

Southeastern Theatre Conference

**Vice-President of States**

(Representative to the Executive Committee for the State Representatives)

Manual of Operations

**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.)*

Vice President of States: As a member of the SETC Board of Directors and Executive Committee, the Vice President of States shall serve as a liaison between the member states of SETC and the Executive Committee. The VP of States will provide leadership that encourages membership in the Corporation and assists in the organization and strengthening of the state organizations. The VP of States will publicize state activities and will compile and file written reports for the VP of Administration. The Fall States Council meeting will be held during the Fall Board meetings and the Spring States Council meetings are typically scheduled the Wednesday of the convention and the Sunday at the end of convention.

A. The Vice President of States should:

1. secure semi-annual reports from each of the state representatives to send to the Administrative Vice President.
2. serve as a voting member of the Executive Committee.
3. attend all board and executive meetings.
4. preside over all meetings of the State Representatives.
5. ensure that the State Representatives interests are being represented at the Executive Committee meetings.
6. communicate all actions taken by the Executive Committee to the State Representatives.
7. solicit actions, concerns and interest items from the State Representatives and communicate them to the Executive Committee.
8. serve on the board for at least one year in order to be eligible for election
9. be elected annually at the March meeting, for a term of one year not to exceed three consecutive terms with the elections being conducted by an officer of the organization.
10. serve as a liaison between the Executive Committee and the State representatives.
11. provide information for SETC News as provided in Rule V.7. State reps report on

their conventions for the January/February issue. Deadline: November 7 (with extended deadlines for those that occur past that, up to a point).

12. provide a designated slate of State Representatives to the Nominations Committee at the first ExComm meeting held during the March Conference.
13. receive budget request forms. Complete and submit the budget request to the SETC Executive Director according to the deadline given (typically in the fall).
14. support succession through the following:
  - a. At the conclusion of the Vice President of States term of service, the chair will review the committee manual and submit any changes to Operating Procedures (see Rule 18).
  - b. The Vice President of States will contact the newly elected Vice President of States to provide information and aid in the transition period as the new officer takes office.
15. collaborate 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 programs and services; ensures marketing/promotion support; and strengthens processes, funding and budgetary challenges while assisting with schedules, deadlines and timelines. The Vice President of States primarily collaborates with the Executive Director on States issues.

B. The Alternate Representative for the VP of States should:

1. be elected under the same guidelines listed above for electing the Vice President of States.
2. perform in the place of the Vice President of States should the she or he be unable to perform the duties outlined above

## **PART II: POLICY FROM HIGHER AUTHORITY**

### **BYLAWS**

#### *Article III*

**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, said representative to be appointed annually by 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). In the event that no such organization exists in one or more of these states, or that the organization, upon proper notification, fails to appoint a Representative, that seat on the Board of Directors may be filled by Presidential appointment of a resident of the state in question, but a Representative so appointed shall have no vote. All such state organizations must be organizational members and all State Representatives must be individual members of this Corporation at the time of their appointment 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*

**Section 1.** The Executive Committee shall consist of the eight elected officers of the Corporation, one person elected from and by the State Representatives, and one person elected from and by the Divisional Chairs.

**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*

**Section 8.** 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*

**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.

## SETC RULES OF THE ASSOCIATION

(As amended March 5, 2017)

### I. ADMINISTRATION

**Rule 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. 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 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 Council will receive a list of reports submitted and not submitted. (3/8/14)

**Rule 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. (9/9/17)

**Rule 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 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)

### III. FINANCES

**Rule 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 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 10. Expenditures Not in the Budget.** Any business before the Board of Directors or Executive Committee which involves financial commitments not provided for in the current budget shall be reviewed by the Finance Committee and its recommendations considered before any final vote. (3/7/93)

### V. Miscellaneous

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

**Rule 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 request of the Executive Committee. (3/8/14)

**Rule 7. SETC News Responsibilities.** SETC News Responsibilities. All Division Chairs, State Representative, 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**

None

**Revised by Glen Gourley, State Representatives Representative, and David S. Thompson, Administrative Vice President, 6/7/05**

**Date of Acceptance by Executive Committee: 6/11/05 - 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, Vice President of States: February 20, 2017**

**Reviewed and revised by Dennis Wemm, Chair, Bylaws Committee, May 2, 2017**

**Revised by Lee Crouse, Vice President of States: February 14, 2018**

**Date of Acceptance by the Executive Committee: March 7, 2018 – President Tiza Garland**