Board Governance Manual

As of August 23, 2017
Illinois Theatre Association

BOARD GOVERNANCE MANUAL

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Section 1 - About the ITA
Welcome to the Board of Directors of the Illinois Theatre Association. Your service to the ITA and sharing of your time, skills and talents will ensure the continued growth and value of our organization. Thank you!

MISSION STATEMENT
The Mission of this Association shall be to:
- Establish an Illinois membership similar in purpose to and affiliated with national theatre organizations.
- Encourage a closer understanding and communication between Community, Educational, and Professional Theatre.
- Inform the general public of the diverse nature and extent of Illinois theatre.
- Cooperate with appropriate state and federal agencies and with regional and national theatre organizations in promoting increased recognition and program development for Illinois theatre at all levels.
- Promote and perpetuate the highest caliber of theatre production, teaching, and research at all levels of theatre within the state of Illinois.
- Affirm the important value of theatre in the lives of individuals.

REGIONS
The ITA is currently comprised of six regions throughout the state.
Region 1 - Northwest
Region 2 - Northeast
Region 3 - Greater Chicago
Region 4 - Central West
Region 5 - Central East
Region 6 - South
HISTORY
TO BE ENTERED
Section 2 - Organizational Structure of ITA

Standing Committees

Staff & Contact Information

Illinois Theatre Association
123 Mill Pond Dr.
Glendale Heights, IL  60139
312-265-5922 (o)
630-635-2066 (f)
info@illinoistheatre.org

Illinois Theatre Association Studio
113 Fairfield Way
Studio 107
Bloomingdale, IL  60108

Executive Director (full time staff)

Aimee-Lynn Newlan
312-265-5922 ext 1 (o)
630-415-4245 (c)
aimeelynn@illinoistheatre.org

Membership Coordinator (part time staff)

Susan Rothchild
312-265-5922 ext 2 (o)
membership@illinoistheatre.org
### Board Structure - Overview

All positions are voting with the exception of Executive Director and Chairs of Interest Areas.

<table>
<thead>
<tr>
<th>Position</th>
<th>Primary Tasks / Committees</th>
<th>Election Years/Term</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>OFFICERS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>President</td>
<td>Primary Governor of the ITA and Chair of the Board of Directors</td>
<td>Even / 2 years</td>
</tr>
<tr>
<td></td>
<td><em>Executive Committee, Chair</em></td>
<td></td>
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<tr>
<td></td>
<td><em>Strategic Planning Committee, Chair</em></td>
<td></td>
</tr>
<tr>
<td></td>
<td><em>Bylaws</em></td>
<td></td>
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<tr>
<td></td>
<td><em>Finance</em></td>
<td></td>
</tr>
<tr>
<td>President-Elect</td>
<td>Work alongside President</td>
<td>Odd / 1 year</td>
</tr>
<tr>
<td></td>
<td><em>Nominations Committee, Chair (odd years only)</em></td>
<td></td>
</tr>
<tr>
<td></td>
<td><em>Strategic Planning Committee</em></td>
<td></td>
</tr>
<tr>
<td></td>
<td><em>Finance Committee</em></td>
<td></td>
</tr>
<tr>
<td>Immediate Past President</td>
<td>Provide support relating to Board Governance</td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td><em>Nominations Committee, Chair (even years only)</em></td>
<td></td>
</tr>
<tr>
<td></td>
<td><em>Strategic Planning Committee</em></td>
<td></td>
</tr>
<tr>
<td>First Vice President</td>
<td>Oversee Association membership</td>
<td>Odd / 2 years</td>
</tr>
<tr>
<td></td>
<td>Presides over meetings when President is absent</td>
<td></td>
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<tr>
<td></td>
<td><em>Membership Committee, Chair</em></td>
<td></td>
</tr>
<tr>
<td></td>
<td><em>Convention Committee, Chair (alternating with Second VP, even years)</em></td>
<td></td>
</tr>
<tr>
<td>Second Vice President</td>
<td>Oversee Association communications</td>
<td>Even / 2 years</td>
</tr>
<tr>
<td></td>
<td><em>Convention Committee, Chair (alternating with First VP, even years)</em></td>
<td></td>
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<tr>
<td></td>
<td><em>Communications Committee, Chair</em></td>
<td></td>
</tr>
<tr>
<td>Treasurer</td>
<td>Oversees financial operations and present financial status to Board</td>
<td>Odd / 2 years</td>
</tr>
<tr>
<td></td>
<td><em>Finance Committee - Chair</em></td>
<td></td>
</tr>
<tr>
<td>Secretary</td>
<td><em>Bylaws Committee - Chair</em></td>
<td>Even / 2 years</td>
</tr>
<tr>
<td>Division Chairs (2 of each)</td>
<td>Community Theatre</td>
<td>Creative Drama</td>
</tr>
<tr>
<td>----------------------------</td>
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<td>----------------</td>
</tr>
<tr>
<td></td>
<td>Promote the Mission of the ITA</td>
<td>Cooperate with all Divisions/Interest Areas to forward the ITA mission.</td>
</tr>
<tr>
<td></td>
<td>2 year terms, staggered first and second year</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Directors</th>
<th>Marketing</th>
<th>Membership</th>
<th>Advocacy</th>
<th>Risk Assessment</th>
</tr>
</thead>
<tbody>
<tr>
<td>Marketing</td>
<td>Marketing Committee, Chair</td>
<td>1 year terms</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Membership</td>
<td>Membership Committee, Co-Chair</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Advocacy</td>
<td>Advocacy Committee, Chair</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Risk Assessment</td>
<td>Finance/Audit</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Interest Areas</th>
<th>Identified by Membership</th>
<th></th>
<th>N/A</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Promote the Mission of the ITA</td>
<td>Cooperate with all Divisions/Interest Areas to forward the ITA mission.</td>
<td>Coordinate duties with the ITA Executive Director.</td>
</tr>
</tbody>
</table>
Committee Structure

Executive Committee:
- President, Chair
- President-Elect
- Past President
- First Vice President
- Second Vice President
- Secretary
- Treasurer
- and 3 Board members

Awards Committee:
- Chair
- at least one ITA Member from each Division and Interest Area

Bylaws Committee:
- Secretary, Chair
- President
- Executive Director
- additional members as needed

Communications Committee:
- Second Vice President, Chair
- Executive Director
- one Board member
- additional members as needed

Finance Committee:
- Treasurer, Chair
- President
- President-Elect
- Executive Director
- additional members as needed

Illinois High School Theatre Festival Planning Committee:
- IHSTF Executive Director, Chair
- ITA Executive Director
- Secondary Divisions Representatives
- additional members as needed

Membership Committee:
- First Vice President, Chair
- at least three ITA Members

Nomination Committee:
- President-Elect or Past President, Chair
- at least one ITA Member from each Division and Interest Area

Strategic Planning Committee:
- President, Chair
- President-Elect
- Past President
- Executive Director
- at least three other members

Convention Planning Committee:
- First Vice-President or Second Vice-President, in alternating years, during the second year of their term, Chair
- at least four other members

ITA Members and occasionally non-members will be invited to serve on select committees appointed by the Chair.
**Division Structure**

Members of the ITA are asked to affiliate themselves with one or more the six Divisions of our organization:

**Community Theatre**
Directors, board members, technicians, actors, staff, volunteers, and all others working in all capacities to bring community theatre to communities throughout the state of Illinois.

**Creative Drama**
Those implementing creative drama and process-oriented techniques in their work work participants of all ages, including drama specialists, teaching artists, teachers and directors.

**Professional Theatre**
Directors, board members, technicians, actors, staff, volunteers, and all others working in all capacities to bring professional theatre to communities throughout the state of Illinois.

**Secondary Theatre**
Those working with high school students in various capacities as drama specialists, teaching artists, secondary teachers, directors, and technicians.

**Theatre for Young Audiences**
Directors, board members, technicians, actors and all others working in all capacities to bring educational, community or professional theatre to young people throughout the state of Illinois.

**University/College Theatre**
Those working with college level school students in various capacities including drama specialists, teaching artists, professors, directors, and technicians.

**Interest Area Structure**
The Bylaws for the Illinois Theatre Association allow for members to create a collective of those with a shared interest beyond those identified by the Division structure. In the fall of 2015 no Interest Areas have been created by Members.

*For more information in establishing Interest Areas see Article III Section 3 of the ITA Bylaws 2015.*
Section 3 - Ethics and Accountability

- Code of Ethics
- Conflict of Interest Policy
- Whistleblower Policy
CODE OF ETHICS

Mission Statement

It is the Mission of the Illinois Theatre Association to:

· Establish an Illinois membership similar in purpose to and affiliated with national theatre organizations.
· Encourage a closer understanding and communication between community, educational, and professional theatre.
· Inform the general public of the diverse nature and extent of Illinois theatre.
· Co-operate with appropriate state and federal agencies and with regional and national theatre organizations in promoting increased recognition and program development for Illinois theatre at all levels.
· Promote and perpetuate the highest caliber of theatre production, teaching, and research at all levels of theatre within the state of Illinois.
· Affirm the important value of theatre in the lives of individuals

As members of the Illinois Theatre Association we recognize the importance of codifying and making known to the profession and to the general public the principles that guide the work of theatre professionals as practitioners and educators.

The principles of this Code are expressed in broad statements to guide ethical decision making.

Members and Employees of the Illinois Theatre Association shall:

· Fulfill professional responsibilities with honesty and integrity
· Assume responsibility for individual actions
· Honor all contracts, agreements and commitments
· Respect and safeguard confidential information
· Recognize and respect intellectual property rights
· Avoid preferential treatment and conflicts of interest
· Demonstrate values, beliefs and attitudes that inspire others to higher levels of achievement
· Treat all people fairly and equitably and with dignity and respect
· Maintain personal and professional standards that enhance the image of the associate and the profession
· Strive for excellence in the profession by maintaining our own knowledge and skills, by encouraging the development of others, and by fostering the aspirations of potential members of the profession
· Comply with applicable federal, state and local laws, regulations and fiduciary responsibilities
· For the board of directors provide credible and effective oversight to the Association’s work
· Abide by the governing documents and policies of the Association, including the Conflict of Interest policy.
· Be accountable for adhering to this Code of Ethics.

Compliance, Monitoring and Reporting
The Illinois Theatre Association’s management is responsible for communicating this Code of Ethics to all employees, members, and volunteers and for ensuring its contents are understood and followed. Breaches of this Code should be reported.

**Conflict of Interest Policy**

**Preamble/Introduction**

The Illinois Theatre Association is a network of dedicated theatre artists and educators advocating quality theatre throughout Illinois. It is the Mission of the Association to:

- Establish an Illinois membership similar in purpose to and affiliated with national theatre organizations.
- Encourage a closer understanding and communication between Community, Educational, and Professional Theatre.
- Inform the general public of the diverse nature and extent of Illinois Theatre.
- Co-operate with appropriate state and federal agencies and with regional and national theatre organizations in promoting increased recognition and program development for Illinois Theatre at all levels.
- Promote and perpetuate the highest caliber of theatre production, teaching, and research at all levels of theatre within the state of Illinois.
- Affirm the important value of theatre in the lives of individuals.

The ITA’s effectiveness depends on its record of accomplishment and its reputation. The ITA’s success results directly from maintaining the confidence of the individuals, groups, and organizations with whom it works. The ITA’s greatest asset is its good name. For that reason, it is crucial that the ITA have a responsible and well-conceived Conflict of Interest policy and procedure. In addition, having a sound Conflict of Interest policy and procedure will help assure compliance with the U.S. Internal Revenue Service (IRS) rules against private inurement and private benefit and with state statutes addressing conflict transactions.

One of the principal purposes of the Conflict of Interest policy and of this procedure is to help the ITA staff and Board members identify and avoid or resolve conflicts of interest with the Association. For that reason, ITA employees and Board members must read and retain a copy of this Conflict of Interest Policy and Procedure at the outset of their tenure with the Association and at such time as the policy or procedure is amended. In addition, the Conflict of Interest policy and this procedure will be discussed at all orientation sessions for new employees and Board members.

**Conflict of Interest Policy**

No person shall originate, participate in, or vote on any transaction involving the Association in which such Person has a Conflict of Interest.

A Person will be deemed to have a Conflict of Interest if he/she or a Related Party has a Material Financial Interest in or is Affiliated with any Entity that proposes to enter into any transaction or
businesses with the Company or such Person would otherwise materially benefit, directly or indirectly, from the transaction.

**Implementation/Procedure**

*Disclosure.* To effectuate this Policy each Person shall disclose to the Board and President any Conflict of Interest such Person or a Related Party has regarding any transaction to be considered by the Association. On an annual basis, each Person shall submit a disclosure list on which the Person identifies all Entities in which such Person or a Related Party is an employee, officer, director or consultant to or in which the Person or a Related Party has a Material Financial Interest. With respect to members of a Person’s family living outside the household, the Person shall disclose such conflicts of which she/he has actual knowledge. In addition, the Person shall annually sign a statement affirming that he/she has read this policy, agrees to comply with the Policy and acknowledge he/she is not aware of any violations or discloses any known violations.

*Recusal.* A Director of the Association shall recuse him/herself from the Board’s deliberations regarding any matter in which the Director has a Conflict of Interest unless the President of the Board determines that recusal is unnecessary in that particular instance. A staff member shall not be the responsible staff person on a transaction in which he/she has a conflict of interest.

*Record of Proceedings.* The Association shall keep a record of all transactions in which a Person had a Conflict of Interest and the procedures followed in such instance.

**Definitions**

Person means any employee, director, or member of a committee with high governing board delegated powers.

Related Party means a member of the immediate family of the Person (spouse, sibling, parent, grandparent, children) living in the Person’s household.

An Affiliated Person or Related Party is affiliated with an Entity if he/she is an employee, officer or director of or a consultant to the Entity.

Material Financial Interest: A Person or Related Party has a Material Financial Interest in an Entity if he/she:

- Owns, directly or indirectly, more than 10% of the Entity’s equity interest, or
- Is owed money by the Entity in excess of 10% of the Entity’s overall indebtedness or 10% of the Person’s net worth, or
- Receives compensation from the Entity in excess of 10% of income.

Entity is to be broadly defined and includes a corporation, partnership, limited liability company, trust, organization, coalition, commission, university or institute.
Prohibition on Gifts
No person shall accept anything of value from an Entity that is or may reasonably be expected to do business with the Association, including entertainment, tickets, meals, clothing or other items, unless (i) such gift is of nominal value, (ii) the recipient is not expected to take or refrain from taking any action in connection with the receipt of the gift, (iii) the gift is in keeping with good business ethics or refusing such gift would be contrary to the accepted norms under the circumstances.

Whistleblower Protection Policy

The Illinois Theatre Association prides itself on its adherence to federal, state, and local laws and/or regulations, including business ethics policies. As such, even though it is not obligated to do so, the Association has decided to voluntarily adopt a whistleblower protection policy. Pursuant to this policy, any member or employee who becomes aware of any violation of federal, state, or local law or regulation, including any financial wrongdoing, should immediately report the violation to the President of the Board of Directors to allow the Association to investigate and, if applicable, correct the situation or condition.

If the President is involved or is believed to be involved in the matter being reported, employees or members may, in the alternative, make a report to the Managing Director, or any officer of the Governing Board. The Association will conduct an investigation and take appropriate action within a reasonable period of time. Such complaints will be held in confidence to the extent the needs of the investigation permits.

“Financial wrongdoing” may include, but is not limited to:

- questionable accounting practices;
- fraud or deliberate error in financial statements or recordkeeping;
- deficiencies of internal accounting controls;
- misrepresentations to Association officers or the Treasurer (including deviation from full reporting of financial conditions).

If any member or employee reports in good faith what the member or employee believes to be a violation of the law and/or financial wrongdoing to the Association, its legal counsel, or to a federal, state, or local agency or assists in an investigation concerning financial wrongdoing, it is the Association’s policy that there will be no retaliation taken against the member or employee.

Members or employees are reminded of the importance of keeping financial matters confidential. Members or employees with questions concerning the confidentiality or appropriateness of disclosures of particular information should contact the Board President, Managing Director, or any officer of the governing Board.
Section 4 - Board Duties and Responsibilities

A. Board Culture and Duties

Thoughtful inquiry and strategic action of the ITA Board is supported within a mission-driven, self-regulating, and collaborative culture of respect. Board members fulfill their roles and responsibilities for the sole purpose of strengthening the organization’s mission. They understand and embrace the fiduciary duties of obedience, care and loyalty.

- The **fiduciary duty** of a board member is that the ultimate authority for managing the affairs of the organization is vested in the Board of Directors. Because the law grants Directors such authority, the law also imposes on Directors an obligation to act in the best interests of the organization. The law requires Directors to act:
  - in good faith;
  - with the care an ordinary prudent person in a like position would exercise under similar circumstances; and
  - in a manner the Director reasonably believes to be in the best interests of the organization.

- The **duty of obedience** requires that board members devote themselves to furthering the organization’s mission and comply with applicable federal, state, local laws; and the organization’s bylaws.

- The **duty of care** requires board members to be informed and to exercise independent judgment. This includes regular attendance at board and committee meetings, reading all information pertaining to the board, communicating in a timely manner, understanding the organizations’ finances and asking questions.

- The **duty of loyalty** requires board members to put personal and professional interests aside, avoid conflicts of interest, disclose any self dealing and always maintain confidentiality. Board members are required to sign the Conflict of Interest Disclosure Form annually.

Under the Federal Volunteer Protection Act, board members are protected from liability due to harm caused by ITA provided that they are acting within their own responsibility, are obeying the law, are not operating a motorized vehicle and are not committing gross negligence. This includes negligence regarding things they should have known.
B. Board Expectations
As a member of the Board, you are responsible for working in good faith and to the best of your ability to preserve the mission of ITA. All board members are expected to:

- Review and serve the mission of ITA
- Represent, promote and advocate for the organization and mission in the public arena
- Maintain an ITA membership (Individual, Organizational or Lifetime)
- Make an annual financial contribution to ITA
- Participate in a board orientation session annually
- Regularly attend four board meetings per year
- Participate in selection and/or monitoring performance of the Executive Director
- Ensure board sustainability by recruiting, selecting, orienting and evaluating board members
- Ensure the availability of resources in order to allow ITA to fulfill its mission
- Protect current assets and other resources
- Know and follow ITA By-Laws and existing policy, and create new policy for the organization as needed
- Faithfully perform all committee assignments and responsibilities as determined by the Board
- Reply to communications in a timely and professional manner
- Stay informed by carefully reading all financial statements, reports and board meeting minutes
- Work with your co-representatives to produce an event, or lead a project
- Support other divisions of the ITA by collaborating with them on events, assisting with special projects or tasks as requested, and/or attending events as availability allows
- —Attend and volunteer at ITA’s Annual Convention
- Seek out nominations for ITA’s Annual Awards of Excellence
- Welcome new members of the ITA (either by email or phone) if you are the senior Representative of your Division
- Contribute to ITA's eFollowspot as assigned and to the website regularly

C. Board Meeting Schedule
The Board of the Association shall meet a minimum of three times during each year. The meetings will be called by the President and notification of such meetings will be provided each Board member at least thirty (30) days in advance of the meeting date. Additional meetings of the Board may be scheduled at the discretion of the President and/or the Executive Committee.

Meeting at annual convention:
The first meeting of the new ITA Board of Directors and dispersal of the the Board Governance Manual shall take place at the annual convention.

Meetings outside of annual convention:
Remaining full Board meetings must be conducted “face to face,” though board members unable to attend for travel reasons may connect virtually or by conference call.
D. Membership Requirements

All Officers, Representatives, Chairs and Directors shall be members of the Association in good standing. The nominated President-Elect must have served on the Board within the immediate past six years.

E. Removal of Board Members

Resignation
Any Board member may resign by filing a written resignation with the Secretary (a resigning Secretary files with the President; a resigning President files with the Executive Committee); the resignation must be officially accepted by the President and/or the Executive Committee.

Removal of Board Member
Any Board member may be removed from office after an appropriate hearing and upon affirmative vote of two-thirds (2/3) of all the voting members of the Board or upon affirmative vote of two-thirds (2/3) of all the voting members of the Association. No cause need be given other than the best interests of the Association would be served by removal of said Board member.

F. Board Position Descriptions

The ITA Board is made up of these Officers, Representatives and Directors:

President
President-Elect
Immediate Past President
First Vice President
Second Vice President
Treasurer
Secretary
Division Representatives
Interest Area Representatives
Appointed Directors

A. All Officers shall:
1. Promote the Mission of the ITA.
2. Cooperate with all Divisions/Interest Areas to forward the ITA mission as a whole.
3. Coordinate duties with the ITA Executive Director.

B. The President shall:
1. Be the Chief Executive Officer of the Association.
2. Serve as Chair of the Board and of the Executive Committee receiving all reports of the Officers of the Association.
3. Preside as Chair at all general membership meetings of the Association.
4. Represent the Association to all agencies and organizations, state and national, when appropriate.
5. Call any special meetings of the Association, with the advice of the Executive Committee.
6. Make all appropriate committee appointments for the Association, with the advice of the Executive Committee.
7. Initiate procedures to fill vacancies on the Board and on the Executive Committee.
8. Vote only in case of ties.
9. Coordinate special events and festivals, standing committees, and work of the Divisions and Interest Areas.
10. Coordinate the evaluation of the Executive Director with the advice of the Executive Committee.
11. Chair the Strategic Planning and Development Committee.
12. Provide an annual evaluation and review of the ITA Executive Director.

C. The President-Elect shall:
1. Automatically succeed the President of the Association.
2. Serve on the Board and Executive Committee.
3. Chair the Nominations Committee.
4. Serve on the Strategic Planning and Development Committee.

D. The immediate Past President shall:
5. Serve on the Board and Executive Committee
6. Chair the Nominations Committee
7. Serve on the Strategic Planning and Development Committee

E. The First Vice-President shall:
1. Serve on the Board and Executive Committee.
2. Assist the President and President-Elect in the discharge of duties as the President may direct, and perform such other duties as from time to time may be assigned by the President or the Board.
3. In the absence of the President or in the event of the President’s inability to act, perform the duties of the President, and when so acting have all the powers and be subject to all the restrictions upon the President.
4. Chair the Membership Committee.
5. Chair the Convention Planning Committee, alternating years with the Second Vice President.

F. The Second Vice-President shall:
1. Serve on the Board and Executive Committee.
2. Oversee the editing of all ITA publications and promotional/marketing materials related to the ITA and ITA events.
3. Chair the Convention Planning Committee, alternating years with the First Vice President.
4. Chair the Communications Committee.

G. The Secretary shall:
1. Serve on the Board and Executive Committee.
2. Record and disseminate the minutes of all business meetings of the Association and all meetings of the Board and of the Executive Committee.

3. Be responsible for notifying the membership of all meetings, nominations, votes, elections and whatever other information the President, Board and/or Executive Committee designates for dissemination of the membership-at-large or segments thereof.

4. Chair the By-Laws Committee.

H. The Treasurer shall, in conjunction with ITA’s Executive Director:
   1. Advise the Board on matters of investment.
   2. Prepare and present the next fiscal year’s annual budget to the Board prior to the end of the current fiscal year.
   3. Chair the Finance Committee
   4. Serve on the Executive Committee
   5. Insure placement of funds in interest-bearing accounts
   6. Oversee payment of budgeted operational expenses
   7. Act as financial advisor to association regarding investments and financial capabilities
   8. Interview and recommend selection of the external auditor to the Board annually
   9. Insure that the association office secures an annual audit or review by an independent accounting firm at the close of the fiscal year to be completed within 90 days from the end of the fiscal year
   10. Oversee filing of federal, state, and local reports (including Form 990, Form IL990, and IL Secretary of State Annual Report)
   11. Oversee filing and reporting of quarterly payroll taxes and annual Forms W-4, W-9, and 1099
   12. Review financial statements prior each Board Meeting
   13. Reconcile monthly bank statements
   14. Present financial reports at all meetings of the Board
   15. Assure that financial policies are adhered to by association staff and Board
   16. Oversee all financial aspects of the Illinois High School Theatre Festival
   17. Secure appropriate signatures for all accounts and acts as countersignatory if needed

I. The Division Chairs shall:
   1. Serve on the Board and on the Executive Committee, if delegated to do so by the Board President.
   2. Report to the Board.
   3. Be responsible for regular meetings or activities of the Division constituency, including responsibility for arrangements, chairing, publicity and reporting to the Board and Executive Committee.
   4. Encourage the Division constituency to report activities to the editors of Association journals and periodicals for publication.
   5. Identify and develop projects and activities for the Division, provide the Board with a written document outlining specific objectives, and activities for the upcoming Fiscal Year at the first Board meeting of the Fiscal Year.
   6. Generate a year-end report for the Division to be presented at the final Board Meeting.
7. Prepare a yearly budget (exclusive of events) to be submitted to the Board Treasurer by July 1 of each calendar year.
8. Cooperate with the other Chair to carry out the activities and projects of the Division.
9. Provide Nominations for Division Awards at the May Meeting of the Board.
10. Provide Nominations for Board replacements four months prior to the Annual Membership Meeting

J. The Interest Area Chairs shall:
1. Serve on the Board.
2. Perform the duties outlined above in H-1 through H-10 applying them to the Interest Area.

K. The Additional Directors shall:
1. Serve on the Board.
2. Perform duties as delegated by the President.
3. Co-Chair Committees as appointed by the President.

G. Committees
The duties of each Committee shall be such as their titles, by general usage, would indicate and as may be assigned to them by the Board of Directors.

Standing Committees
1. Executive Committee
2. Awards Committee
3. Bylaws Committee
4. Communications Committee
5. Finance Committee
6. Illinois High School Theatre Festival Planning Committee
7. Membership Committee
8. Nominations Committee
9. Strategic Planning Committee
10. Convention Committee

Ad Hoc Committees

STANDING COMMITTEES
Full committee reports shall be made by the Chairs at each meeting of the Board and at other times when requested by the President. Written committee reports which summarize the committee’s activities for the year shall be submitted by the committee chairs to the President at the August meeting of the Board. The IHSTF Executive Director shall make a presentation, which includes a financial summary of the Festival, to the ITA Board at the end of the Festival but no later than June.

1. Executive Committee
   A. General Powers
The Executive Committee shall have general supervision of the affairs of the Association between meetings of the Board, shall make recommendations to the Board, shall act in lieu of the Board, and shall perform such other duties as are assigned to it by the Board. The Executive Committee shall be subject to the orders of the Board, and none of its acts shall conflict with action taken or policy set by the Board.

**B. Reporting Requirements**
At each Individual meeting of the Board, the Executive Committee, acting through the President, shall report to the Board of all acts and doings of the Executive Committee since the last meeting of the Board. Any action taken and not so reported shall be void and invalid and shall not be binding on the Board or the Association.

**C. Review by the Board**
The reported actions taken by the Executive Committee pursuant to this Article V shall be presumed to be approved by the Board, unless the Board by an affirmative vote of a majority of those members present and voting, votes to disapprove, reverse, void, or alter the action taken by the Executive Committee.

**D. Delegation of Powers**
The Executive Committee shall have the authority to delegate to one or more of its members any of the powers and duties herein conferred upon said Committee, subject to the approval of a majority of the members of the Board, and may make such rules and regulations or any other action of the Board where a larger vote is not required by any other Section of these Bylaws.

**E. Membership**
The Executive Committee of the Association shall consist of these members:

- President, Chair
- President-Elect
- Past President
- First Vice President
- Second Vice President
- Secretary
- Treasurer
- and three (3) Board members appointed by the President.

**F. Meetings**
The Executive Committee shall meet a minimum of three (3) times a year. The meetings will be called by the President and notification of such meetings will be provided each Committee member at least fifteen (15) days in advance of the meeting date. Additional meetings of the Committee may be scheduled at the direction of the President and/or two-thirds (2/3) of the Committee members within a reasonable amount of time. Each year, the new Executive Committee must hold its first meeting within sixty (60) days of assuming office.

**G. Quorum**
A two-thirds (2/3) majority of the membership of the Executive Committee shall constitute a quorum for the transaction of business, and a majority of those present at any meeting at which a quorum is present shall be required to authorize any action of the Executive Committee.

2. Awards Committee
   A. Purpose
   There shall be an Awards Committee whose duties shall be to prepare a slate of eligible nominees for the award categories, submit the prepared slate to the Board and complete tasks as outlined in the Awards Committee Manual.

   C. Membership
      Chair (appointed by President)
      At least one ITA Member from each Division and Interest Area (appointed by Chair)

   D. Term of Membership: The Awards Committee members shall serve for one (1) year.

3. Bylaws Committee
   A. There shall be a Bylaws Committee whose duties are to ensure that official Bylaws are adhered to, track changes recommended by Board, oversee revisions and presentation to general membership for voting when needed.

   B: Membership:
      Secretary, Chair
      President
      Executive Director
      At least three additional members (appointed by the President or Chair)

   C. Term of Membership: The Bylaws Committee members shall serve for one (1) year.

4. Communications Committee
   A. There shall be a Communications Committee whose duties are to supervise and approve communications for programs and publications and ensure effective web presence for the Association.

   B. Membership:
      Second Vice President, Chair
      Executive Director
      One Board member (appointed by Chair)
      Additional members as needed (appointed by Chair)

   C. Term of Membership: The Communications Committee shall serve for a term of one (1) year.

5. Finance Committee
A. There shall be a Finance Committee whose duties shall be to monitor the financial health of the association and ensures that its assets are protected, its resources are used properly, and complies with all applicable laws and reporting requirements. It is responsible for:

- Ensuring that accurate and complete financial reports are maintained.
- Ensuring that accurate, timely, and comprehensive financial statements are prepared and presented to the Board.
- Reviewing and recommending to the Board: Financial policies, Annual budget, Investment guidelines/strategies (if applicable).
- Reporting to the Executive Committee and the Board on financial activities.
- Reviewing and approving all contracts/letters of engagement.

The Finance Committee shall also complete tasks as outlined in the Financial Policies and Procedures Manual.

B. Membership:
- Treasurer, Chair
- President
- President-Elect
- Executive Director
- At least three members as appointed by the Committee Chair.

C. Term of Membership: The Finance Committee members shall serve a one (1) year term.

**Finance Committee (WORKING)**

**Responsibilities:**
Monitors the financial health of the association and ensures that its assets are protected, its resources are used properly, and complies with all applicable laws and reporting requirements. It is responsible for:

- Ensuring that accurate and complete financial reports are maintained.
- Ensuring that accurate, timely, and comprehensive financial statements are prepared and presented to the Board.
- Reviewing and recommending to the Board:
  - Financial policies
  - Annual budget
  - Investment guidelines/strategies (if applicable)
- Reporting to the Executive Committee and the Board on financial activities.
- Reviewing and approving all contracts/letters of engagement.

**Move to ED Job Description -- keep here for now.**

**Executive Director/ITA Office**
Maintains a bank account in the name of the association
Manages accounts payable
6. Illinois High School Theatre Festival Planning Committee
A. There shall be an Illinois High School Theatre Festival Planning Committee whose duties are to:
   - Plan for an annual Illinois High School Theatre Festival upon such reasonable terms and conditions as shall be established by the ITA Board.
   - Submit preliminary budgets for revenue and expenses to the ITA Board for approval by the end of March.
   - Encourage participation of other divisions in conducting the Festival.
   - In conjunction with the ITA Board, the Festival Committee shall have the power to engage persons as employees and to enter into contracts with individuals who will assume specific duties and responsibilities in the operation of the Festival.

B. IHSTF Executive Director
1. The Committee shall be chaired by the IHSTF Executive Director, who is chosen by the IHSTF Executive Director Search Committee, and approved by the ITA President.
2. The IHSTF Executive Director shall adhere to the IHSTF Policies and Procedures for the Executive Director Manual, and Financial Guidelines for the IHSTF Executive Director.

C. IHSTF Planning Committee
1. The IHSTF Executive Director shall select his/her Festival Committee with the input of the IHSTF Executive Director-Elect and the ITA Board Secondary Division Representatives, to be approved by the ITA President.
2. The IHSTF Executive Director shall ensure an open submission process for potential Committee Members that includes electronic means.

D. Quorum
A two-thirds (2/3) majority of the voting membership of the IHSTF Planning Committee shall constitute a quorum for the transaction of business and a majority of those present shall be required to authorize any action of the Festival Planning Committee.

7. Membership Committee
A. There shall be a Membership Committee whose duties are to track the membership and report to the Board, develop methods to retain and further expand membership.

B. Membership:
   First Vice President, Chair
   At least three ITA Members (appointed by Chair)
C. Term of Membership: The Membership Committee shall serve a term of one (1) year.

8. Nomination Committee
A. There shall be a Nomination Committee to select a slate of Officers and Representatives, and the Secretary shall communicate this slate to the membership no later than two months prior to the annual meeting. Additional nominations may be offered by an Association member in writing and must be received by the Secretary one month prior to the annual general membership meeting. Association member nominations must be signed by at least six bona fide Association members affiliated with the particular Division or Interest Area for which the nomination is being made, including the nominee.

B. The Nomination Committee shall notify Division Representatives, no later than four months prior to the annual general membership meeting, of the need to nominate succeeding Representatives in each division. These nominations shall be provided to the Nomination Committee no later than three months prior to the annual meeting.

C. Membership:
   President-Elect or Past President, Chair
   At least one ITA Member from each Division and Interest Area (appointed by Chair)

D. Term of Membership: The Nomination Committee members shall serve for one (1) year.

9. Strategic Planning Committee
A. There shall be a Strategic Planning Committee whose duties are to establish and present to the Board a series of developmental goals, methods for achievement and evaluation of effectiveness.

B. Membership:
   President, Chair
   President-Elect
   Past President
   Executive Director
   At least three other members (appointed by Chair)

C. Terms of Membership: The Strategic Planning Committee shall serve for a term of one (1) year.

10. Convention Planning Committee
A. There shall be a Convention Planning Committee whose duties are to conceptualize, design, and implement the annual convention of the ITA.

B. Membership:
   First Vice-President or Second Vice-President, in alternating years, during the second year of their term
   At least four other members (appointed by Chair)
C. Terms of Membership: The Convention Planning Committee shall serve for a term of one (1) year.

AD HOC COMMITTEES
The President, Board, and/or Executive Committee shall have the power to appoint ad hoc committees whenever needed for the accomplishment of special tasks, events, or activities which are under direction of the Association.

Such ad hoc committees will be provided with specific charges and duties by the body making the appointment.

H. Board Self Assessment

Philosophy
As the elected representatives serving the general membership of the Illinois Theatre Association, the Board’s annual practice of an assessment of its effective performance encourages accountability and displays the Board’s commitment to improving service to our membership and fulfillment of our mission.

Purpose and Process
The purpose of the board self-evaluation is to identify those areas of Board functions that are working well and those that may need improvement. The Board self-evaluation speaks to the Board as a whole, not to individual members. It is the evaluation process of the overall effectiveness of the board as a decision-making group.

The following process will be used:
- A self-evaluation form will be distributed to all Board members annually.
- The completed self-evaluation forms shall be submitted to the President least 2 week(s) prior to the final Board meeting of the year, at which the self-evaluation will be discussed.
- The self-evaluation results shall be included as an agenda item for review at the final Board meeting of the year.

Adapted from The Nonprofit Policy Sampler, Third Edition, by Barbara Lawrence and Outi Flynn a publication of BoardSource. © 2014
Section 5 - Financial Controls (WORKING)

Financial Controls
One of the Board’s responsibilities is to oversee the organization’s financial affairs; including making sure that the organization has adequate internal accounting systems and control.

- The Board should be responsible for approving the organization’s annual budget.
- Board members should expect the staff to produce timely and adequate income and expense statements, balance sheets, and budget status reports.
- The Board should employ independent accounting professionals and review the annual report.

Safeguarding Assets
The Board should oversee the effective use of the resources of the organization. Internal policies should be adopted and large transactions reviewed to ensure that the organization’s assets are not misapplied or wasted.

- The Board is not an insurer of the adequate performance of the organization’s funds. There is no implied guarantee by a Board that its investment decisions will be profitable. The decisions must, however, be reasonable and defensible.
- Directors are not expected or legally required to be experts in investment matters. Retention and reliance on advisors with good reputations is considered the exercise of prudence.
- Intangible assets, such as the organization’s good will, must also be safeguarded by the Board. The Board should evaluate the organization’s activities and proposed activities with the overriding goal of protecting the organization’s brand.
IRS Form 990
This section outlines the broad board expectations related to ITA’s Form 990:

The Form 990 or 990-PF is an annual information return that nonprofits file with the Internal Revenue Service (IRS). This public document provides information that allows the IRS to determine whether ITA continues to fill the requirements for its tax-exempt status. Every non-profit (other than a private foundation) with average annual gross receipts of at least $25,000 must file a Form 990 with the IRS annually.

The annual information returns include an income and expense statement; a functional expense allocation; additional information about the organization’s programs, relationships with officers, directors, and key employees; and compliance with the applicable requirements of §501(c).

Key Elements
- Form 990 is filled out by a professional advisor (e.g., accountant) and reviewed by the finance committee.
- The signature of the President or Treasurer serves as a testament to the accuracy of the information.
- Emphasizing ITA’s commitment to public transparency and compliance with the law, ITA’s last three Forms 990 are available for public inspection.
- ITA’s will provide copies to anyone requesting Form 990 in writing.
- Because Form 990 or 990-PF is a public document, it simply makes sense that the governing body of the organization be aware of its contents in advance of disclosure.
- By creating a policy that requires the board to receive the Form 990, the organization makes a commitment to internal transparency as well.

Appendixes

Appendix A: 2015-16 Board Calendar of Events
Appendix B: 2015-16 Board Contact Sheet
Appendix C: Awards Committee Manual
Appendix D: Board Manual Update Schedule
Appendix E: Board Member Agreement
Appendix F: Bylaws
Appendix G: Certificate of Good Standing
Appendix H: Chronologies Chart – to be created
Appendix I: Conflict of Interest Disclosure Form
Appendix J: Convention Planning Manual - to be created
Appendix K: Financial
  Budget
  Balance Sheet
  IRS Form 990
Appendix L: IHSTF Executive Director Manual (to be created)
Appendix M: All-State Producers Manual
Appendix N: ITA Policies and Procedures
  Addressing Complaints
  Bereavement Policy
  Convention Registration Rates and Award Banquet
  Procedure for Securing Funds for an ITA Event
  Records Retention
Appendix O: Robert’s Rules of Orders Cheat Sheet
Appendix A – Board Calendar of Events

ITA CALENDAR 2018-19

(to be inserted)
Appendix B – Board Contact List

In Board Member Google Drive.
Appendix C – Awards Committee Manual

Currently Working… In the meantime, visit the Awards page on the ITA Website. (www.illinoistheatre.org)
Appendix D - Board Manual Update Schedule

This Board Governance Manual was created to be a working, living document. Regular edits and updates will allow current Board members to understand their roles and responsibilities.

**Update as needed:**

- Contact Information
- ITA By-Laws

**Update Yearly after last Board meeting of the fiscal year:**

- ITA Board of Directors
- Conflict of Interest Disclosure Form date
- ITA annual Budget
Appendix E - Board Member Agreement

As a member of the Board of the ITA you have taken on a legal obligation to thoughtful inquiry and strategic action and to fulfill your duties of obedience, care and loyalty. In doing so, you agree to:

- Review and serve the mission of ITA
- Represent, promote and advocate for the organization and mission in the public arena
- Maintain an ITA membership (Individual, Organizational or Lifetime)
- Participate in a board orientation session annually
- Regularly attend four board meetings per year
- Participate in selection and/or monitoring performance of the Executive Director
- Ensure board sustainability by recruiting, selecting, orienting and evaluating board members
- Ensure the availability of resources in order to allow ITA to fulfill its mission
- Protect current assets and other resources
- Know and follow ITA By-Laws and existing policy, and create new policy for the organization as needed
- Faithfully perform all committee assignments and responsibilities as determined by the Board
- Reply to communications in a timely and professional manner
- Stay informed by carefully reading all financial statements, reports and board meeting minutes
- Work with your co-representatives to produce an event, or lead a project
- Support other divisions of the ITA by collaborating with them on events, assisting with special projects or tasks as requested, and/or attending events as availability allows
- Attend and volunteer at ITA’s Annual Convention
- Seek out nominations for ITA’s Annual Awards of Excellence
- Welcome new members of the ITA (either by email or phone) if you are the senior Representative of your Division
- Contribute to ITA’s eFollowspot as assigned and to the website regularly

As a Board Member of the Illinois Theatre Association, I agree to serve ITA and abide by the policies and expectations set forth in the Board Governance Manual and By-Laws.

Printed Name: ____________________________________________________________

Signature: ___________________________ Date: ________________

Board Term Begins: _______________ Ends: _______________
Appendix F – Bylaws

In Board Members’ Google Drives.
Appendix G – Certificate of Good Standing

In Board Members' Google Drives.
Appendix I - Conflict of Interest Disclosure Form

In your service to ITA, it is required that you complete this Conflict of Interest Disclosure form and return it to the Executive Director in a timely manner. Members who should fill out this form include Board of Directors, Committee Chairs, and any other Member identified who may be working on behalf of ITA.

Name_____________________________________________________________________

Position within Organization____________________________________________________________________________________

_______ I have no conflict of interest to report

_______ I have the following potential conflict of interest to report (please describe any relationships, positions or circumstances that you believe could be a potential conflict of interest).

____________________________________________________________________________
____________________________________________________________________________

I certify that:

_____ The information listed above is complete to the best of my knowledge.

_____ I have received and reviewed the Organization’s Conflict of Interest policy.

_____ Should a potential conflict arise during the next year, I will bring it to the attention of the appropriate party.

Printed Name: ________________________________________________________________

Signature: _________________________________________ Date: ___________________
To Be Created
Appendix K – Financial

Budget (See Board Google Drive)
Balance Sheet (handed out separately)
IRS Form 990 (available upon request)
To Be Created
Appendix M – All-State Producers Manual

Linked on the IHSTF Planning Committee Page of the ITA Website
Appendix N – ITA Policies and Procedures

Addressing Complaints
Bereavement Policy
Convention Registration Rates and Award Banquet
Procedure for Securing Funds for an ITA Event
Records Retention
Policy for Addressing ITA Complaints

Rationale:
When an individual or organizational ITA member takes issue with any ITA action or decision, there needs to be a procedure in place for addressing that/those concerns. Further, the procedure needs to allow for a way to resolve the issue.

Procedure:
When issues arise within the organization, the following procedure should be used:

1) The issue or concern is to be described in writing and submitted to the President of the Board.

2) The President will notify the complainant of receipt of the complaint within one week and describe next steps in the process.

3) The President of the Board will appoint a committee chair and two Board Members who will discuss and review the concern, and respond in writing to the originator within 45 days of receipt of the complaint.

4) If the issue still remains unresolved to the satisfaction of the originator of the complaint, the concern will be heard by either the Executive Committee or Full Board of Directors, depending on whichever meeting occurs next.

5) By majority vote the Board will determine an appropriate course of action within 30 days. This vote will constitute the final resolution of the complaint.

If the complaint directly involves the President, all directives listed above will fall to the First Vice-President.

Revised and Adopted by the Board of Directors on February 23, 2014
Bereavement Policy

The ITA shall create a “Community and Life Announcements” section in the eFollowspot. This will provide an opportunity for ITA Members to share important “life events” with other members of the Association and those on the ITA’s e-list.

ITA’s Communications Committee shall make every attempt to share information about life events in the eFollowspot in a timely manner. In the event of the loss of an ITA Member or his/her immediate family member, and at the discretion of the Communications Committee, a bereavement card shall be sent to appropriate ITA members and/or family members.

ITA Members may submit community and life events to announcements@illinoistheatre.org.

Community and life events shall also be listed on the Discussion Boards of ITA’s website (www.illinoistheatre.org).
Convention Registration Rates and Award Banquet Policy

Convention Registration

All registrations should include a non-member rate at an additional fee of at least 20% over the member rate.

If an early registration discount is offered it should be at cost and received six weeks before the event.

There shall be a late registration fee with a 20% penalty that begins two weeks before the event.

There shall be a 10% penalty for day-of-event registration.

Award Banquet

Comp tickets to the banquet shall be provided only to the award recipient and his/her guest who is not a member of the ITA nor would be expected to be a member.

Divisions are encouraged to honor members of the Association. Division awards to non-members should be the exception.
Procedures for Raising Money or Securing Funds for an ITA Event

Includes:
Grant Support, Corporate Contributions, Individual Contributions,
In-kind Contributions and/or Advertising

· First, seek approval from ITA's Executive Director. This will help avoid any duplication of funding efforts that may be in place for the ITA.

· Before sending an actual application/request to a potential funder, submit the draft application, script, letter, and/or fee structure to ITA's Executive Director for feedback and approval.

· Send a final copy of the above to the ITA office for archival purposes.

· Send a final copy of any thank you letters, follow-up reports and/or correspondence to the office.

· Any funds received through grant support, corporate contributions, individual contributions, in-kind contributions and/or advertising must be channeled through the ITA office for proper disbursement and allocated to the event or program for which funds were requested. Any unused monies shall be kept in that program/activity's account for future use.

Revised and Adopted by the Board of Directors on October 14, 2012
The purpose of this Policy is to ensure that necessary records and documents are adequately protected and maintained and to ensure that records that are no longer needed or are of no value are discarded at the proper time.

<table>
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<th>Records</th>
<th>Retention Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cancelled checks</td>
<td>7 years</td>
</tr>
<tr>
<td>Bank deposit slips</td>
<td>7 years</td>
</tr>
<tr>
<td>Bank statements</td>
<td>7 years</td>
</tr>
<tr>
<td>Information and tax returns</td>
<td>Permanent</td>
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<tr>
<td>Employee tax returns</td>
<td>7 years</td>
</tr>
<tr>
<td>Expense reports</td>
<td>7 years</td>
</tr>
<tr>
<td>Entertainment records</td>
<td>7 years</td>
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<tr>
<td>Financial statements</td>
<td>Permanent</td>
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<td>Contracts</td>
<td>Permanent</td>
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<td>Minutes of meetings</td>
<td>Life of company plus 7 years</td>
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<tr>
<td>Corporate stock records</td>
<td>Permanent</td>
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<tr>
<td>Employee records</td>
<td>Period of employment plus 7 years</td>
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<tr>
<td>Depreciation schedules</td>
<td>Life of business plus 7 years</td>
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<td>Real estate records</td>
<td>Permanent</td>
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<tr>
<td>Journal &amp; general ledger</td>
<td>Life of business plus 7 years</td>
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<tr>
<td>Inventory records</td>
<td>7 years</td>
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<tr>
<td>Fixed asset records</td>
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<tr>
<td>Investment records</td>
<td>Ownership period plus 7 years</td>
</tr>
<tr>
<td>Insurance policies</td>
<td>Permanent</td>
</tr>
</tbody>
</table>

At least once a year, records will be reviewed to determine which records were purged and which retained.

Note: The ITA office suffered fire damage in 2006 and lost numerous records. This retention policy shall be in effect for all records collected from January, 2007 to current. Those records that were salvaged from the fire pre-2007 will be retained as appropriate.
IHSTF All-State Company Members’ Participation Fees

When participating in an IHSTF All-State Production, it is expected that the All-State Company Members pay a participation fee to cover expenses incurred (hotel, food, t-shirt, facility use, etc.).

A student’s inability to pay this fee should not preclude his/her ability to audition or be cast, and scholarships/financial assistance can be awarded, provided that student’s need was demonstrated at the time of audition.

123 Mill Pond Drive
Glendale Heights, Illinois  60139
312-265-5922 (o)
800-898-6987 (toll free)
312-265-5922 (f)
info@illinoistheatre.org
www.illinoistheatre.org

Adopted by the Board of Directors on October 14, 2012
See Planning Committee Only Page of ITA Website
Appendix P: Robert’s Rules of Orders Cheat Sheet

Click Here - Robert's Rules of Orders Cheat Sheet

See Board Only Page of ITA website.