICY #5

Conflict of Interest Policy – PG 1

Board Approval Date: 2/1/2014

Revision Date: _____

Article I - Purpose

The purpose of the conflicts of interest policy is to protect ESTA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of ESTA. This policy is intended to supplement but not replace any applicable State laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Article II - Definitions

1. Interested Person

Any director, principal officer, or member of a committee with Board delegated powers 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 has, directly or indirectly, either:

- a. an ownership or investment interest in any entity with which ESTA has a transaction or arrangement, or
- b. a compensation arrangement with ESTA or with any entity or individual with which ESTA has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ESTA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

Article III - Procedures

1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Board and members of committees with Board delegated powers considering the proposed transaction or arrangement.

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, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

POLICY #5

Conflict of Interest Policy – PG 2

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- b. The President of the Board or committee chair 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 or committee shall determine whether ESTA can obtain a more advantageous transaction or arrangement with reasonable efforts 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 attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in ESTA's best interest and for its own benefit and whether the transaction is fair and reasonable to ESTA and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV - Records of Proceedings

The minutes of the Board and all committees with Board-delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee'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 therewith.

POLICY #5

Conflict of Interest Policy – PG 3

Article V - Compensation

1. A voting member of the Board of directors who receives compensation, directly or indirectly, from ESTA for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ESTA for services is precluded from voting on matters pertaining to that member's compensation.

Article VI - Annual Statements

Every Board member, regardless of his/her voting ability, shall annually sign a statement which affirms that such person:

1. has received a copy of the conflicts of interest policy,
2. has read and understands the policy,
3. has agreed to comply with the policy, and
4. understands that ESTA is a charitable organization and that in order to maintain its Federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII - Periodic Reviews

To ensure that ESTA operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from Federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

Article VIII - Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, ESTA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

POLICY #6

Non-Discrimination Policy

Board Approval Date: 2/1/2014

Revision Date: _____

It is the policy and commitment of ESTA that it does not discriminate on the basis of race, age, color, sex, national origin, physical or mental disability, or religion.

Equal Employment Opportunity

ESTA is committed to a policy of equal employment opportunity and does not discriminate in the terms, conditions, or privileges of employment on account of race, age, color, sex, national origin, physical or mental disability, or religion or otherwise as may be prohibited by Federal and State law.

Any Board member or volunteer who believes that s/he or any other affiliate of ESTA has been discriminated against is strongly encouraged to report this concern promptly to one of their State Representatives.

Discriminatory Harassment

Harassment or intimidation of a client, staff person or guest because of that person's race, age, color, sex, national origin, physical or mental disability, or religion is specifically prohibited and may be grounds for termination. Harassment and intimidation includes abusive, foul or threatening language or behavior. ESTA is committed to maintaining a place that is free of any such harassment and will not tolerate discrimination against staff members or volunteers.

Issues of discriminatory treatment, harassment, or intimidation on any of these bases should immediately be reported either to the President or a State Representative and, if substantiated, prompt action will be taken.

POLICY #7

Expense Reimbursement Policy

Board Approval Date: 12/6/2014
Revision #1 Date:

Anyone requesting reimbursements for approved expenses must fill out the latest version of the **EXPENSE REIMBURSEMENT EXPENSE FORM**. If there is doubt about the which form version to use, obtain the latest version from the Treasurer.

All expenses must be documented on the form with appropriate receipts stapled to the back of the form. The reason for the expense must be stated on the **Reason for Request** line. All purchases must be itemized under the **Item Description** area, and the cost for each item must be placed in the **Amount** section.

Requestor must sign and date the form in the **Signature** and **Date** sections of the form.

All **EXPENSE REIMBURSEMENT REQUEST FORMs** must be approved by an ESTA Board member by their signing and dating the form in the **Approved By** and **Date** sections of the form. Submitters should always strive to obtain an actual signature for approval, but because of the geographical locations of Board members, email signatures will be accepted.

Forms and receipts are to be mailed, scanned, emailed or handed to the Treasurer for reimbursement processing. In the event of an email approval, once the approval signature is received by the Treasurer and once the **EXPENSE REIMBURSEMENT FORM** is matched up with the approval signature, the reimbursement will be processed.

POLICY #8

Stipend Contract Policy

Board Approval Date: 11/7/2015

Revision #1 Date:

The winning company from each annual ESTAFest will be required to sign the latest version of the ESTA – AACT FESTIVAL CONTRACT. When the ESTA Treasurer receives the signed document, \$500 will be provided to the company to be used to offset expenses related to their attendance at AACTFest.

Other regulations regarding the management of these monies are contained in the ESTA – AACT FESTIVAL CONTRACT.

There is the potential for an award of an additional \$500, but certain conditions must be met before these monies will be awarded. Festival budget reports must be submitted to ESTA and the winning company must provide details on required monies and their own fundraising efforts.

ESTA ExComm will evaluate the compiled information and make a determination about the supplemental award. A letter of explanation will be provided to the winning company whether or not the supplemental funds are awarded.