

Southeastern Theatre Conference  
STATE REPRESENTATIVES  
Manual of Operations

**State Representative:** As members of the SETC Board of Directors, State Representatives help oversee the affairs of the organization and have fiduciary responsibilities that serve 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.

One State Representative from each of the ten states that comprise the Southeastern Theatre Conference serve as members of SETC's Board of Directors. They Serve SETC as well as their state theatre organizations. State Representatives are normally "designated" (either by election or appointment) by the ten individual state theatre organizations and then nominated by SETC's Nominations Committee. They are elected by the membership at large at the annual business meeting during the convention. All States Representatives must be members of SETC at the time of their election and throughout their tenure in office.

**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.)*

### **1. Advisory Council Duties**

A State Representative serves as part of the States Council and is required to attend annual Fall and Spring States Council meetings. The Fall States Council meeting will be held on the first weekend following Labor Day, and the Spring States Council meetings are typically scheduled the Wednesday of the convention and the Sunday at the end of convention. *Note: Variations to these established meeting patterns have occurred in the past with advanced communication to those impacted by such changes.*

### **A State Representative:**

#### **A. General Responsibilities**

1. be a member of the Southeastern Theatre Conference and the state organization;
2. ensure that the state's annual organizational dues have been paid to SETC in order to protect the state's voting prerogatives and representative with SETC;
3. assist in planning the state meeting held during the SETC Spring Convention.
4. ensure that the state's interests are represented and voiced at SETC Board Meetings

5. contribute to the effective development of the SETC organization and its services

#### **B. Specific Duties and Tasks**

1. annually send a list of new state officers, divisional officers, committee chairs, award recipients, and contest/festival winners at conclusion of annual state convention to the Central Office;
2. meet with other State Representatives before the fall and spring Board meetings to discuss common goals, interests, and problems;
3. provide, where possible, a directory of state members, state officers, and state meeting dates to the Central Office in a timely fashion;
4. serve as the liaison and official host for the representative from the Executive Committee when that person visits the state convention;
5. coordinate arrangements (transportation, lodging, etc.) for the Executive Committee members and/or central office representatives visiting the state convention;
6. serve as an elector as State Representatives to put forward one of their members as a candidate for the position of Vice President of States;
7. attend and vote at Board meetings of the Corporation.
8. report on state conventions for the Jan/Feb issue of SETC News. Deadline: November 7 (with possible extended deadlines for those conventions that occur later);
9. provide a door prize for the annual States Luncheon, provide one or more appropriate items for the Silent Auction;
10. coordinate the décor for the States Luncheon in collaboration with the convention site State Rep;
11. The Vice President of States will receive budget request forms. Complete and submit the budget request to the SETC Executive Director according to the deadline given if necessary.

#### **C. Succession**

At the conclusion of the State Representative's term of service, the Representative will transfer a copy of the State Representatives Manual to the incoming representative and aid the transition period.

**D. Collaboration with Central Office:** Article XI, Section 3 of SETC's Bylaws specifies that all committee chairs "collaborate with the Executive Director (ED) and Central Office staff." 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 of programs and services; ensures marketing/promotion support; assists with funding and budgetary challenges; and strengthens processes while assisting with schedules, deadlines and timelines. Each committee has a designated staff member to assist the collaboration. The designated staff member for this committee is the Program

Manager. Committee chairs should check in with the Central Office regularly in case questions come up so that all issues are resolved in a timely manner.

## PART II: POLICY FROM HIGHER AUTHORITY BYLAWS

### 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) 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;

(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.

Section 3. All Board of Directors 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 Board 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.

Section 4. During the term of office, the Vice-President of Divisions will represent the concerns of all divisions and will continue to serve as a Division Chair. During the term of office, the Vice-President of States will represent all states and will continue to serve as a State Representative. With the exception of said officers and the functions described here no person may hold more than one elective office of the Corporation. Each individual will have a single vote in all matters.

#### 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, policymaking 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 8. The Vice-President of States shall:

- (1) represent activities and concerns of the ten member states of the Corporation;
- (2) preside at meetings of the States Council;
- (3) collaborate with the Executive Directors regarding activities of the States;
- (4) report to the Corporation of proceedings of the States and the States Council.

#### Article VII DUTIES OF STATE REPRESENTATIVES

State Representatives shall:

- (1) provide liaison between the Board of Directors and groups, agencies and organizations within respective states to encourage development of common aims and purposes;

- (2) provide leadership through encouraging membership in this Corporation and assisting in the formation and strengthening of state groups and organizations;
- (3) provide leadership in publicizing state activities by submission of information to *Southern Theatre* and other publications;
- (4) file written reports on the dates requested by the Vice-President of States.

## 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. The President may call other meetings of either group whenever he or she deems necessary. A majority of the membership of either group shall constitute a quorum.

## ARTICLE X STANDING COMMITTEES

Section 2. The Nominations Committee shall consist of a chair, appointed by the President, and four members elected by a majority vote at the annual convention. The committee will also include a non-voting consultant appointed by the President from among the members of the immediate past Nominations Committee. Members of the Nominations Committee shall serve a term of one year. All members of the organization are eligible for membership on the committee. Members who have served on the Nominations Committee within the preceding year, whether by election, appointment or designation shall not be eligible for service on the committee, with the exception of the non-voting consultant. The duties of the Nominations Committee shall be:

- (1) nomination of a candidate for each executive office for election at the annual convention;
- (2) nomination of candidates for the Division Chairs for election at the annual convention, giving due consideration to the recommendations of the respective Divisions; with the College and University Division, Theatre for Youth Division, and Secondary School Division Chairs nominated in even numbered years, and the Community Theatre Division and Professional Theatre Division Chairs nominated in odd numbered years;
- (3) nomination of candidates for the State Representatives for election at the annual convention, one from each of the ten member states of the Corporation, notwithstanding extraordinary circumstances the candidate appearing on the slate of nominees will be that designated by the respective member state;
- (4) nomination of four members to succeed the elected members of the Nominations Committee, each to serve a term of one year;

- (5) nomination of candidates for the Suzanne Davis Award.

## 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:

- (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, Strategic 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 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.11. Advisory Council Meetings.** The Advisory Councils, chaired by the Vice Presidents, will meet during the fall meetings and spring Convention. In the event that a committee chair is unable to attend, the committee chair is expected to secure an appropriate replacement (alternate) to represent the voice of the respective constituency at the Advisory Council meeting. Approval of the alternate by the VP of the Committee Chair's Advisory Council must be obtained through written consent prior to the meeting. The Vice President will notify the President and Executive Director of the approved alternate. The alternate will represent the respective constituency at the Advisory Council meeting and have the privilege of the committee chair's vote.

**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 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.)

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. (9/9/17)

**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 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.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 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

NA

Amended 1/31/98 by Mark Malinauskas Approved: Susan S. Cole, President, 3/15/98

Revised 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 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 Mike Hudson, VP of States May 17, 2016

Revised by Lee Crouse, VP of States, January 6, 2018

Date of Acceptance by the Executive Committee: January 6, 2018 – President Tiza Garland