

Southeastern Theatre Conference
BYLAWS COMMITTEE
Manual of Operations
(Approved March 2, 2016)

PART I. OPERATING PROCEDURES

Regarding Operating Procedures:

Rule I. 17 Part I. Operating Procedures. In this section should appear as much detail as may be necessary about how the subject group or activity functions. These procedures are not binding upon future users of the manual, but rather constitute useful hints from previous activists. They may be changed at any time.

1. Every committee member should be fully familiar with the Articles of Incorporation, Bylaws, and Rules of the Association, all of which are available in the annual Directory. The portions quoted in Part I above are only the ones that specifically mention this committee. In addition, committee members should be familiar with Chapter 617 of Florida Law (available online at <http://www.leg.state.fl.us/citizen/documents/statutes/1997/ch0617/titl0617.htm>) which is the legal authority under which our Articles of Incorporation are established and which contains several provisions binding upon our operation.

2. Duties of this committee include:

- a. Reviewing proposals for changes in the Articles of Incorporation and Bylaws, however originated, and making recommendations thereupon to the Executive Committee.
- b. Keeping the Rules of the Association in good order by advising any individuals proposing changes therein and by assembling and proofreading approved changes after every meeting of the Board of Directors.
- c. Studying problems referred to the committee that may involve changes in the Articles of Incorporation, Bylaws, or Rules of the Association, and recommending appropriate changes to the Executive Committee.
- d. Originating proposals for changes in the Articles of Incorporation, Bylaws, or Rules of the Association when the committee deems it wise to do so.
- e. Advising the President of current or developing situations that appear to involve violations of the Articles of Incorporation, Bylaws, or Rules of the Association in order that the President may take whatever action seems wise.
- g. Proofreading the Articles of Incorporation, Bylaws, and Rules of the Association to confirm their accuracy before they are printed in the annual Directory.
- h. Reviewing manuals as provided in Rule I.18 above.
- i. Submitting news items as appropriate. Whenever possible the chair should submit items to *SETC News* editor via email by the 7th day of the months of January, March, May, July, September and November.

3. This committee does nearly all of its work by e-mail and will rarely need to meet physically. It is important that every committee member have ready access to e-mail and a willingness to respond promptly. Keeping the committee small in size (often just three members) promotes this communication process.

PART II. POLICY FROM HIGHER AUTHORITY

Bylaws

Article II

Proposed changes in these Bylaws and in the Articles of Incorporation, however originated, shall be studied by the Bylaws Committee and by the Executive Committee. Proposed amendments approved by the Executive Committee and the Board of Directors shall be circulated to the membership at least two weeks prior to the meeting of the membership at which they are to be submitted for approval. A vote for such approval may occur at any annual meeting or at a special meeting called for that purpose. To become effective, amendments to the Articles of Incorporation require approval by a two-thirds vote, and amendments to the Bylaws require approval by a majority vote.

Article V

Section 3. The Vice-President of Administration shall:

- (1) oversee activities related to governance and administration of the Corporation;
- (2) preside at meetings of the Administrative Council;
- (3) report to the Corporation concerning administration and proceedings of the Administrative Council
- (4) coordinate reports of the Advisory Councils;
- (5) solicit current operations manuals for all ongoing Corporation functions;
- (6) collaborate with the Executive Director regarding administrative matters of the Corporation;
- (7) perform the duties of the President when designated to do so by the President or when both the President and the elected Past President are unable to fulfill such duties.

***Article X* STANDING COMMITTEES**

Section 1: The Bylaws Committee shall consist of a chair appointed by the President and members selected by the chair on the approval of the President. It shall review all proposals for changes in the Articles of Incorporation or Bylaws and make recommendations to the Executive Committee.

***Article XI* ADVISORY COUNCILS**

Section 1. The Advisory Councils shall be composed of:

- (1) the chairs of all committees, including those concerned with auditions, festivals, awards, and activities;
- (2) the Liaison Officers;
- (3) a Vice-President of the Corporation, acting as chair.

Section 2. Each Advisory Council shall meet at the call of its chair to consider the reports of all of its members and to recommend action to the Executive Committee. Advisory Councils may recommend to the incoming President candidates for all appointive positions.

Section 3. Committee chairs shall:

- (1) furnish leadership to their respective committees;
- (2) stimulate and develop interest in their assigned areas;
- (3) file written reports on the dates requested by the Vice-President chairing their respective Advisory Council;
- (4) keep their operational manuals up to date;
- (5) collaborate with the Executive Director and Central Office staff.

Section 4. Chairs of Advisory Councils shall:

- (1) be Vice-Presidents of the Corporation;
- (2) furnish leadership to their respective Advisory Councils;
- (3) serve as advocates to the Board of Directors and the Executive Committee;
- (4) solicit written reports from the members of their own Advisory Council;
- (5) coordinate with the Vice-President of Administration to establish dates for submission of reports;
- (6) file written reports on the dates requested by the Vice-President of Administration.

Section 5. The Advisory Councils shall be classified as:

- (2) the Administration Council, convened by the Vice-President of Administration acting as chair, comprised of the chairs of the Bylaws Committee, Long Range Planning Committee, and Nominations Committee, and chairs of other committees charged with administrative or organizational functions, along with other chairs recommended by the Executive Committee;

Article XIV

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

Rules of the Organization

Rule I.1. Rules. The SETC Rules of the Association have the sense of the term "Standing Rules" as defined in the latest edition of *Robert's Rules of Order*. These Rules may be created, amended, or deleted only by the Board of Directors, and then only by a motion that clearly states its own intention to create, amend, or delete a Rule. All such motions must be submitted to the Bylaws Committee for comment before Board action. One-time exceptions to existing Rules may be approved by the Executive Committee, provided that the exception is reported to the Board of Directors at its next meeting. (9/6/08)

Rule I.2. Publishing Bylaws and Rules. The Bylaws Committee shall proofread camera-ready copy for all printings of the Articles of Incorporation, Bylaws, and Rules of the Association, in order to certify their accuracy, before the central office is authorized to print them. All Rules created or amended after March 6, 1991, shall be printed with an indication of the date of their creation or amendment.

Rule I.4. Semi-Annual Reports. The semi-annual reports described in the Bylaws and required for timely submission to the Executive Committee are submitted on or before the deadline established by the Administrative Vice-President. Those semi-annual reports containing action items and/or items of interest will be mailed to Board and Advisory Council members prior to the Executive Committee meetings. The Administrative Vice-President will read the reports submitted by the deadline and distribute to the Board an action agenda showing only those items that require Executive Committee or Board action. No action items or reports will be discussed in the Reports portion of the Executive Committee agenda unless submitted to the Administrative Vice-President by the deadline. Members of the Board and Advisory Council will receive a list of reports submitted and not submitted. (3/15/98)

Rule I.6. Meeting Dates. The annual convention will begin on the first Wednesday in March, except that, in extraordinary circumstances, the Executive Committee may approve beginning the convention no more than one week before or after that Wednesday. The fall auditions and Board of Directors and Advisory Council meeting will be held on the first weekend following Labor Day. In addition to meetings during the annual convention and fall Board of Directors

meeting, the Executive Committee will meet during the weekend immediately following the first Sunday in January and the weekend immediately following the second Sunday in May. (9/6/14)

Rule I.17. Preparation of Manuals. All manuals must be prepared in the following format:

Part I. Operating Procedures. (In this section should appear as much detail as may be necessary about how the subject group or activity functions. These procedures are not binding upon future users of the manual, but rather constitute useful hints from previous activists. They may be changed at any time.)

Part II. Policy from Higher Authority. (In this section should be quoted any Bylaws, Rules, Board or Executive Committee actions, or other policy statements bearing on the work of the manual's subject group. These policy statements may not be changed except by acceptance of the higher authority involved.)

Part III. Regulations from This Constituency. (In this section should be presented in full any decisions by the manual's subject group that are intended to be binding on future operation. These regulations may not be changed except when the subject group meets.) All manuals must be set in 12 point Times New Roman and structured in MLA outline format. At the end of the manual, there should appear the name of the originator of the latest revision and the date of its acceptance by the Executive Committee. Manuals may not contain commitments to specific dollar amounts or to any expenditures. At the end of the division or committee chair's term of office all copies of the minutes, budget, and other information shall be passed on to the next chair and copies shall also be sent to archives. (09/06/2008)

Rule I.18. Procedures for Updating Manuals. The Vice-President of Administration solicits current operations manuals and asks that all committee chairs, division chairs, officers and festival chairs to send changes to the appropriate Vice-President. Any constituency wishing to amend its manual may do so by clearly highlighting proposed changes in an electronic copy of the document and submitting the manual to the designated Vice-President. The designated Vice-President collaborates with the Executive Director on proposed changes to Part I Operational Procedures as appropriate. All amended manuals are then sent to the Bylaws Committee, which shall advise whether each manual conforms to applicable Bylaws, Rules, and other directives of the Corporation. Nonconforming manuals will be returned to the designated Vice-President for further revision and consultation with the appropriate chair or officer. That Vice-President will present manuals conforming to applicable statutes for acceptance at the next regularly scheduled meeting of the Executive Committee. Revisions in Part I Operating Procedures or Part II Policy from Higher Authority may be submitted to the designated Vice-President at any time. Revisions to Part III Regulations from this constituency must follow a vote on such amendments by the constituency during the annual convention.

Process:

1. Committee Chair sends updated manuals to designated Vice-President;
2. Designated Vice-President collaborates with Executive Director on proposed changes to Part I *Operating Procedures* as appropriate;
3. Vice-President sends to Bylaws, who sends response to the designated Vice-President
4. That Vice-President presents manuals to Executive Committee;
5. After approval, Vice-President of Administration sends approved manual to Executive Director;
6. Executive Director facilitates archiving of manual, uploading to website, and copy of approved manual to Committee Chair or Officer. (9/11/2015)

Rule V.2. Nondiscrimination. The right to membership, to hold office, and to participate in SETC activities, including (but not limited to) conventions, meetings, auditions, and performances shall not be abridged because of age, color, disability, gender, gender expression, gender identity, genetic information, military veteran's status, national origin, race, religion, sex, sexual orientation or any other characteristic protected by law. (3/7/12)

Rule V.7. SETC News Responsibilities. All division chairs, state representatives, interest area chairs, and other chairs shall submit appropriate items to *SETC News* on a schedule provided to them. This responsibility shall be included in all appropriate operations manuals. (9/6/08)

CERTIFICATION

Pursuant to Rule I.2 the Bylaws Committee certifies the accuracy of the copy of the Articles of Incorporation, Bylaws, and Rules of the Association contained within this document and that it represents actions of the Board of Directors and general membership through the Board of Directors meeting of September 12, 2015.

Part III. Regulations from This Constituency.

None have been adopted.

Revision of this manual by: Philip G. Hill

Date of Acceptance by the Executive Committee: June 9, 2001

Updated by David S. Thompson, Administrative Vice President, 2/16/05

Date of Acceptance by the Executive Committee: March 2, 2005 - President: Anthony R. Haigh

Revised by Jack Benjamin, Administrative Vice President, June 2010

Date of Acceptance by the Executive Committee: September 11, 2010 – President Alan Litsey

Revised by David S. Thompson, Chair of Bylaws Committee, April 21, 2011

Date of Acceptance by the Executive Committee: Sept. 10, 2011

President: Alan Litsey

Revised by David S. Thompson, Chair of Bylaws Committee, April 25, 2012

Date of Acceptance by the Executive Committee:

President: Jack Benjamin

Revised by David S. Thompson, Chair of Bylaws Committee, February 17, 2013

Date of Acceptance by the Executive Committee: March 6, 2013, President: Jack Benjamin

Updated Rule I.18 - Approved by the Executive Committee: September 12, 2015 –

President Tiza Garland

Revised by Dennis Wemm, Chair of the Bylaws Committee, February 24, 2016

Date of acceptance by the Executive Committee: March 2, 2016—President Tiza Garland