

**Southeastern Theatre Conference
Past President Representative to the Executive Committee
Manual of Operations**

PART I. OPERATING PROCEDURES

The Past President Rep to the Executive Committee is elected to the Board in March upon the completion of the election of officers at the annual business meeting of SETC traditionally held on Saturday afternoon of the annual convention.

As a member of the Executive Committee and the Board of Directors, you share in all the decision making for the corporation. You will usually be the most experienced member of the Executive Committee and should be prepared to share your experience and wisdom with the committee. A new "tradition" has the past president serving (by appointment of the President) as parliamentarian for Board of Directors meetings.

In order to assist with the operations of the Executive Committee and the Board of Directors, the Past President should, in concert with the Secretary, check the minutes of Executive Committee and Board meetings for accuracy prior to their distribution.

Although the Past President is not a committee chair (except in his/her responsibilities as Chair of the Personnel Advisory Committee - more on that in the next paragraph) in the strictest sense of the term, many of the functions of the position require communication similar to that of a chair. Whenever possible the Past President should submit items to the SETC News editor via email by the 7th day of the months of January, March, May, July, September and November.

The Past President Rep chairs the Personnel Advisory Committee. This is a standing committee that consists of two additional members appointed by the President "with the advice and counsel of the Executive Committee" to staggered two-year terms. Unlike other committees, the Personnel Advisory Committee reports directly to the Executive Committee, not to a Vice President.

The duties of the Personnel Advisory Committee are to advise the Executive Committee on the contents of the personnel policy manual and to review formal employee grievances and appeals and to make recommendations to the Executive Committee. The Past President Rep should consult, review, and update the Personnel Advisory Committee manual as necessary.

The Past President Rep and the Personnel Advisory Committee are sometimes called upon to assist and advise President, Executive Committee, and/or Executive Director as needed in reviewing areas/issues such as:

- a. Central Office Position Descriptions
- b. Compensation Levels
- c. Insurance and Benefits (Health, IRA, Officer Liability, etc.)
- d. Liability Issues

- e. Discrimination, Harassment, Workplace Violence
- f. Volunteer Policies
- g. Executive Director's Contract

The Past President Rep should be familiar with the organization's grievance policies and other practices and procedures that focus on personnel.

PART II. POLICY FROM HIGHER AUTHORITY

ARTICLE III BOARD OF DIRECTORS

Section 1. The Board of Directors, elected by a majority vote at the annual meeting or convention of members or at special meetings of members whenever necessary, shall be composed of:

- (1) Eight executive officers of the Corporation, each to serve a term of one year,
 - (a) President;
 - (b) a Vice-President of Services;
 - (c) a Vice-President of Administration;
 - (d) a Vice-President of Finance;
 - (e) a Secretary;
 - (f) a Past President of the Corporation, selected from among those individuals who have previously completed a minimum of one full term as President;
 - (g) a Vice-President of Divisions, selected from among the elected Division Chairs;
 - (h) a Vice-President of States, selected from among the elected State Representatives
- (2) a Division Chair from each of the five divisions for a term of two years; with the College and University Division, Theatre for Youth Division, and Secondary School Division Chairs elected in even numbered years, and the Community Theatre Division and Professional Theatre Division Chairs elected in odd numbered years;
- 3) one State Representative each from Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, and West Virginia, serving both this Corporation and the theatre organization in the

respective state which solicits membership from all people actively interested in theatre (including specifically all those represented by the several Divisions of this Corporation) for a term of one year. In the event that no such organization exists in one or more of these states, the Nominations Committee may seek an individual who will execute the duties of this office in such a state or may decline to place a name in nomination. All such state organizations must be organizational members and all State Representatives must be individual members of this Corporation at the time of their election and throughout their tenure in office.

Section 2. The Board of Directors shall have overall responsibility for the affairs of the Corporation when the Corporation is not meeting. It shall review the actions of the Executive Committee, and shall establish Rules of the Association covering matters not determined in the Articles of Incorporation or these Bylaws.

ARTICLE IV EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the eight executive officers of the Corporation.

Section 2. The Executive Committee shall be the administrative, policy making and planning body of the Corporation. It shall be the ultimate authority when neither the Board of Directors nor the Corporation is meeting. The Executive Committee shall report all of its actions, including those specifically authorized in these bylaws, to the Board of Directors, which may overrule any such action or act unilaterally.

Section 3. All Executive Committee meetings shall be announced at least two weeks in advance to the full Corporation membership and shall be open to any Corporation member wishing to attend or to speak except when the Executive Committee votes to go into executive session to discuss personnel matters. Executive sessions shall be for discussion purposes only, and any vote shall be taken after leaving executive session. An exception to the advance announcement may be made in an emergency, but the nature of the emergency must be recorded in the minutes and only business relating to the emergency may be transacted.

ARTICLE V DUTIES OF OFFICERS

Section 6. The Past President shall:

- (1) perform the duties of the President when designated to do so by the President or when the President is unable to fulfill such duties;
- (2) serve ex officio as Chair of the Personnel Advisory Committee;

- (3) serve as liaison to the Past Presidents Committee and report its recommendations to the Executive Committee;

ARTICLE VIII ELECTION OF OFFICERS

Section 1. The Nominations Committee shall present a slate of officers for election at the final general membership meeting of each annual convention. Additional nominations may be accepted from the floor at this time. Officers shall be elected by a majority vote.

Section 2. The Executive Committee shall have the authority to fill any vacancy created by the death, resignation or disability of any elected officers of the association, the replacement to serve until the next regular election.

Section 3. No individual may serve in any single elected office for more than three consecutive terms. Individuals serving as Division Chairs are limited to two consecutive elected terms in said office.

ARTICLE X STANDING COMMITTEES

Section 7. The Personnel Advisory Committee shall consist of the elected Past President as chair and two additional members appointed by the President with the advice and counsel of the Executive Committee to staggered two-year terms. The Personnel Advisory Committee reports directly to the Executive Committee and its duties shall be:

- (1) to advise on the contents of the personnel policy manual;
- (2) to review formal employee grievances and appeals;
- (3) to make personnel recommendations.

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 5. The Advisory Councils shall be classified as:

- (1) the Services Council, convened by the Vice-President of Services acting as chair, comprised of Liaison Chairs, chairs of the Publications Committee and committees or interest groups providing programming or services, along with other chairs recommended by the Executive Committee;
- (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;
- (3) the Finance Council, convened by the Vice-President of Finance acting as chair, comprised of chairs of the Finance Committee, Endowment Fund Committee, and chairs of committees conferring scholarships and awards, along with other chairs recommended by the Executive Committee;
- (4) the Divisions Council, convened by the Vice-President of Divisions acting as chair, comprised of Division Chairs and chairs of auditions, festivals, or activities associated with each division;
- (5) the States Council, convened by the Vice-President of States acting as chair, comprised of the State Representatives

RULES OF THE ASSOCIATION

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 Vice-President of Administration. 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 Vice-President of Administration 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 Vice-President of Administration by the deadline. Members of the Board and Advisory Councils will receive a list of reports submitted and not submitted. (3/8/14)

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 third Sunday in May. (9/8/12)

Rule I. 8. Distribution of Manuals. Outgoing officers and members of the Board and Advisory Council will deliver current copies of the appropriate Manuals of Operations to their successors or make arrangements with the Vice-President of Administration to do so. (3/8/14)

Rule I. 11. Advisory Council Meetings. The Advisory Councils, chaired by the Vice-Presidents, will meet separately before the fall and spring Executive Committee meetings. (3/8/14)

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. (9/06/2008)

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 I.19. Executive Director: Evaluation and Contract Procedures. The Executive Committee is charged with annual evaluation of the work of the Executive Director and, in association with the Finance Committee, determining appropriate contract provisions for future years and including those contract provisions in the minutes. The salary so determined shall be separately voted upon by the Executive Committee and reported to the Board of Directors. In the event of a vacancy, the Executive Committee and up to three additional members appointed by the President will serve as a search committee to find a suitable candidate for Executive Director. (3/15/98)

Rule II. 7. Past Presidents Committee. The Past Presidents Committee is a standing committee which shall consist of all past presidents who are currently members of SETC. The chair shall be appointed from the committee by the President. The elected Past President of the Corporation shall serve ex officio as liaison between the committee and the Executive Committee. The duties of the Past Presidents Committee shall include, but not be limited to,

advising the President and the Executive Committee on such matters as may be brought to the committee's attention. (3/8/14)

Rule III.1. Budget Preparation. Each officer, division or committee chair shall submit a budget request when it is requested by the central office. The Executive Director shall incorporate these requests into a draft budget for the forthcoming fiscal year. This draft budget, together with all budget requests, shall then be studied by the Finance Committee, which will recommend to the Executive Committee for approval a balanced budget. Each officer, division or committee shall operate within the approved budget. (3/15/98)

Rule III. 3. Officer and Board Reimbursement. Reimbursement allowed for officers and Board of Directors members includes trips made to state meetings to represent SETC, and for no more than two trips to the convention site by the Vice-President of Services (Program Chair) for the purpose of convention planning, prior to the convention. For travel to the Winter and Summer Executive Committee Meetings, members of the Executive Committee will be reimbursed for lodging and travel. Travel expenses for those who drive to the meeting will be calculated at a mileage rate to be determined annually at the fall business meeting by the Executive Director and the Finance Committee. For the fall Board of Directors meeting and the annual convention, members of the Executive Committee will be reimbursed for travel expenses not to exceed the cost of two nights' stay at the negotiated rate, including taxes, at the headquarters hotel. The SETC budget will not cover other officer and Board related trips not specifically authorized by this Rule. (3/8/14)

Rule III. 12. **Payment to Members.** Except as provided for elsewhere in these Rules, no SETC member may benefit financially, either in direct payment or by remission of payments otherwise due, as a result of his or her work for SETC. Any exception to this policy must be approved by the Executive Director, who must identify specific budgetary authorization. The Executive Director will refer doubtful or borderline cases to the Executive Committee. (9/6/08)

Rule III.14. Emergency Fiscal Management. The Executive Committee may designate a person to serve temporarily as Acting Executive Director in order to pay accounts as provided in Article XIII, section 1 of the Bylaws in the event that the regularly employed Executive Director is unable to perform his or her duties. (3/10/96)

Rule III.16. Donations to Charitable Organizations. SETC funds shall not be donated to other organizations. With prior approval of the Executive Committee, SETC may support its members in the solicitation of funds for worthy charitable organizations at its annual convention. Members wishing such approval must make a written request to the President by January 1. (9/12/93)

Rule IV. 6. **Distinguished Career Award.** The Distinguished Career Award is established to honor one individual or artistic team each year who has had a distinguished career in the theatre. The recipient is normally invited to speak at the convention. Administration of this award is assigned to the Executive Committee. (3/5/08)

Rule IV. 9. **Davis Award.** The Suzanne M. Davis Memorial Award is established to honor one SETC member each year (providing a suitable recipient is found) for distinguished service to

SETC over a number of years. Administration of this award is assigned to the Nominations Committee, with the final choice made by vote of the Board of Directors. (9/6/08)

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. 3. Voting Membership on the Board. No individual may hold more than one voting position on the Board of Directors. (3/8/14)

Rule V. 4. Board and Committee Membership. All officers, Board of Directors and Advisory Council members, and committee members (except the Local Arrangements Committee) must individually be current members of SETC. Employees of the SETC Central Office may collaborate with and serve committees, without vote, as an aspect of their job descriptions or as instructed by the Executive Director upon the request of the Executive Committee. (3/8/14)

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. (3/8/14)

PART III. REGULATIONS FROM THIS CONSTITUENCY

Not applicable.

Prepared on June 21, 1996 by Clifton S. M. Egan

ACCEPTED BY THE EXECUTIVE COMMITTEE - Signed by David Wohl, 9/6/96

Revised August 7, 2003 by Jack Benjamin

Date of Acceptance by the Executive Committee: September 6, 2003 - President: Jonathan Michaelsen

Revised February 22, 2005 by Jonathan Michaelsen

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

Revised by David S. Thompson, Administrative Vice President, February 23, 2006

Date of Acceptance by the Executive Committee: March 1, 2006 - President: Denise Halbach

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 Wohl, Past President Representative to the Executive Committee, August 27, 2015

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