



FMCT Board Application

Mission of Northern Prairie Performing Arts dba The Fargo-Moorhead Community Theatre:

Thank you for your interest in serving on the Northern Prairie Performing Arts Board of Directors. Northern Prairie Performing Arts does business as The Stage and the Fargo-Moorhead Community Theatre.

As the highest leadership body of the organization and to satisfy its fiduciary duties, the board is responsible for:

- Determining the mission and purposes of the organization
- Selecting and evaluating the performance of the executive director
- Strategic and organizational planning
- Ensuring strong fiduciary oversight and financial management
- Identifying and securing the financial resources and partnerships necessary for NPPA to sustainably advance its mission
- Enhancing NPPA's public image
- Assessing its own performance as the governing body of NPPA

Individual board member expectations:

- Know the organization's mission, policies, programs, and needs
- Read and understand the organization's financial statements
- Serve as active advocates and ambassadors for the organization
- Leverage connections, networks, and resources to develop collective action to fully achieve NPPA's mission
- Give meaningful personal financial donations yearly:
 - Season Pass
 - End of Year Gift
 - Giving Hearts Day
- Help identify personal connections that can benefit the organization's fundraising and reputational standing, and can influence public policy
- Prepare for, attend, and thoughtfully participate in board meetings
- Follow the organization's bylaws, policies, and board resolutions
- Sign an annual FMCT civility pledge
- Sign an annual conflict-of-interest disclosure and update during the year, if necessary, as well as disclose potential conflicts before meetings and actual conflicts during meetings
- Maintain confidentiality about all internal matters of NPPA

THINGS TO KNOW

NPPA operates charitable gaming sites.

NPPA has a liquor license in the City of Fargo.

NPPA holds a directors' and officers' liability insurance policy for its Board members.

Legal Responsibilities of a Nonprofit Board

According to nonprofit corporation law, a board member should meet certain standards of conduct and attention to his or her responsibilities to the organization. These are referred to as the Duty of Obedience, the Duty of Care, and the Duty of Loyalty.

Duty of Obedience

The organization's central purposes must guide all decisions. The board must also ensure that the organization functions within the law, both the "law of the land" and its own bylaws and other policies.

Duty of Care

Board members must exercise due care in all dealings with the organization and its interest. This includes careful oversight of financial matters and reading of minutes, attention to issues that are of concern to the organization and raising questions whenever there is something that seems unclear or questionable.

Duty of Loyalty

Conflicts of interest, including the appearance of conflicts of interest, must be avoided. This includes personal conflicts of interest or conflicts with other organizations with which a board member is connected.

Relationship with staff:

Refrain from taking any actions or communicating directly with a staff person in regards to personnel or policy issues until and unless the issue has traveled through the command hierarchy. Do not ask for special favors of the staff without prior consultation with the Executive Director. The staff does not report to the Board.



FARGO / MOORHEAD
COMMUNITY THEATRE

Northern Prairie Performing Arts Board of Directors Application and Data Form

PERSONAL INFORMATION:

NAME (please include professional designations)

Address (personal)

Phone (personal)

Email (majority of communication is via email)

BUSINESS AFFILIATION:

Company Name

Title/Position

Address

Phone

CIVIC APPOINTMENTS:

MEMBERSHIPS AND OFFICES HELD:

AREAS OF EXPERIENCE OR EXPERTISE WHICH MIGHT BE HELPFUL TO NORTHERN PRAIRIE PERFORMING ARTS (check as many as apply)

- | | | |
|---|---|--|
| <input type="checkbox"/> Budget and Fiscal Controls | <input type="checkbox"/> Non-Profit Governance | <input type="checkbox"/> Public Sector |
| <input type="checkbox"/> Education | <input type="checkbox"/> Theatre/Production | <input type="checkbox"/> Membership |
| <input type="checkbox"/> Personnel/Human Resources | <input type="checkbox"/> Volunteer Organization | <input type="checkbox"/> Marketing |

AREAS OF INTEREST IN NORTHERN PRAIRIE PERFORMING ARTS:

FUND RAISING METHODS IN WHICH YOU HAVE PARTICIPATED:

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Foundations | <input type="checkbox"/> Corporations | <input type="checkbox"/> Drives |
| <input type="checkbox"/> Special Events | <input type="checkbox"/> Planned Giving | <input type="checkbox"/> Marketing |
| <input type="checkbox"/> Special Giving | <input type="checkbox"/> Grant Research | |

CONTACTS WHICH MAY BE HELPFUL TO NORTHERN PRAIRIE PERFORMING ARTS:

NOMINATED BY _____

COMMENTS

NPPA has a City of Fargo liquor license which requires the organization to conduct a criminal background check on all staff and NPPA board members. The following questions are required for the State regulated background check. All information obtained will remain confidential and stored on the NPPA/FMCT sharepoint server.

1. Are you prevented from lawfully becoming employed in the U.S.? yes no
2. Date of Birth _____
3. Social Security Number _____
4. Have you been convicted of a felony or misdemeanor within the last 5 years? yes no

PLEASE RETURN IN-PERSON AT A REGULARLY SCHEDULED BOARD MEETING, VIA EMAIL AT info@fmct.org, OR VIA MAIL TO: The Fargo-Moorhead Community Theatre, PO Box 1349 Fargo, ND 58107



Northern Prairie Performing Arts Board of Directors Statement of Intent

As a member of the Board of Directors of Northern Prairie Performing Arts, I understand that I have duties and responsibilities to the organization. These shared duties and responsibilities provide a basis of trust with the other board members, and I will fulfill them to the best of my ability. Such duties and responsibilities include those defined in the Northern Prairie Performing Arts (FMCT) By-Laws, the NPPA/FMCT Board Application, and the NPPA/FMCT Civility Pledge documents. I understand that as the facility and programming continue to be enhanced to serve the community needs, these responsibilities may change.

I understand that I am required to participate in regular and special meetings of the board and its committees. Such participation includes attendance at performances, events, scheduled and special board meetings, and telephone consultation as needed. I understand that if I have unexcused absences from board meetings, my board seat may be declared vacant. If I anticipate prolonged absence due to circumstances beyond my control, I understand that I should request a leave of absence from my board duties and responsibilities.

I have read the Northern Prairie Performing Arts (FMCT) By-Laws, the NPPA/FMCT Board Application, and the NPPA/FMCT Civility Pledge documents. I agree to have my name placed in nomination to the Board of Directors of Northern Prairie Performing Arts.

Signature

Date

Printed Name



Conflict of Interest Policy

*for Northern Prairie Performing Arts/The Fargo Moorhead Community Theatre
(NPPA/FMCT)*

Article I: Purpose

The purpose of this conflict-of-interest policy is to establish the procedures applicable to the identification and resolution of conflicts of interest in the context of transactions or arrangements entered into by **[NPPA/FMCT]** where an Interested Person (defined below) may have a Financial Interest (defined below) in or Fiduciary Responsibility (as defined below) towards an individual or entity with which **[NPPA/FMCT]** is negotiating a transaction or arrangement. The determination that a conflict of interest exists does not prohibit **[NPPA/FMCT]** from entering into the proposed transaction or arrangement provided that the procedures set forth in Article III below are followed. 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, officer, employee, or member of a committee with board-delegated powers who has either (a) a direct or indirect financial interest, as defined below (“Financial Interest”); or (b) a fiduciary responsibility to another organization, as defined below (“Fiduciary Responsibility”), is an Interested Person.

2. Financial Interest

A person has a Financial Interest if the person has, directly or indirectly, through business, investment or family (which are spouse or domestic partner, parents, children and stepchildren, siblings, spouse or domestic partner of a sibling, and other relatives living with such person):

- A. An ownership or investment interest in any entity with which **[NPPA/FMCT]** has a transaction or arrangement (including but not limited to grants);
- B. A compensation arrangement with **[NPPA/FMCT]** (other than for services as an officer, director, or employee) or with any entity or individual with which **[NPPA/FMCT]** has a transaction or arrangement (including but not limited to grants);
- C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which **[NPPA/FMCT]** is negotiating a transaction or arrangement (including but not limited to grants); or
- D. Other than an arm’s-length relationship with prospective or actual grantees relative to the design of specific projects, preparation of specific proposals and review and oversight of funded projects, and **[NPPA/FMCT]’s** related activities.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. Gifts and favors include any gratuitous service, loan, discount, money or article of value, but does not include loans from financial institutional on customary terms, articles of nominal value ordinarily used for sales promotion, ordinary “business lunches” or reasonable entertainment consistent with local social or business customs.

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 board or appropriate committee decides that a conflict of interest exists.

3. Fiduciary Responsibility

A person has a Fiduciary Responsibility towards an organization or individual if he or she:

- A. Occupies a position of special confidence towards such organization or individual;
- B. Holds in trust property in which another person has the beneficial title of interest, or who receives and controls the income of another; or
- C. Has a duty of loyalty or duty of care to an organization (by virtue of serving as an officer or director of an organization or other position with similar responsibilities). A duty of loyalty requires the person to refrain from dealing with the organization on behalf of a party having an interest adverse to the organization and refrain from competing with the organization. A duty of care requires the person to discharge his or her duties in good faith and in a manner he or she reasonably believes to be in the best interests of the organization.

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

Article III: Procedures

1. Discharge of Duties

It is the responsibility of each director, officer, employee, and member of a committee with board-delegated powers to discharge his or her duties as a director, officer, employee, or committee member in good faith, in a manner the person reasonably believes to be in the best interests of [NPPA/FMCT], and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

2. Duty to Disclose

In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence and nature of his or her Financial Interest or Fiduciary Responsibility and all material facts to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangements. If an employee, the disclosure can be made to the employee's supervisor, who will communicate the disclosure to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangements. Such disclosure shall be made as soon as the conflict of interest is known to the Interested Person.

3. Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest or Fiduciary Responsibility and all material facts, and after any discussion with the Interested Person, he or she shall leave the board or committee meeting while the final 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.

4. Procedures for Addressing the Conflict of Interest

- A. An Interested Person may make a factual presentation at the board or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest. An Interested Person shall not actively participate in the discussion of, or vote on, the transaction or arrangement that results in the conflict of interest, either formally at a board or committee meeting or informally through contact with individual board or committee members. In addition, the Interested Person should not be counted in determining whether a quorum is present for the board or committee meeting at which the transaction or arrangement that results in the conflict of interest is to be voted upon.

- B. The chair of the board or committee 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 **[NPPA/FMCT]** 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 (or other voting requirement, as provided in the Bylaws of **[NPPA/FMCT]** of the disinterested directors whether the transaction or arrangement is in **[NPPA/FMCT]**'s interest, and for its own benefit and whether the transaction is fair and reasonable to **[NPPA/FMCT]**, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
- E. Interested Persons who have an actual or potential conflict of interest with respect to a Financial Interest or Fiduciary Responsibility that is not the subject of board or committee action shall refrain from any action that may affect **[NPPA/FMCT]**'s participation in the transaction or arrangement that results in the conflict of interest. In the event it is not entirely clear that a conflict of interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a conflict of interest that is subject to this policy.

5. Violations of the Conflicts of Interest Policy

- A. If the board or committee has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest or failed to discharge his or her duties in accordance with the fiduciary responsibilities, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.
- B. If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the board or committee determines that the Interested Person has in fact failed to discharge his or her duties in accordance with this policy or to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective actions.

Article IV: Records of Proceedings

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

- A. The names of the persons who disclosed or otherwise were found to have a Financial Interest or a Fiduciary Responsibility in connection with an actual or possible conflict of interest, the nature of the Financial Interest or Fiduciary Responsibility, 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.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the names of the persons who recused themselves from such discussion and votes, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V: Compensation Committees

A voting member of any committee with board-delegated powers whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from **[NPPA/FMCT]** for services is precluded from voting on matters pertaining to that member's compensation.

Article VI: Annual Statements

Each director, officer, employee, and member of a committee with board-delegated powers annually shall sign an acknowledgement and disclosure form that:

- A. Affirms that such person has received and reviewed a copy of the conflict-of-interest policy and agreed to comply with its terms; and
- B. Requires that such person disclose any Financial Interest in or Fiduciary Responsibility towards any entity such person believes may enter into a proposed transaction with **[NPPA/FMCT]** in the upcoming year.

Article VII: Periodic Reviews

To ensure that **[NPPA/FMCT]** 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 the following subjects:

- A. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining;
- B. Whether any grants are made to disqualified persons, or otherwise result in an excess benefit transaction; and
- C. Whether arrangements with other organizations conform to **[NPPA/FMCT]**'s applicable written policies, are properly recorded, reflect reasonable payments for goods and services, if any, further **[NPPA/FMCT]**'s charitable purposes and do not result in inurement or impermissible private benefit.

Article VIII: Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, **[NPPA/FMCT]** may, but need not, use outside experts. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

Conflict of Interest Policy for **[NPPA/FMCT]**

Approved by Board of Directors: January 9, 2024



Conflict of Interest Disclosure Form

*for Northern Prairie Performing Arts/The Fargo Moorhead Community Theatre
(NPPA/FMCT)*

1. Conflicting Organizations

I am a director, trustee, officer, employee, representative of, or have a Financial Interest in the following organizations that have or may have a conflict with the interests of [NPPA/FMCT]:

Organization and Title or Interest:

2. Conflicting Activities/Obligations

I am involved in no activity or transaction, nor am I a party to any contract involving interests that are or could be found to be adverse to [NPPA/FMCT], except for the following:

3. Conflicting Business Opportunities/Commitments

I have not committed to, nor am I pursuing, any business opportunity that does or might adversely affect [NPPA/FMCT], except for the following:

4. Conflicting Relationships

I do not have a Fiduciary Relationship with any person with whom [NPPA/FMCT] is pursuing a business opportunity, except for the following:

5. Other Potential Conflicts

Any other concerns I may have regarding actual or potential conflicts of interest are listed below:

6. Acknowledgment

The undersigned, being a director, officer, employee, or member of a committee with board-delegated powers of **[NPPA/FMCT]**, hereby acknowledges the following:

1. I have received a copy of **[NPPA/FMCT]**'s Conflict of Interest Policy (the "Policy").
2. I have read and understand the Policy.
3. I agree to comply with the Policy.
4. I understand that the Policy applies to the board of directors, officers, employees, and members of committees with board-delegated powers of **[NPPA/FMCT]**.
5. I understand that **[NPPA/FMCT]** is a nonprofit organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.
6. The above information concerning conflicts and potential conflicts is true, correct, and complete to the best of my knowledge.

Signature

Date

Printed Name

Title/Role

FMCT Quick Facts

Fargo-Moorhead Community Theatre (FMCT) was founded in the spring of 1946. The first production was *My Sister Eileen*; performed at the Moorhead Middle School.

Productions were performed at various venues around the community until the Emma K Herbst Playhouse opened in 1967. Located in Island Park.

Dustin Hoffman was Artistic Director for one year in the early 1960's. He directed 3 plays at FMCT.

First Board President was Aubrey Hook.

Hazelle and George Nassif ran the box office out of their business and home for several decades. The 'staff' were all volunteers when the playhouse first opened.

Wayne "Doc" Candor was most instrumental in getting the current theatre built. He donated materials or got them donated. He persuaded workers in his construction company to donate their time to erect the building. A large amount of money was still needed to put up the building even with all of the material and labor donations. The Herbst family, along with many other community members, made generous donations.

The theatre building was four stories. The first floor contained the offices, lobby, classroom, kitchen, restrooms, library, theatre auditorium, scene shop and dressing rooms. The costume shop and costume storage were on the second floor in addition to the technical booth and props storage rooms. The third floor housed chairs, rugs, costumes and lighting instruments along with access to the catwalks over the stage. The fourth floor stored additional costumes. The theatre had a few off-site storage garages for larger furniture and set pieces. The basement contained the mechanical systems of the theatre along with infrequently used furniture items.

In 1994, an expansion project added a gazebo, classroom, women's restroom, and the kitchen. Some additional projects were completed in the auditorium as well. FMCT paid for ALL of its construction for these projects.

In 1998, a severe flood in the basement was caused by a sprinkler-system. Several hundreds of thousands of dollars in damages occurred. Everything was covered by insurance but the repairs took almost two years to complete.

Since 1946, FMCT has produced hundreds of shows with the help of thousands of volunteers of all ages and abilities. Over 1,000,000 individuals have viewed live theatre at FMCT.

FMCT is the largest non-academic, producing theatre organization between Minneapolis and Spokane.

Prairie Theatre Academy was founded in 1980 by Anne VanderMaten. This program introduced school-aged children to the world of performing arts. This program's name was changed to the Children's Studio Theatre in 2009.

Silver Follies was founded in 1991 by Anne VanderMaten. This program supports theatre productions with a cast 55+ years of age and remains the single largest avenue for the expression of art by seniors in this region.

In 2014 FMCT created Training Ground, an education program that includes the Children's Studio Theatre, Silver Follies and now includes all age groups in an educational format.

The STAR program works with various social service agencies to distribute tickets for preview performances to individuals who would otherwise be unable to attend the shows. Founded in 2000, FMCT has provided thousands of tickets to agencies. In 2018 the title STAR program ended, but FMCT continues to give tickets at no cost to anyone with need.

Founded in 2002, the POSITIVE Project provide scholarships for Children's Studio Theatre programming to underprivileged children and youth. This program continues under the Training Ground. In 2020 the POSITIVE Project title ceased to exist, but any student without financial means is awarded free tuition at FMCT.

Days of Wine and Roses was created in 2000 and is FMCT's annual fundraising event. The event includes wine tasting and a live and silent auction to raise funds for the theatre. In 2014 the name of the event was changed to Vintners' Spotlight. Due to the cost and small return, beginning in 2022 Rock the Boat – karaoke fundraisers took the place of Days of Wine and Roses.

The Emma Awards, created in 2001, is an annual awards event celebrating all of the volunteers on and off the stage. The Emma Awards ended with the pandemic.

FMCT regularly presents American Sign Language interpreted performances for patrons who are deaf. FMCT introduced audio description, where a narrator describes the visual elements of a production to patrons who are blind or have low vision, to the Red River Valley. FMCT owns the ONLY Audio Description equipment in the area and regularly loans it to other organizations free of charge.

Northern Prairie Performing Arts received a grant in 2006 from the Bush Foundation to create a professional touring company. The actors were hired on a full-time basis. The touring company closed in 2010.

In 2011 FMCT received the largest monetary gift in its history (\$600k). Through this donation the gazebo was enclosed offering additional space for events, creating a more efficient box

office area as well as updating the lobby area. In February 2012, the Katherine Kilbourne Burgum Pavilion was dedicated and FMCT now has a beautiful entrance to the facility. When the theatre in Island park was torn down – the promise was made to Governor Doug Burgum that something in the new building would be named after Katherine Kilbourne (his mother).

In 2022 the largest monetary gift in FMCT history was pledged toward the new building on NP Ave (\$1.5M).

FMCT has belonged to or participates with the following organizations:

The Chamber of Commerce of Fargo Moorhead West Fargo

Red River Area Attractions

AACT - American Association of Community Theatres

Arts Partnership

Minnesota Association of Community Theatres

North Dakota Arts Alliance

Association of Fund-Raising Professionals

Downtown Community Partnership

Charitable Gaming Association of North Dakota

Fargo Youth Commission

Association for Children and Youth in Theatre

Directors of Volunteer Services

NESC – Northeast Education Services Cooperation

YWCA – Young Women’s Christian Association

North Dakota Council on the Arts

Moorhead City Government

Fargo City Government

The Kilbourne Group

Global Development

FMCT Awards and Accolades

1997 Governor’s Arts Award

2000 Access in Arts Award from VSA Arts and the Metropolitan Life Foundation (national)

2001 Access in Arts Award from VSA Arts (Minnesota)

2022 YWCA Arts and Culture Woman of the Year – Executive Director, Judy Lewis

2024 YWCA Women’s Empowerment Nominee – FMCT

2024 Chamber Choice Award Nominee