

Southeastern Theatre Conference
SECRETARY
MANUAL OF OPERATIONS

SETC MISSION STATEMENT: Connecting You to Opportunities in Theatre

DESCRIPTION: As a member of the SETC Board of Directors and Executive Committee (ExCom), the Secretary helps oversee the affairs of the organization and has fiduciary responsibility that serves to steer it towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies. All board members are expected to make decisions in the best interest of the corporation.

The Secretary is responsible for the official record of ExCom, Board of Directors, Business, and membership meetings for the corporation. In addition to this primary responsibility, the Secretary collaborates with the Executive Director and Central Office to maintain necessary records of the Board, as well as facilitate the Hall of Fame selection process. The Secretary is elected by the membership at large at its annual membership meeting during the Spring convention.

PART I. OPERATING PROCEDURES *(In this section should appear as much detail as may be necessary about how the subject group functions. These procedures are not binding upon future users of the manual, however they serve as important guidelines from previous committee leaders, as well as the SETC leadership team. Part I of this manual may be revised as needed or desired, following procedure outlined in Rule 1.18, providing that no changes conflict with SETC policies as stipulated in Articles of Incorporation, Bylaws, or Rules.)*

I. Minutes (of ExCom, Board and convention business meeting)

- A. Attendance ***of voting membership*** shall be taken at each meeting and reported with the minutes of the Board and Executive Committee meetings. Central Office will also keep a record of contact information (mailing address, phone, and email address) for all voting members, and may ask the Secretary to assist in updating records.
- B. At the beginning of a Board Meeting, the Secretary will call roll and announce the presence of a quorum. Voting members include the 8 officers, 5 division chairs (one of which is VP of Divisions), and 10 state representatives (one of which is VP of States).
- C. The General Business Meeting is a meeting of the full membership of the Corporation. It primarily consists of elections of officers and approval of such Rules changes that require the vote of the full membership. A quorum will be established at 1% of the membership registered at the convention. The Secretary will announce the quorum after it has been established.
- D. Minutes will include a record of all actions taken and a summary of the relevant discussion. Motions should be marked in bold and set off from the discussion to make them easily identifiable.

- a. If necessary, the President shall appoint a Scribe to take detailed notes of the meeting so the Secretary shall be free to fully participate. The Scribe must make the notes available to the Secretary within 48 hours of the conclusion of the meeting.
 - b. When recording the Rules or Bylaws changes, include the action item as stated in the language of the motion, but not the restated rule, for example” Move to amend rule XLII.1, striking the phrase ‘the group’ and replacing it with ‘the committee.’”
 - c. The timeline for editing the minutes is as follows:
 1. Within two weeks of the conclusion of a meeting or series of meetings, a draft of the completed minutes with a summary of action items on the last page should be sent to ExCom, ED, and the Bylaws Committee for correction and approval.
 2. Within four weeks of the conclusion of a meeting or series of meetings, the now corrected document should be sent to ED and Elected Past-President for review in order to ensure consistency and representation from all constituencies.
 3. Within six weeks of the conclusion of a meeting or series of meetings, the now doubly corrected document will then be sent to the Central Office for distribution. The Secretary should then add the new Action Items to the compiled document of Action items since 1982. Action items from the Executive Committee meetings will be read during the next Board meeting.
- E. The official book of minutes is maintained at the Central Office. The Secretary shall keep a personal file of all minutes taken during his/her term of office and pass the file on to the next secretary.

II. Meetings

- A. Board of Directors. The Board meets semi-annually during the first weekend following Labor Day in September and twice during the annual convention in March.
- B. Executive Committee. The Executive Committee meets prior to the Board meeting in September and on the Tuesday prior to the first Board meeting in March. There may be other meetings during the convention. The Executive Committee also meets in the first weekend in January and a time to be determined in May.
- C. The Corporation. The General Business Meeting for the Southeastern Theatre Conference is held on Saturday afternoon at each Spring Convention.
- D. State Meetings. Each member of the Executive Committee is expected to represent SETC at one or more state meetings, other than one's home state if possible. Assignments are usually made at the summer Executive Committee meetings. A brief report should be prepared for distribution to the Executive Committee and Central Office.

III. Other Responsibilities

- A. The Secretary will answer all SETC correspondence promptly.

- B. Collaborate with the Executive Director and Central Office. Because the Executive Director provides leadership for the organization and, with the organization's professional staff, is responsible for the success of SETC's mission, vision, and all operations, effective partnership and communication is important between the committee chair, the Central Office staff, and the ED. This collaboration enhances the development of ideas and supports the planning and execution programs and services; ensures marketing/promotion support; and strengthens processes, funding, and budgetary challenges while assisting with schedules, deadlines, and timelines.
- C. The Secretary should coordinate with the Chair of the By-Laws Committee regarding any changes in the Rules of the Association that are approved by the Board of Directors, in order for the minutes to contain exactly accurate wording.
- D. All officers are invited to the Presidents' dinner on the first day of the March convention, which is usually hosted. All officers are expected to attend the Convention luncheons and Awards Banquet at their own expense.
- E. SETC News Schedule
 - a. The Secretary should submit a column of 100-200 words for publication in the March/April issue of *SETC News* every year.
- F. The Secretary is responsible for coordinating the ExCom vote for Hall of Fame inductees.
 - a. Members of the board, SETC staff, or members of SETC in good standing can nominate whomever they feel appropriate. Nominations may be made from September 1 – October 30 prior to the Spring convention via online form.
 - b. The Secretary is responsible for collecting and delivering all nominations to ExCom by November 15 of each year. The nominations list will remain open from year to year, staying valid for 3 years.
 - c. ExCom should make a decision by the end of the Winter Meeting. The Secretary is responsible for counting the vote.
 - d. Each year a limit of 3 individuals will be inducted each year with the exception of the first year being a limit of 5.
 - e. The induction should take place during the annual Business Meeting.
 - f. Those individuals who are inducted will have given significant service to the organization, but do not have to be members.
 - g. If an individual has received the Suzanne Davis Award they are still eligible for inclusion into the Hall of Fame.
 - h. Upon induction, a plaque will be presented to the inductee, and their name will be placed on a "virtual" plaque that is always present on our website.
- G. The Secretary is responsible for filing copies of all Conflict of Interest disclosure statements with the official corporate records of SETC.
- H. Succession.
 - a. At the conclusion of the Secretary's term of service, the Secretary will review the manual of operations for the position and submit any changes to Operating Procedures to the Executive Committee following the procedures outlined in Rule I.18.
 - b. The Secretary will contact the newly appointed Secretary to provide information to aid in the transition period as the Secretary takes office. This should include,

but is not limited to, minutes taken while in service, the compiled Action Items document, and Hall of Fame nominations spreadsheet.

IV. Recommendations

- A. The position of Secretary is as easy as you want to make it and as hard. Make it easy by recording your notes electronically and then use those notes to edit into a first draft for distribution to ExCom. This is also handy for marking action items for later distribution to Bylaws.
- B. Your notes are your own and stream-of-consciousness recording has proven most effective. Use the audio recording to back up what you couldn't hear, but not for the initial recording of notes. Minutes should include the tenor of the discussion as well as the facts. The minutes should be a reflection of what was done in the meeting and not necessarily a transcription of everything that was said.
- C. Writing and reporting style is individual. Some Secretaries have preferred to call each action item a "resolution," while others have used the less formal term "motion." While "resolution" (usually as "resolved" or "be in resolved") is actually more correct, in common usage it is an action item that should be done, but not necessarily will be done. Use your discretion. Some have included the name of the mover and second in the text of the motion, others have added it on. Others have used a notation as in (Wemm/Haigh m/s) as a subscript. Others have included these notations as a narrative opening to a paragraph: "Wemm moved and Haigh seconded that..." There has been no consensus or preference from the officers, Board or membership as to which works best.
- D. The minutes are the historical record of the corporation, but they are also a means for those serving the Board to have their contributions included in that record. Try to attach names to comments as often as possible in less formal discussion as well as to action items.
- E. The Bylaws Committee is one of your greatest resources. They have the job of bringing language into line with existing rules and Bylaws, and with revising current rules so that "clean copy" is sent to Central Office for publication. They will refer the restated rule back to you, and this may then be included in the minutes to clarify the language of motions.

V. Budget. The Secretary will receive budget request forms. Complete and submit the budget request to the SETC Executive Director according to the deadline given (typically in the fall).

PART II. POLICY FROM HIGHER AUTHORITY

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 5. The Secretary shall:

- (1) keep a full and accurate record of the proceedings before the Executive Committee, the Board of Directors, the annual convention and special membership meetings;
- (2) report to the Corporation as indicated within these Bylaws and the Rules of the Association;
- (3) perform such duties not specifically herein enumerated as customarily pertain to the office of Secretary;
- (4) collaborate with the Executive Director regarding records, reporting, and correspondence;
- (5) seek or arrange such assistance as may be provided by the Executive Committee for the efficient completion of duties for this office.

ARTICLE IX MEETINGS

Section 1. There shall be an annual convention of members at a time and place fixed by the Executive Committee. At this convention, an opportunity shall be provided for having a business meeting for consideration of business of the Corporation and for hearing and considering reports of committees. One per cent of the membership present by registration at a convention shall constitute a quorum at a business meeting.

Section 2. The Board of Directors and the Executive Committee shall meet regularly each year at annual conventions and in September. Other meetings of either group may be called by the President whenever he or she deems necessary. A majority of the membership of either group shall constitute a quorum.

Rules of the Association

Rule I.2. Maintaining and Publishing Bylaws and Rules. The Bylaws Committee shall maintain the only official text of SETC's Articles of Incorporation, Bylaws, and Rules of the Association. The Bylaws Committee shall certify as to the exact accuracy of any copy of the Articles of Incorporation, Bylaws, or Rules of the Association before it may be published by any means. Any such certification lapses at the beginning of any meeting of the Board of Directors. All Rules created or amended after March 6, 1991, shall be published with an indication of the date of their creation or amendment. (3/5/08)

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 second Sunday in May. (9/6/14)

Rule I.7. Distribution of Minutes. Within two weeks of the conclusion of any meeting of the corporation, the Board of Directors, or the Executive Committee, the Secretary shall electronically circulate, for possible correction, the minutes thereof to Executive Committee members and selected interested parties. No more than two weeks subsequent, corrected minutes shall be sent to the Executive Director, who in turn shall send copies to all members of the Board of Directors, the Advisory Councils, and other interested parties. "Interested parties" shall consist of those SETC members who request to be on the distribution list, provided that the Executive Director may purge the list occasionally by calling for new requests. (3/8/14)

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.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. (09/06/08)

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 designated 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 VP 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. Officers, Festival, Division and Committee Chairs send updated manuals to designated Vice President
2. Designated Vice President collaborates with Executive Director on proposed changes to Part I – Operational Procedures, as appropriate
3. Vice President sends to Bylaws, who sends response back to the designated Vice President
4. Vice President presents manuals to Executive Committee
5. After Executive Committee 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 Chair/Officer. (9/12/15)

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 IV.1 Establishing Awards. Recommendations for awards, memorials, and honors are submitted to the Executive Committee for approval with sufficient definition and detail to clarify (a) how the award is to be designated, and (b) evidence of financial and other commitment for maintaining the award. (3/15/98)

Rule V.1 Alcoholic Beverages. SETC will not sell or provide alcoholic beverages in the hospitality suites or at SETC activities to anyone under the legal age limit established by the laws of the state in which the convention is being held. (9/7/91)

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.5. Smoking Policy. Smoking at all SETC convention meal functions, committee meetings, and programs shall be prohibited. (3/10/91)

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

Actions of the Executive Committee and Board of Directors:

Tape Recording of Proceedings:

"The Secretary of SETC [shall] record, as soon as feasible, proceedings of the Executive Committee and Board meetings, not for transcription but for backup in the authentication of records." (ExCom 3/4/86)

"The purpose of the tape recordings of SETC meetings is to assist the Secretary's compilation of the minutes and they are not to be referenced during the meeting." (Board 3/2/88)

Action Items:

"The Secretary shall keep and update, as a separate document, a complete listing of action items from the minutes of the Board of Directors and the Executive Committee meetings going back to 1985." (ExCom 9/9/90)

Prepared by: Susan S. Cole (9/29/94)

Revised by Donald H. Wolfe (1/28/95)

Revised by Dennis J. Wemm (1/2/03)

Revised by Dennis J. Wemm (3/1/05)

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 Adanma Onyedike Barton (2/29/2016)

Date of Acceptance by the Executive Committee: March 2, 2016 – President: Tiza Garland

Revised by Maegan McNerney Azar, Secretary, August 17, 2017

Date of Acceptance by the Executive Committee: September 9, 2017

Revised by Maegan McNerney Azar, Secretary, December 20, 2017

Date of Acceptance by the Executive Committee: January 6, 2018