

USITT POLICY & PROCEDURE COMPENDIUM

WEB VERSION

Final as of
November 15, 2016

Policies are principles, rules, and guidelines formulated or adopted by an organization to reach its long-term goals. They are designed to influence and determine all major decisions and actions, and all activities take place within the boundaries set by them.

Procedures are the specific methods employed to express policies in action in day-to-day operations of the organization.

Together, policies and procedures ensure that a point of view held by the governing body of an organization is translated into steps that result in an outcome compatible with that view.

Note: Does NOT include Board, Commission, Conference, Exhibitor, Employee, Regional Sections Formation Guidelines, Student Chapter Formation Guidelines or Publications Manuals/Guidelines which can be found elsewhere on the USITT website.

Note: "USITT" has been removed from index titles to assist in indexing.

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Annual Conference & Stage Expo Committee

Policy adopted June 18, 2010

Policy Amended March 25, 2014

Procedure reviewed (date)

(Supersedes all other documents on this subject)

COMMITTEE TYPE: Standing

BYLAWS citation (if applicable):

ARTICLE VII. Section 3.g. Annual Conference & Stage Expo Committee. The Annual Conference & Stage Expo Committee shall be responsible for recommending to the Board of Directors policies and procedures used to govern the Annual Conference & Stage Expo and dates and sites for the annual conference.

POLICY FOR THE ANNUAL CONFERENCE & STAGE EXPO COMMITTEE:

Charge: The Committee is charged with establishing policy regarding the Annual Conference and providing liaison between the commercial exhibitors and the Institute.

Duties: The Committee is both a governance and an operational committee: providing strategic planning for the future of USITT conferences as well as oversight and operational functionality for each annual conference. Its duties are to

- Produce quality programming, exhibits and exhibitions for the annual conference
- Provide an optimum environment and appropriate activities to facilitate communications among USITT members during the annual conference
- Facilitate and increase communications among related national and international associations and their members in the planning and execution of the conference and surrounding events
- Site the conference in locations that provide the USITT membership with the opportunity to become more aware of the performing arts and entertainment industry in differing regional areas throughout North America

Composition of the Committee:

The Committee is chaired by the Vice-President for Conferences (VP-Conferences) or his/her designee as approved by the Board of Directors and consists of the following voting members: two Directors selected by the Board; representation from the Regional Sections in the areas of upcoming conferences; other members to be selected by the VP-Conferences (following ARTICLE VII. Section 2); the Executive Director; and USITT Office Staff as determined by the Executive Director. All members of the Committee must be members in good standing of USITT.

PROCEDURE FOR THE COMMITTEE:

See Annual Conference & Stage Expo Manual for further information.

AFFILIATED GROUPS MEETING AT THE ANNUAL USITT CONFERENCE & STAGE EXPO
Policy adopted November 5, 2012
(Supersedes all other documents on this subject)

It is the policy of USITT that all outside groups wishing to meet during the USITT Annual Conference & Stage Expo in spaces primarily reserved by USITT, negotiate a relationship with the Institute. The determination of an Affiliated Group should be based on "common interests" of the two organizations. The Affiliated Group's activities or policies may not be contradictory to or competitive with those of the Institute. The determination of the Affiliate status should be made in the spirit of inclusiveness.

If an Affiliate Group status is warranted, a Letter of Agreement (LOA) would be signed between the organization and the Institute. All such agreements will be negotiated by the Executive Director of USITT.

The Affiliated Group may book hotel rooms as part of USITT's room block. Affiliated Group members are responsible for making their own reservations. Affiliated Group members may register for part or all of the USITT Annual Conference at USITT member rates.

Meeting room space for the Affiliated Group will be made available if the following conditions are met:

1. All space needs for USITT programming and business meetings have been met.
2. Provision of the space does not incur additional cost or liability to the Institute.

USITT Annual Conference & Stage Expo Policies **Policy adopted August 4, 2012**

(Supersedes all other documents on this subject)

(Note: all previous conference policies in existence were rescinded by Board action at this meeting)

NOTE: All conference committee workers, including student volunteers, must be current members in good standing of USITT.

NOTE: The USITT Travel and Reimbursement Policy and Procedures document should also be consulted regarding conference and hotel reimbursement for Conference Committee members and presenters.

I. COMPLIMENTARY ACCESS TO CONFERENCE EVENTS

NOTE: Policies involving affiliate organizations or foundations (such as PLASA, LORT, and USA) are covered under individual letters of agreement and are not part of this policy. Policies involving employees or contractors of the Institute are covered in the USITT Employee Manual or the contract.

A. REGISTRATION: Full Conference Registration will be provided for

- Award recipients: Golden Pen, USITT Award; DeGaetani Award; Distinguished Achievement; YDT Awards (9); Rising Star, Architecture Awards (up to 2 per winner); Special Citations; Herb Greggs Award (Non-Member only)
- Keynote Speaker
- Conference Committee as determined by the VP-Conferences
- Non-member presenters as determined by the VP-Programming
- SMMP students
- SMMP mentors (limit 12)
- Young Designers' Forum accepted applicants
- Young Technicians' Forum accepted applicants
- Invited international guests as determined by the VP-International Activities, VP-Conferences, and/or the President.
- Student Volunteers in support of the conference and accepted to the Student Volunteer Program, as approved by the VP-Conferences
- USITT Regional Section competition winners (maximum 3 per section)
- VIPs as determined by the VP-Conferences or the Executive Director

B. STAGE EXPO ONLY passes

VIPs as determined by the VP-Conferences or the Executive Director

C. EVENT TICKETS AT THE ANNUAL CONFERENCE

Tickets for functions not included in the registration package will be provided for special invited guests of the Institute as designated by the VP-Conferences, the President, and/or the Executive Director.

D. NON-MEMBER PRESENTER SUPPORT

Non-member presenter support is available for maximum of two years. Exceptions can only be made by the VP-Conferences, VP-Programming, and VP-Commissions.

II. RECORDING EVENTS DURING THE CONFERENCE

Conference sessions may not be recorded without prior signed authorization from the VP-Conferences or the Executive Director. Conference sessions may be recorded only after the required USITT permission/release form has been signed by the speaker(s) or presenters. Such authorization will include permission to publish the speech in the Institute's journal and/or on the Institute's website and the notification that publication in TD&T automatically permits all OISTAT centers to translate and re-publish this material if they so wish. Signed authorization forms will be filed in the National Office for a period of no less than 5 years.

Should presenters wish to record their individual sessions, they must obtain permission from the VP-Conferences to do so. If such is granted, the presenter will make individual arrangements to have this done. USITT permission/release form must be signed by the speaker(s) or presenters and filed with the National Office. If the recording is to be done by an outside contractor, this must be cleared with the VP-Conferences.

USITT retains the right to control content of any recording made of any sessions, including pre- and post-conference events.

III. EMPLOYMENT SERVICE

It is USITT policy that anyone using an employment service facilitated by USITT during the conference must be registered for the conference at the full-conference rate for at least one day.

IV. EXHIBITOR POLICIES

- Non-member exhibitors are not granted conference resources.
- Contributing/Sustaining Members who exhibit have additional privileges.
- All exhibitors may participate in the New Products Showcase.
- All exhibitors must arrange training rooms pre, post, and during the conference days through the conference committee. Additional charges will be the responsibility of the exhibitor billed by the Institute.
- All exhibitor receptions must be requested and arranged through the Conference Committee.

USITT Commercial Endorsement Policy
Policy adopted March 27, 2012
(Supersedes all other documents on this subject)

USITT is pleased to announce the release of new products, and report on the activities and successes of commercial members. However, USITT does not recommend or endorse specific companies or products.

Exhibitors Committee

Policy adopted November 12, 2011

Amended March 27, 2012

Procedure reviewed November 12, 2011

(Supersedes all other documents on this subject)

COMMITTEE TYPE: ad hoc

BYLAWS citation (if applicable):

POLICY FOR THE EXHIBITORS COMMITTEE:

Charge: [Originally charged by the USITT President 2/22/91]

The Exhibitors Committee is asked to consult on the following conference topics:

- Stage Expo show hours
- Regulations for the Annual Conference & Stage Expo and its exhibitors, including exhibitor rules relating to booth layouts, “friendly neighbor” policies, etc.
- Other topics that are of interest to the exhibitors, advertisers, and sponsors

Duties:

- To provide feedback to the Vice-President for Conferences and the appropriate National Office staff on the Annual Conference & Stage Expo
- To make suggestions for anything that affects the exhibitors, including, but not limited to, the New Products Showcase, show hours, invitation-only hours, exhibitor-sponsored programming, and future conference sites
- To serve as a conduit for the exhibitors to and from the Board of Directors

Composition of the Committee:

The Chair of the committee will be selected by the Vice-President for Conferences with the approval of the Board of Directors. Committee members will be selected by the Vice-President for Conferences (following ARTICLE VII. Section 2 of the Bylaws) in consultation with the Committee Chair, to represent a diverse base of representation. Membership should include exhibitors from large and small booths, as well as commercial and non-commercial tables. Serving ex-officio/non-voting on the committee shall be the VP-Conferences and the Executive Director or designated staff member. Committee membership is annually reviewed.

PROCEDURE FOR THE COMMITTEE:

The Committee meets each year at the Conference, and electronically in between conferences.

USITT POLICY FOR SELECTION OF ANNUAL CONFERENCE SITES

Policy adopted November 5, 2012

(Supersedes all other documents on this subject)

The following criteria should be considered when seeking potential conference sites:

- A. Sites should rotate yearly with even distribution throughout North America. This stipulation should not preclude special siting if circumstances justify it (for example, a special festival or theatrical event).
- B. Sites must be able to establish adequate and cost effective exhibit space, hotel facilities and meeting spaces and satisfy all Institute safety standards.
- C. Sites must provide a diversity of interests for the membership and Annual Conference attendees.
- D. Potential sites should be evaluated according to the following criteria:
 - 1. Programming Potential: Site should provide an array of theatre/live entertainment activities from which programs may be drawn, including sessions of interest to professional theatre members, educational theatre members and exhibitors. The site should have the potential to make an important and unique contribution to the conference.
 - 2. Convenience to attendees: easy and economical accessibility, with convenient and reasonable travel options, hotel costs and food costs.
 - 3. Site should provide a good base of potential attendees.
 - 4. Local support: Site should have a nucleus of motivated USITT members to assist in planning and support of the event.
 - 5. Scheduling: Dates for the conference should avoid conflicting events when possible.

PROCEDURES FOR THE SELECTION OF ANNUAL CONFERENCE SITES

Reviewed November 5, 2012

- 1. Determine the geographic area(s) (by Board Policy above) for a specific Conference year.
- 2. Establish a preliminary list of potential Conference sites keeping in mind the desire for geographical diversity.

3. Develop an RFP for solicitation and send to pre-determined. This is not an open solicitation but is only sent to sites under consideration.
4. Upon receipt of the completed RFPs and site visits for various sites, the Executive Director will consult with the VP- Conferences and other interested parties regarding the proposals. A ranked list of potential sites will be developed and a recommendation will be prepared for the Board.
5. The VP-Conferences will present the recommendation to the Board of Directors for approval.
6. Upon the approval of the Board of Directors regarding a specific site, the Executive Director will negotiate and complete all contracts in consultation with the VP-Conferences before any public or printed announcement of the potential site is made.
7. Upon completion of the contract signatures for a future conference site, all site bidders for that given year will be notified by the Executive Director as to the decision of the Board.

Tech Olympics Committee
Policy adopted 2007
Procedure reviewed 2007
 Some editing re: Sales Mgr title
 (Supersedes all other documents on this subject)

COMMITTEE TYPE: Ad Hoc

BYLAWS citation (if applicable):

POLICY FOR TECH OLYMPICS COMMITTEE:

Charge: To coordinate and produce the Tech Olympics at the Annual Conference

Duties: To provide oversight for students who compete as teams or individuals in seven events requiring backstage theatre skills. The events are wide-ranging and include fast changes and knot tying. Awards are given to the winning teams, individuals, and the competition's "Top Techie."

Composition of the Committee: Chair (member of the Student Liaison Committee, ideally not closely affiliated with any competing school), second member of Student Liaison Committee, SMMP Coordinator, Conference Committee Special Events Coordinator, Commercial Exhibitor, VP-MSC Committee (ex officio).

PROCEDURE FOR THE COMMITTEE:

Yearly Calendar/Procedures

At previous conference:

Saturday morning meeting:

Post mortem of the previous night's event (TO Committee)

**Determine events, event guidelines for next year. (TO Committee)

Remaining items inventoried, pack TO boxes with 1 copy of inventory.

2nd copy goes to TO Chair. (SMMPs)

Within 30 days after conference:

List of items needed to replenish supplies sent to TO Chair. (SMMP Coordinator)

**Within 60 days after conference:

Complete list of items needed for next year's TO sent to National Office (TO Chair)

By October 1:

Vendors are being contacted for items needed

Events & guidelines for events have been electronically distributed (TO Chair) to: TO Committee National Office, VP Communications (for web site), Student Liaison Committee Chair, VP Conferences

By October 31:

Scoring programs for events are developed and distributed to SMMP Coordinator (TO Committee)

By January:

Food for event arranged with National Office (TO Chair + Office)

By 6 weeks prior to conference (early February):

Call for applications to judge TO (VP Sections & Chapter + Commercial Exhibitor using Sightlines, Regional Section Chairs list, Light network. Judges must be one of the following: USITT member, or representative of sustaining/contributing member, or full conference registrant, and are appointed by the TO Chair.

List of items not contributed by vendors sent to TO Chair

Remaining items begin to be found/purchased/arranged elsewhere (TO Committee)

Current holder of traveling trophy notified to bring assembled trophy to SMMP office upon arrival (TO Chair)

At Conference:

Wednesday

SMMPs coached on TO procedures. (TO Chair)

Additional judges (if needed) solicited at conference (TO Chair using call board sign up, section officers meeting, regional section meetings, etc.

Thursday/Friday

Sign up and set up of event (SMMPs)

Friday

EVENT! (SMMPs + TO Committee + Judges)

Scoring (SMMPs)

Saturday morning

Announcement of winners on Stage Expo floor (TO Chair)

TO Committee meeting - restart cycle

Archives Committee

Policy adopted November 12, 2011

Amended March 25, 2014

(Supersedes all other documents on this subject)

COMMITTEE TYPE: ad hoc

BYLAWS citation (if applicable):

POLICY FOR ARCHIVES COMMITTEE:

Charge: The Archives Committee is charged with establishing procedures for identifying and preserving the archival records of the Institute, and establishing guidelines for the maintenance of such records.

Duties:

- To collect, organize, maintain, and document records and other materials that reveal the development, achievements, memberships, actions and service functions of the Institute for future generations
- To preserve materials of enduring value based upon the information they contain, created or received by USITT in the conduct of its affairs
- To review acquisition and records retention priorities every 5 years or earlier as special needs arise. Except as required for the conduct of official business of the Institute, access to the archives will be available upon specific written request to the Executive Director.

NOTE: 'Archival records' connotes documents rather than artifacts or published materials, although collections of archival records may contain artifacts and books. Archival records may be in any format, including text on paper or in electronic formats, photographs, motion pictures, videos, sound recordings.

Composition of the Committee: The Chair of the Committee shall be the USITT Archivist appointed by the President and approved by the Board of Directors. The Committee shall consist of up to 5 members appointed by the Chair (following ARTICLE VII. Section 2) and approved by the President and Secretary. There are no terms limits.

ARCHIVE COLLECTION POLICY

Policy Adopted November 12, 2011

(Supersedes all other documents on this subject)

The USITT archives serve as a repository for original manuscripts, printed publications (or when necessary, photo or electronic copies), historical photographs, oral history tapes and other materials which document the heritage of USITT from its inception to the present. It may also hold contributions of its members to the performing arts and entertainment industry. Manuscript sources include letters, minutes, financial records, reports and other documents as specified in the **Archives Contents and Collection Guidelines**. It is not the intent of the Institute to collect artifacts and books. Printed materials are accepted only if they are an integral part of the Institute's

heritage. The Archive Committee will determine all accession decisions based on the research value of the material, its relative value to the overall holdings, and resources required for processing, storage, and reference. Should the acquisition have budgetary considerations exceeding \$500, the Committee will then make a recommendation to the Board of Directors of the Institute regarding the item(s). The Institute does not purchase collections nor does it appraise collections for tax purposes.

Audit Committee
Policy adopted June 18, 2010
Procedure reviewed June 18, 2010
(Supersedes all other documents on this subject)

COMMITTEE TYPE: Standing

BYLAWS citation (if applicable):

ARTICLE VII.3.e. Audit Committee. The Audit Committee shall assist the Board of Directors in fulfilling its oversight responsibilities with respect to (1) the audit of the Corporation's books and records and (2) the system of internal controls that the Corporation has established. The Audit Committee is granted the authority to investigate any matter or activity involving financial accounting and financial reporting, as well as the Corporation's internal controls. This Committee shall be responsible for hiring, setting compensation, and overseeing the auditor's activities. The Committee will meet with outside auditors at least once annually and at other times when considered appropriate. The Committee will make regular progress reports to the Board.

POLICY FOR AUDIT COMMITTEE:

Charge:

The Audit Committee acts as a liaison to the organization's independent external auditor who is a certified public accountant ("CPA") or firm of CPAs.

Duties:

- Select the independent external auditors and review the annual fees to be paid for services rendered by them and each proposed audit plan developed by management and the external auditors.
- Meet in separate executive sessions with the independent external auditors at least once annually and at other times when considered appropriate to review the organization's annual financial statements and reports. Consider whether they are complete and consistent with information understood by the committee members.
- Review and evaluate the management letter received from the independent external auditors and discuss recommendations for any changes necessary to remedy problems identified in the letter.
- Maintain communication between the board and independent external auditors. At the completion of the audit, review the audit fieldwork process with the auditors. Obtain an understanding of their evaluation of management and whether they encountered any difficulties or had any disagreements with management during their audit.
- Review all journal entries proposed by the auditors.
- Recommend approval or modification of the annual audit to the Board.
- Provide oversight in the following areas: timely completion of federal and state tax filings and periodic review of the organization's insurance coverage
- Provide oversight, implementation and enforcement of the Institute's conflict-of-interest and ethics policies.

Composition of the committee:

The Audit Committee shall consist of three financially literate members, at least one of whom shall have accounting or financial management expertise, in order to better evaluate accounting firm bids to undertake auditing, and to make sound financial decisions as part of their fiduciary responsibilities. Financial literacy refers to the ability to read and understand fundamental financial statements, including an organization's balance sheet, and statements of revenue and expenses, changes in fund balances and cash flows. Past employment experience in finance or accounting (including being a senior officer with financial oversight responsibilities), a professional certification in accounting, or any other comparable experience or background should qualify as accounting or financial management expertise. Members of the Audit Committee must not be involved in any conflict of interest transaction or be compensated in any manner by the organization other than director's fees paid generally to all directors, if any. The Board shall select two Directors, one of whom will serve as chair, to serve on this Committee. The third member of the committee may be a non-member of the Board chosen by the Chair. Officers may not serve on the Audit Committee.

PROCEDURE FOR THE COMMITTEE:

The Audit Committee should meet with the auditors at least twice each year for at least 45 to 60 minutes. One meeting should discuss the proposed audit plan to address areas of financial reporting and internal control risk, and the second should cover the results of the completed audit.

In the spirit of candor, the Audit Committee should seek information such as:

- a. **The "quality" of the balance sheet.** Find out the extent to which audited financial statements are affected by management's accounting estimates and judgments, and where those estimates and judgments fall on a scale from conservative to aggressive.
 - b. **The "quality" of annual earnings.** Find out the extent to which the current year's operating earnings reflect error corrections, estimate adjustments, or one-time transactions that may distort actual performance for the year.
 - c. **The nature and magnitude of significant year-end accounting adjustments made just before or during the audit.** Large yearend adjustments may indicate that monthly financial information provided to the board is unreliable.
 - d. **The system of internal controls.** Most independent financial audits only check on internal control processes to the extent necessary to understand how they are intended to work and to design other complementary audit tests, not to fully verify internal controls.
5. **The Audit Committee should ensure that the independent auditor is able to communicate directly with the Audit Committee regarding any issue or concern that may arise in the course of the auditor's work.**

6. The Audit Committee should be satisfied that management has established an effective process for maintaining adequate internal controls and procedures for accurate financial reporting.

7. The full board should be informed of and knowledgeable about the audit function.

The Audit Committee should take a leadership role with management in ensuring that the committee and the entire board have adequate education and orientation relating to risk monitoring, industry financial performance drivers and financial literacy.

8. The Audit Committee should assess its own performance and continuously improve its processes. Some ways to do this are benchmarking against other Audit Committees in similar organizations or asking the outside auditor or an independent consultant to lead a self-assessment discussion with the committee.

http://www.greatboards.org/newsletter/reprints/Audit_Committee_Best_Practices_Wilson.pdf

9. The chair of the Audit Committee and chair of the Finance Committee shall annually review their collective/shared responsibilities regarding the following three areas.

- a. The Finance Committee ensures that budgets and financial statements are prepared; the Audit Committee has oversight for ensuring that reports are received, monitored, and disseminated appropriately.
- b. The Finance Committee monitors financial transactions; the Audit Committee makes sure things are done according to policy and with adequate controls.
- c. The Finance Committee provides guidance about what can be done; the Audit Committee ensures that independent oversight occurs.

Each chair will report to their respective committees and to the President the results of that review. The appropriate committee will be responsible for addressing issues from the review.

<http://www.aicpa.org/AudCommCtr/download/toolkitsnpo/chart.pdf>

Awards and Resolutions Committee
Policy adopted June 18, 2010
Policy amended March 25, 2014
Procedure reviewed November 12, 2011
(Supersedes all other documents on this subject)

COMMITTEE TYPE: Standing

BYLAWS citation (if applicable):

ARTICLE VII. SECTION 3.j.: Awards and Resolutions Committee. The Awards and Resolutions Committee shall be responsible for the selection of recipients for various awards and resolutions to be presented by the Institute. Their selection must be ratified by the Board of Directors.

POLICY FOR AWARDS AND RESOLUTIONS COMMITTEE

Charge: The Awards and Resolutions Committee shall recommend to the Board of Directors the recipients for various awards and resolutions to be granted by the Institute in a given year. The Awards and Resolutions Committee shall evaluate any proposed new Awards categories and make recommendations to the Board for adoption. All recommendations from the Committee require ratification from the Board of Directors.

Board of Directors approved policy, August 4, 2012: Recipients of USITT Awards, both juried awards and awards for achievement, by default be publicly announced before the Annual Conference & Stage Expo at which those awards will be given. In certain circumstances, the Awards & Resolutions Committee may recommend that an award or achievement remain secret until the conference.

Duties:

- Solicit nominations from any USITT member, committee, or commission and select recipients for the USITT Award and the Joel E. Rubin Founder's Award and such other awards that may be designated by the Board to fall under the Committee's purview.
- Recommend to the Board nominations for various awards or resolutions as may be presented by the Institute.
- Collect and report to the Board of Directors the recipient lists of all juried/competition awards.
- Collect and report to the Board of Directors the lists of all adjudicators for YD&T, Rising Star, and Architecture Commission awards.
- Create and verify the wording of awards and resolutions, including language that will appear on the plaque or certificate for each award.
- Coordinate with the President and the Executive Director the initiation of the congratulatory letter and communicate any details that may apply to the award or the recipient's acceptance thereof (conference attendance, publication, etc.).
- Coordinate presentation of awards with the Conference Committee and the Executive Director.

Composition of the Committee:

The Chair of the Committee shall be appointed by the President and approved by the Board. The Chair shall then appoint (according to ARTICLE VII, Section 2) no fewer than 10 voting members to include two Directors, a Past President of USITT, a representative from the Membership Committee, the VP-Commissions or designate, a USITT Fellow, a representative from the International Committee, a representative from the Conference Committee, and the Executive Director or his/her staff designate (non-voting). Committee members, including the Chair, are appointed yearly and may serve no longer than six years. The two designated Directors must rotate off the committee as Directors if their terms expire.

Awards and Resolutions Committee
Adjudication Statement
Adopted November 20, 2015
(Supersedes all other documents on this subject)

The following is the official statement by USITT regarding all adjudication of institute sponsored awards and events. This statement will be clearly featured on the USITT website and provided in any official instructions to adjudicators, nominators and nominees.

The statement

As a part of fulfilling the institute's mission, USITT frequently curates awards and exhibitions, bestows honors, and selects participants in competitive programming that can involve the evaluation of the work of its members.

All organizers must avoid the possibility of favoritism and other perceived inequities that will diminish the credibility of the award or event. Adjudicators and respondents must recuse themselves whenever a conflict or perceived conflict is present, and applicants should provide blind entries whenever possible. The curatorial process must be transparent; including rubrics and written feedback that is available upon request.

POLICY for Honor Awards
Adopted November 12, 2011
Amended June 5, 2012
Amended August 13, 2015

(Supersedes all other documents on this subject)

USITT recognizes excellence and significant contributions in the performing arts and entertainment industry, in the areas of design and technology, through a variety of awards. These awards honor established professionals and performing arts/entertainment-focused organizations throughout the world. The National Office is responsible for the manufacture and shipment of plaques/citations.

The following awards for Special Achievement by Individuals or Organizations are selected by the Awards & Resolutions Committee and potential recipients are recommended to the Board of Directors for approval. Nominations deadline for these awards will be no later than July 1st. The Awards & Resolutions Committee Chair will then place the recipients' names on the Consent Agenda for approval by the Board at the August Board meeting.

USITT Award, the highest honor given by USITT, recognizes a lifetime of distinguished contribution to the performing arts or entertainment communities in any capacity. Recipients of this award need not be members of nor have any connection to USITT. When appropriate, one or more awards may be given annually, though not required.

Joel E. Rubin Founder's Award is presented to a USITT member in recognition of outstanding and continued service to the Institute. This award was named in honor of Dr. Joel E. Rubin, co-founder and the second president of the Institute. When appropriate, one or more awards may be given annually, though not required.

Thomas DeGaetani Award, named in honor of the first USITT president, honors an outstanding lifetime contribution to the performing arts or entertainment industry by an individual or a performing arts/entertainment-focused organization living and/or working in a particular region of the country, generally near the location of the Annual Conference & Stage Expo. Recipients of this award have distinguished themselves by their service or contribution in the arts or entertainment within that region. Recipients of this award need not be members of nor have any connection to USITT. Traditionally a nomination for this award originates from regional representatives on the Conference Committee and members of the area's Regional Section. Awarded annually.

Wally Russell Professional Mentor Award honors professionals in the professional entertainment industry from any discipline served by USITT who have offered significant mentoring to individuals in design and technology. The recipient will have/had an active life outside the academy and the mentoring of young/early career professionals will have taken place in that professional sphere. The annual award is administered in partnership with the Wally Russell Foundation, but is a USITT Award. The award recipient will be recognized at the USITT Annual Conference and will participate in Conference events such as DAA Winners in Conversation, receptions, and scheduled sessions as appropriate and available. There is

no stipend paid to the recipient but travel to/from the conference, housing, and a full conference pass is provided. A six (6) member Jury shall include three (3) representatives from Wally Russell Foundation and three (3) from USITT. Award to fall in the cycle of YD&T, piggyback submission and advertising.

The Wally Russell Mentor Award is intended to recognize those professionals in the entertainment industry that embody the spirit of Wally Russell. As a lighting designer and businessman, Wally provided guidance and mentoring to young professionals early in their careers and maintained contact with them throughout their lives. Those people often did the same for others creating a spirit of mentoring and teaching beyond the academy. The recipient of this award will have made an impact upon young professionals and helped inspire the next generation.

Honorary Lifetime Membership Award is bestowed upon a small but very distinguished group of individuals in recognition of a lifetime of continuous service to the Institute.

Prior to 1992, a USITT membership category made it possible to pay a fee for a period of time in order to become a "Lifetime Member." Once the designation of Honorary Lifetime Member was approved by the Board of Directors, the lifetime membership category was phased out. The first Honorary Lifetime Membership Award was presented in 1992 to Samuel H. Scripps and in 1996 the Institute began using the Honorary Lifetime Membership Award as a way to recognize "a significant period of years of continuous and extraordinary service to the Institute." This honor has been awarded infrequently.

Special Citations are given to recognize outstanding achievement in any area of the performing arts or entertainment industry by an individual or an organization. This recognition is used for an acknowledgement that does not seem to the nominator or the Committee on Awards and Resolutions to fall appropriately into one of the above award categories. Recipients of this award need not be members of nor have any connection to USITT.

Distinguished Achievement Award honors an individual who has established a meritorious career record in a specific field of expertise in any area of design or technology in the performing arts or entertainment industry. Areas of achievement include, but are not limited to scenic design, lighting design, sound design, technical direction, costume design, theatre architecture, theatrical consulting, production management, arts management, costume direction, education, health and safety, entertainment technology or a convergence of these disciplines. The recipient, who does not have to be a member of USITT, is honored during the Annual Conference & Stage Expo. Conference sessions are often planned to focus on the contributions and careers of recipients, and their work is frequently featured in an exhibition. No more than one achievement award per commission may be given in a single year.

The nomination process for the Distinguished Achievement Award includes the required endorsement of the USITT Commissioner(s) supervising the appropriate area(s) on the

nominee's accomplishment and the VP for Commissions, followed by the recommendation of the Awards & Resolutions Committee to the Board of Directors for approval.

From time to time a commission may wish to give an internal award to one of its members for outstanding service to the commission. The award recipient must be approved by the Awards and Resolutions Committee but does not need to be approved by the Board of Directors. At this time only one such award category exists: The Donald Stowell Award (aka the "Donnie" Award). The recipient is chosen by the Costume Commission for outstanding service by a USITT Member to Costume Commission activities. The Costume Commission is responsible for determining appropriate selection criteria and methodology, communication with the recipient, and presentation of the award. If other commissions/Institute entities wish to follow this internal award category by naming such an award, the VP for Commissions (in the case of a Commission internal award), the Awards & Resolutions Committee, and the Board of Directors must approve the institution of such an award.

POLICY for Juried Awards
Adopted November 12, 2011
Amended June 5, 2012

(Supersedes all other documents on this subject)

The following adjudicated awards for Achievement in Publications are chosen by the Publications Committee. The Publications Committee will inform the Awards & Resolutions Committee of the recipients of these awards by October 1 except as noted below. The Awards & Resolutions Committee Chair will then place the recipients' names on the Consent Agenda for approval by the Board at the Fall Board meeting.

The Herbert D. Greggs Award: the recipient is the author of an article in one of the previous year's four issues of TD&T and is chosen by a poll of members of the Publications Committee and others selected by the Chair of the Publications Committee.

The Herbert D. Greggs Merit Award: the recipient is the author of an article in one of the previous year's four issues of TD&T and is chosen by a poll of members of the Publications Committee and others selected by the Chair of the Publications Committee.

The Golden Pen Award: the recipient is the author of an outstanding major publication in the field of design and production for the performing arts which appeared in the year since the last publications awards were considered and is chosen by a poll of members of the Publications Committee and others selected by the Chair of the Publications Committee no later than November 1.

The following adjudicated awards for Achievement in Architecture are chosen by a panel of adjudicators chosen by the Architecture Commission. Architecture Award juries must be selected and names and bios sent to National Office and Chair of Awards & Resolutions by June 1st. The process to be used by the juries will also be submitted to the Awards & Resolutions Chair by the June 1st deadline for review, annual tracking and any necessary inclusion in the Chair's subsequent Board Report. The submission deadline for Architecture Awards entries is September 1st. The Architecture Commissioner will inform the Awards & Resolutions Committee of the recipients of these awards by October 1. The Awards & Resolutions Committee Chair will then place the recipients' names on the Consent Agenda for approval by the Board at the Fall Board meeting.

The USITT Architectural Awards: the recipient(s) are recognized for architectural projects chosen for their design excellence in finding resolution for the myriad of aesthetic, regulatory, technical and operational challenges presented in the design of large and small projects for old and new theatres. Each award is directly related to a specific architectural project or projects. The recipient(s) may be architects, consultants, owners, and/or other responsible contributors to a project. The Architecture Commission has established eligibility, submission, and judging guidelines. Honor Awards (the highest designation) and Merit Awards are evaluated by a panel of distinguished jurors for creative image, contextual

resonance, community contribution, explorations in new technologies, and functional operations. There may be multiple awards, as appropriate.

Policy and deadlines regarding Student Architecture and “Ideal Theatre” awards will be amended to this document, pending review by the Awards & Resolutions committee.

The following adjudicated awards are funded from the New Century Fund which is administered by the Finance Committee:

YD&T

Recipients are chosen by a panel of adjudicators chosen by VP Commissions. One award calls for the donor, while living, to see the top three finalists and approve (or change) the decision of the panel. The Awards & Resolutions Committee must be informed of the Jury panelists by October 17 of each year. The process to be used by the juries will also be submitted to the Awards & Resolutions Chair by the October 17 deadline for review, annual tracking and any necessary inclusion in the Chair’s subsequent Board Report. The VP-Commissions will inform the Awards & Resolutions Committee of the recipients of these awards by December 15. The Awards & Resolutions Committee Chair will then place the recipients’ names on the Consent Agenda for approval by the Board.

KM Fabrics, Inc. Technical Production Award

Robert E. Cohen Sound Achievement Award

USITT Award for Lighting Design sponsored by Barbizon Lighting Company

USITT Award for Scene Design sponsored by Rose Brand

Zelma H. Weisfeld Costume Design and Technology award

Frederick A. Buerki Golden Hammer Scenic Technology Award

USITT Make-up Design Award sponsored by Kryolan Professional Make-up

USITT Stage Management Award sponsored by Clear-Com Communications Systems

USITT W. Oren Parker Undergraduate Scene Design award sponsored by Stage Decoration & Supplies, Inc.

USITT Undergraduate Lighting Design award sponsored by (when available).

YDT honors are open to students of all ages and recognize promising newcomers to the field. Nominees must be completing or have completed a bachelor’s degree or an advanced degree within the last two years from an accredited college or university. Both nominees and nominators must be USITT members.

RISING STAR

USITT selects a jury of three who will be judging online. The names of the USITT jury and the process to be used will be submitted to the Awards & Resolutions Chair by the June 1st deadline for inclusion in the Chair’s subsequent Board Report and this information will be tracked annually.

The three choices of the USITT jury are then submitted, unranked, to the LDI/*Live Design* team. According to the agreement between USITT and LDI/*LiveDesign* their team will select the

final winner of the Rising Star Award from among the three choices of the USITT jury. The Awards & Resolutions Committee Chair must be informed of the recipient of this award by October 1. The Awards & Resolutions Committee Chair will then place the recipient's name on the Consent Agenda for approval by the Board.

The Rising Star Award recognizes artistic achievement by a young professional in the areas of scenic, lighting, sound, and projection design, or the convergence of these design disciplines. Current USITT members are invited to nominate deserving young professionals for this honor. Nominees must be in their first four years of professional (non-academic) work following the completion of their highest degree (either graduate or undergraduate).

AWARDS AND RESOLUTIONS COMMITTEE PROCEDURES
Reviewed by the Board of Directors November 12, 2011

1. The Awards & Resolutions Committee Chair(s) will prepare a *Sightlines* article, to be published the June issue, soliciting nominations from the USITT membership for all non-adjudicated honor awards. Members should be reminded that lists of previous awardees can be found in the USITT Membership Directory and on the website. Due date for nominations from the USITT membership to the Awards & Resolutions Chair: July 1.
2. By July 3rd, the Awards & Resolutions Committee Chair will submit the names of nominated awardees from the membership to the members of the committee for their consideration. Committee members will then proceed to add nominations to the list.
3. In the case of all awards, the Committee Chair may consider it appropriate to keep a nominee's name secret from that nominee for the sake of confidentiality in the consideration process. A process for this would include:
 - To President & Executive Director motion: REQUEST FOR EXECUTIVE ACTION by USITT
 President and Executive Director
 Confidential
 2011 Award Recommendations from Awards & Resolutions Committee
 Provide particulars regarding nominee(s) under consideration, the reasons for confidentiality, and request the following action:
 Approval of the Awards committee recommendations for [blank] award, to be kept confidential until the time of presentation
 - Board of Directors motion: This year, the Awards & Resolutions Committee recommends the presentation [blank] Award. The desire of the committee is for this award to remain confidential and as such request that the USITT President and the Executive Director may approve the committee recommendation for recipient on behalf of the Board of Directors.

4. By July 15th, the final list of names to be considered for all achievement awards determined by the Awards & Resolutions Committee should be posted for committee consideration and discussion. The Committee Chair may devise an appropriate voting form or comment form to facilitate this process. The process may also proceed electronically. Committee decisions will be determined by a simple majority of the voting committee members.

5. The final list of proposed awardees will be presented to the USITT Directors for their ratification at the August Board of Directors meeting, with the exception of the names of any award recipients who might be confidential according to the process outlined in #3 above.

6. The USITT Secretary will inform the Awards & Resolutions Chair within one week following the Board of Directors meeting the results of any Board of Directors action regarding awards.

7. The Awards & Resolutions Committee Chair(s) is responsible for the wording for the awards plaques and citations. Suggestions for plaque wording may be sought from the nominator(s) as part of the nomination process. A 50-word limit is suggested; the President/Executive Director reserves the right to edit the wording.

8. The President and the Executive Director may consult with the Awards & Resolutions Committee Chair(s) to solicit and determine appropriate presenters and hosts for each recipient.

9. The Vice President for Conferences, working with the President/Executive Director, will schedule the presentation of each award.

10. The Awards and Resolutions Committee must be informed of who the Jury panelists are for the Architecture Commission, YDT, and Rising Star awards each year. The Committee Chair will request this information from the appropriate individual(s) to include in the Conference Board report and will track it each year.

11. Guidelines for the selection and presentation of a "USITT Distinguished Achievement Award in <>", (adopted November, 1997):

- A. Any USITT commission may annually nominate a recipient for one award that is specific to that commission's interests. DAA Conference sessions are often planned to focus on the contributions and careers of recipients, and their work is frequently featured in an exhibition. The nomination process for the Distinguished Achievement Award includes the required endorsement of the USITT Commissioner(s) supervising the appropriate area(s) of the nominee's accomplishment, followed by the recommendation of the Awards and Resolutions Committee of the proposed recipient to the Board of Directors for approval.
- B. Criteria and procedures for the nomination and selection of USITT commission awardees shall be adopted by commission representatives, including the current commissioner, reviewed by the Awards & Resolutions Committee, and approved by the USITT Board of Directors.

- C. The nominees for USITT Distinguished Achievement in < > Awards must be submitted to the Awards & Resolutions Committee for approval; the Awards & Resolutions Committee will then submit the names for approval to the USITT Board of Directors.
- D. A commission presenting an award will offer wording for the award and biographical material on the awardee to the USITT National Office to be used in promotion of these awards together with other USITT awards on a schedule to be determined by the Executive Director.
- E. The USITT National Office will have award plaques printed, similar in style and content to USITT award plaques.
- F. Commissions presenting an award will normally present the award at a commission event.
- G. The Distinguished Achievement Award(s) will also be announced at an All-Conference Event.
- H. The Chair(s) of the Awards & Resolutions Committee will annually set a deadline for the nomination to the Board of all final proposed nominees for DAA.

Reviewed by Board of Directors November 12, 2011

USITT Board of Directors

Awards & Resolutions Committee	Grants & Fellowships Committee
Awards of honor/recognition (non-adjudicated):	Grants from the Kook Fund
USITT Award	Grants from the Scripps Fund in coordination with the International Activities Committee: International Student and Professional/Individual Travel Grant International Artist Exchange Grant
Thomas DeGaetani Award	
Wally Russell Professional Mentor Award	
Joel E. Rubin Founder's Award	
Honorary Lifetime Membership Award	
Special Citations	
Commission awards: Distinguished Achievement Award "Donnie" Award	
Publications Awards (adjudicated):	
Herbert D. Greggs Award Herbert D. Greggs Merit Award Golden Pen Award	
Architecture Commission Awards (adjudicated):	
Architecture Awards Student Architecture Awards	
New Century Fund Awards (adjudicated):	GRANTS & FELLOWSHIPS COMMITTEE coordinates the awarding of grants and fellowships, gifting campaigns and events concerning the Kook Fund, and implements directives from the Board of Directors. The committee also provides oversight for the International Travel and Artist Exchange Grants administered by the International Activities Committee.
YD&T: KM Fabrics, Inc. Technical Production Award Robert E. Cohen Sound Achievement Award USITT Award for Lighting Design sponsored by Barbizon Lighting Company USITT Award for Scene Design sponsored by Rose Brand Zelma H. Weisfeld Costume Design and Technology award Frederick A. Buerki Golden Hammer Scenic Technology Award USITT Make-up Design Award sponsored by Kryolan Professional Make-up USITT Stage Management Award sponsored by Clear-Com Communications Systems	

USITT W. Oren Parker Undergraduate Scene Design award sponsored by Stage Decoration & Supplies, Inc. USITT Undergraduate Lighting Design award sponsored by	
Rising Star Awards (adjudicated)	
Competitions/exhibitions (juried):	
Ideal Theatre: Student Design Competition winner (under the Architecture Commission)	These competition prizes are not under the jurisdiction of A&R or G&F.
Tech Expo	
Design Expo	
Tech Olympics	

BOARD OF DIRECTORS POLICIES/PROCEDURES:**USITT CONFIDENTIALITY POLICY AGREEMENT****Adopted November 12, 2011****Amended March 27, 2012**

(Supersedes all other documents on this subject)

The person signing this Agreement below (the "Recipient") hereby acknowledges and agrees that, in the course of conducting business on behalf of the United States Institute for Theatre Technology, Inc. ("USITT"), whether as a director, officer, committee member, employee, contractor, or other service provider, the Recipient may be privy to, come in contact with, or have access to various information that is deemed confidential and proprietary by USITT, and the Recipient hereby acknowledges and agrees to protect such information in accordance with the following:

1. For purposes hereof, the term "Confidential Information" shall mean all information disclosed by or on behalf of USITT to the Recipient, whether before or after the date of this Agreement, directly or indirectly, in writing, orally or electronically, including, but not limited to ideas, discoveries, plans, opportunities, strategies, future projects or products, projects or products under consideration, procedures, sales data, and information related to finances, costs, prices, suppliers, service providers, customers, members and employees, when such information is designated as confidential at the time of its disclosure.
2. The Recipient agrees to hold all Confidential Information in the strictest confidence, and to safeguard and not disclose, divulge or reveal said Confidential Information to any person or persons whomsoever, either during the Recipient's employment or affiliation with USITT, or at any time after the termination thereof, without specific prior written authorization from USITT. Recipient further agrees not to use the Confidential Information except in connection with USITT's business or as specifically authorized by USITT.
3. This Agreement imposes no obligation upon the Recipient with respect to any Confidential Information that (a) was in the Recipient's possession before receipt from USITT; (b) is or becomes a matter of public knowledge through no fault of the Recipient; (c) is rightfully received by the Recipient from a third party not owing a duty of confidentiality to USITT; (d) is disclosed without a duty of confidentiality to a third party by, or with the authorization of, USITT; or (e) is independently developed by the Recipient not in connection with USITT business.
4. The Recipient agrees to return, upon request by USITT, all tangible embodiments of the Confidential Information in Recipient's possession.
5. This Agreement shall not be construed as creating, conveying, transferring, granting or conferring upon the Recipient any rights, license or authority in or to the Confidential Information, except the limited right to use Confidential Information specified in paragraph 2. Furthermore and specifically, no license or conveyance of any intellectual property rights is granted or implied by this Agreement.

6. The Recipient may not assign, delegate or transfer any rights or obligations hereunder without the prior written consent of USITT. Any assignment without USITT’s prior written consent shall be void.

7. If there is a breach or threatened breach of any provision of this Agreement, it is agreed and understood that USITT shall have no adequate remedy in money or other damages and accordingly shall be entitled to injunctive relief; provided however, no specification in this Agreement of any particular remedy shall be construed as a waiver or prohibition of any other remedies in the event of a breach or threatened breach of this Agreement.

8. This Agreement states the entire agreement between the parties concerning the disclosure of Confidential Information and supersedes any prior agreements, understandings, or representations with respect thereto. Any addition or modification to this Agreement must be made in writing and signed by an authorized representative of USITT. This Agreement is made under and shall be construed according to the laws of the State of New York, U.S.A. In the event that this Agreement is breached any and all disputes must be settled in a court of competent jurisdiction in the State of New York, U.S.A.

9. If any of the provisions of this Agreement are found to be unenforceable, the remainder shall be enforced as fully as possible and the unenforceable provision(s) shall be deemed modified to the limited extent required to permit enforcement of the Agreement as a whole.

The Recipient has read this Agreement and acknowledges acceptance voluntarily of the duties and obligations set forth herein.

USITT Member Name (Print): _____

USITT Member Positions: _____

Company: _____

Title: _____

Address: _____

City, State & Zip: _____

Signature: _____

Date: ____/____/____

CONFLICT OF INTEREST POLICY
UNITED STATES INSTITUTE FOR THEATRE TECHNOLOGY, INC.

Adopted 6/25/2009

Amended 11/05/2012

(Supersedes all other documents on this subject)

Article I – Policy Statement

It is the policy of the United States Institute for Theatre Technology, Inc. (the “Corporation”) to require all directors, officers, committee members, employees, contractors, or other service providers of the Corporation to avoid any conflict of interest between their respective personal, professional or business interests and the interests of the Corporation, in any and all actions taken by them on behalf of the Corporation in their respective capacities. A “conflict of interest” may occur if an interest or activity influences or appears to influence the ability of an individual to exercise objectivity or impairs the individual’s ability to perform his or her responsibilities in the best interests of the Corporation.

Article II – Procedure

1. Duty to Disclose. Any director, officer, committee member, employee, contractor, or other service provider of the Corporation having an interest in a contract, transaction or program presented to or discussed by the Board of Directors or a designated Committee thereof for authorization, approval or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or Committee prior to its acting on such contract, transaction or program. Such disclosure shall include all relevant and material facts known to such person about the contract, transaction or program which might reasonably be construed to be adverse to the Corporation’s interests.
2. Determining Whether a Conflict Exists. The Board or Committee to which such disclosure is made shall thereupon determine by majority vote whether a conflict of interest exists or can reasonably be construed to exist.
3. Addressing the Conflict of Interest. If a conflict of interest is deemed to exist, such interested person shall not vote on, nor use his or her personal influence on, nor be present during the discussion or deliberations with respect to such contract, transaction or program (other than to present factual information or to respond to questions prior to discussion). The Board or designated Committee thereof shall then (a) investigate any alternatives to the proposed transaction or arrangement, (b) assess whether such alternatives are viable and whether they pose a conflict of interest, and (c) if no viable alternatives are available, determine by majority vote whether the transaction or arrangement at hand is in the Corporation’s best interest, for its own benefit, and whether it is fair and reasonable.
4. Violations of the Conflict of Interest Policy. Any director, officer, committee member, employee, contractor, or other service provider who fails to disclose an actual or possible conflict of interest shall be subject to appropriate disciplinary and corrective action. Prior to any such action, the

director, officer, committee member, employee, contractor or other service provider shall be afforded the opportunity to explain the alleged failure to disclose.

Minutes reflecting the foregoing procedure, including a description of the deliberations and the participants, shall be prepared and filed with the minute book of the Corporation's Board of Directors or applicable Committee.

Article III – Compensation

1. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. No voting member of the Board of Directors whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to the Board of Directors or any designated Committee thereof regarding compensation.

Article IV – Acknowledgement Statement

Each director, officer, committee member, employee, contractor or other service provider of the Corporation shall be required from time to time at the Board's discretion to sign a statement, substantially in the form attached hereto, which affirms such person:

- a. Has received a copy of the conflict of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the Corporation is charitable and must engage primarily in activities that accomplish one or more of its tax-exempt purposes in order to maintain its federal tax exemption.

Article V – Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arms' length bargaining; and
- b. Whether transactions and arrangements with interested director, officer, committee member, employee, contractor or other service provider:
 - conform to the Corporation's written policies, including this Policy;
 - are properly recorded;
 - reflect reasonable investment or payment for goods and services;
 - further charitable purposes; and
 - do not result in impermissible private benefit or an excess benefit transaction.

When conducting periodic reviews, the Corporation may, but need not, use outside advisors; *provided, however*, that the use of outside advisors shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

BOARD OF DIRECTORS JOB DESCRIPTIONS

Adopted January 22, 2016

Amended May 20, 2016

(Supersedes all other documents on this subject)

According to the Institute Bylaws, each member of the USITT Board of Directors is charged with the responsibility to advise, govern, oversee policy and direction, and assists with the leadership and general promotion of the Institute so as to support its mission and needs. Each Director must be a member in good standing of the Institute as well as an individual member of a Regional Section. Board members are elected by the membership to serve the Institute, each for a three-year term, renewable for one additional term, with two exceptions: the office of the President (non-renewable) and the Immediate Past President (by virtue of previous office). Officers are Directors who are elected to specific positions that hold additional responsibilities beyond those shared by all Board members. The following are the expectations and duties for all members of the Board of Directors of the Institute.

DIRECTOR

Function: Provide governance, strategy, and oversight to the organization, represent it to the community, and accept the ultimate legal authority for it.

Duty to the Board of Directors:

- Develop, maintain, and routinely update planning and strategy for the viability and growth of the Institute.
- Approve the Institute's mission, vision, values, and goals and review its performance in achieving stated goals.
- Assess the live entertainment and performing arts environment, approve the organization's strategies in engaging in that environment, and serve when called upon as representatives of the Institute to the larger performing arts and live entertainment community.
- Attend all meetings of the Board of Directors and Committees as assigned. Share candid and constructive criticism, advice, and commentary to advance the mission and goals of the Institute.
- Serve on Standing Committees as designated by the Board of Directors.
- Annually review and approve the Institute's plans for funding its strategies.
- Review and approve the Institute's five-year financial goals. Approve major actions of the organization, such as capital expenditures and major program and service changes. Verify that published reports accurately reflect the operating results and financial condition of the organization.
- Annually review and approve the Institute's budget, assuring that the financial structure of the organization is adequate for current needs and as well as supportive of the Institute's long-range strategy..
- Approve Institute policies and place them in the USITT Policy and Procedures Compendium.

Duty to the organization:

- Review the results achieved by the Executive Director of the Institute as compared with the Institute's philosophy, annual and long-range goals, and the performance of similar institutions.

- Strategize for management succession as appropriate and necessary.
- Annually approve the Performance Review of the Executive Director.
- Approve appropriate compensation and benefit policies and practices for all employees of the Institute.
- Support a National Office staff of appropriate size and job expectations, as proposed by the Executive Director, that best serves the membership.
- Determine eligibility for and appoint Board Committees as indicated in the Bylaws or as determined by the needs of the organization.
- Annually review the performance of the Board and take steps to improve its performance (through both collective board review and self-appraisal.)
- Cultivate philanthropy within the Board and the organization, creating a culture of giving and sustainability.
- Ensure the membership is both adequately and currently informed, through reports and other methods, of the status of the organization and its operations.
- Define, identify, and take appropriate steps to avoid conflicts of interest throughout the organization.
- Appoint independent auditors as indicated in the USITT Policy and Procedures Compendium.

PRESIDENT

- Provide general oversight of the Institute and serve as its public face.
- Develop meeting agendas in concert with the Executive Director, and preside at all meetings of the General Membership and the Board. Serve as representative or liaison to other organizations, or appoint such representatives as needed in conjunction with the Executive Director.
- Perform such duties as by tradition pertain to the office of the President.
- Chair the Compensation Committee.
- Approve and confirm all new and existing committee members, along with the Secretary, as determined by Committee Chairs.
- Manage the President's budget.
- Submit written reports to the Board as scheduled
- Commit to a five year sequence of elected office – [President-elect one (1) year, President three (3) years, Immediate Past President one (1) year], non-renewable
- Fulfill duties as listed for a Director of the Institute.

PRESIDENT-ELECT

- Perform those duties as assigned by the President, the Bylaws, and Policies and serve in this office for a term of one (1) year, immediately prior to service as President.
- Serve as a voting member of the Board.
- Fulfill all duties as listed for a Director of the Institute.

IMMEDIATE PAST PRESIDENT

- Perform those duties as assigned by the President, the Bylaws, and Policies and serve in this office for a term of one (1) year, immediately following service as President.
- Serve as a voting member of the Board.
- Fulfill all duties as listed for a Director of the Institute.

VICE-PRESIDENT FOR MEMBERS, SECTIONS & CHAPTERS

- Advocate for, provide oversight, and serve as chief liaison for the Regional Sections, Student Chapters and all membership categories to the Board and Institute.
- Chair Regional Section leadership meetings and Student Chapter leadership meetings.
- Appoint Regional Section Officers to serve on the Nominations Committee.
- Chair the Membership Committee
- Represent or appoint a member of the Membership Committee to serve on the Publications Committee.
- Manage the VP-Members, Sections & Chapters budget.
- Submit written reports to the Board as scheduled.
- Perform other appropriate duties as assigned by the Board and/or the President.
- Fulfill all duties as listed for a Director of the Institute.

VICE-PRESIDENT FOR COMMISSIONS

- Advocate for Commission activities, programs, and projects to the Board and Institute.
- Chair Commission leadership meetings and retreats.
- Submit annually for board approval the names of those who will serve as Commissioners.
- Assist in Commission leadership transitions.
- Oversee the disbursement of the Commissioners' Fund.
- Serve as an ex officio member of the Grants & Fellowship Committee.
- Recruit adjudicators for the YD&T Awards.
- Submit written reports to the Board as scheduled.
- Manage the VP-Commissions budget.
- Perform other appropriate duties as assigned by the Board and/or the President.
- Fulfill all duties as listed for a Director of the Institute.

VICE-PRESIDENT FOR CONFERENCES

- Oversee and advocate for the needs of Conference activities, programs, and projects.
- Coordinate the planning of the Annual Conference & Stage Expo.
- Manage the budget for the Annual Conference & Stage Expo.
- Chair the Annual Conference & Stage Expo Committee.
- Appoint Conference & Stage Expo Committee Members with the approval of the President and Secretary.
- Recommend potential Annual Conference & Stage Expo sites in concert with the Executive Director.
- Appoint chair of Exhibitors committee.
- Serve as an ex-officio member of the exhibitors committee.
- Manage the VP-Conferences budget.
- Submit written reports to the Board as scheduled.
- Perform other appropriate duties as assigned by the Board and/or the President.
- Fulfill all duties as listed for a Director of the Institute.

VICE-PRESIDENT FOR EDUCATION & TRAINING (formerly Programming)

- Provide direction and oversight for all Institute education and training programs including but not limited to those held at the Annual Conference & Stage Expo.
- Ensure that the education and training programs provide opportunities for all experience levels within the Institute’s membership.
- Provide guidance in establishing new educational opportunities with internal and external partners.
- Direct assessment and evaluation of all education and training programs.
- Serve as an ex officio member of the Conference and Grants and Fellowship committees.
- Manage the VP-Education & Training budget.
- Submit written reports to the Board as scheduled.
- Perform other appropriate duties as assigned by the Board and/or the President.
- Fulfill all duties as listed for a Director of the Institute.

VICE-PRESIDENT FOR COMMUNICATIONS

- Coordinate the ongoing publications of the Institute including TD&T (Theatre Design & Technology), USITT “Designs of...” Series, and Sightlines.
- Chair the Publications Committee.
- Oversee the Oscar G. Brockett Golden Pen Award, the Herbert D. Greggs Awards, and the juried paper submission process.
- Advocate for the effective dissemination of the investigation and research activities of the Institute.
- Coordinate the editorial and production process for new works published by the Institute.
- Manage the VP-Communications budget.
- Submit written reports to the Board as scheduled.
- Perform other appropriate duties as assigned by the Board and/or the President.
- Fulfill all duties as listed for a Director of the Institute.

VICE-PRESIDENT FOR EXHIBITIONS (formerly Special Operations)

- Advocate for the appropriate physical representation of the industry’s work to inspire innovation and research.
- Coordinate exhibitions and displays for the Institute including but not limited to Design Expo, PQ, Tech Expo, Cover-the-Walls; both at conference and at non-conference locations
- Serve as an ex officio member of the Conference Committee.
- Manage the VP for Exhibitions budget.
- Submit written reports to the Board as scheduled.
- Perform other appropriate duties as assigned by the Board and/or the President.
- Fulfill all duties as listed for a Director of the Institute.

VICE-PRESIDENT FOR INTERNATIONAL ACTIVITIES

- Coordinate the international activities of the Institute, including but not limited to the planning and execution of the United States entries into the Prague Quadrennial (national, student, architecture).
- Coordinate all OISTAT related projects with the Head of the US Center for OISTAT.
- Serve as an ex-officio member of the International Activities Committee.

- Host international guests and international conference programming at the Annual Conference & Stage Expo.
- Advocate for international involvement of the Institute.
- Manage the VP-Int'l Activities budget.
- Submit written reports to the Board as scheduled.
- Perform other appropriate duties as assigned by the Board and/or the President.
- Fulfill all duties as listed for a Director of the Institute.

SECRETARY

- Serve as secretary for all meetings of the Board of Directors and the Annual General Membership meeting held at the National Conference & Stage Expo.
- Ensure that the minutes of these meetings are recorded, transcribed, checked for accuracy, and filed in the National Office.
- Ensure notification of members of the Institute of special and annual meetings.
- Chair the Nominations Committee and promote member involvement and understanding of the nomination process.
- Assist in the recruitment of members to serve the Institute's various offices, confirming their willingness to stand for election.
- Work with the Nominations Committee to develop a final ballot that represents the diversity of the Institute's various constituencies and membership composition.
- Coordinate the voting process with the National Office.
- Certify the results of the elections, communicating the results to all nominees, confirming elected candidates' willingness to serve in the position to which they have been elected and informing unsuccessful nominees of their status, encouraging them for future service to the Institute.
- Chair the By-Laws committee, updating the By-Laws and maintaining the Policies and Procedures Compendium following Board action.
- Assist the President in making committee assignments of Board members.
- Coordinate new Board Member Orientation.
- Prepare ceremonial "Resolutions" for Board action.
- Manage the Secretary's budget.
- Submit written reports to the Board as scheduled.
- Perform other appropriate duties as assigned by the Bylaws, Board and/or the President.
- Fulfill all duties as listed for a Director of the Institute.

TREASURER

- Oversee all property and financial assets of the Institute.
- Assure financial reports are provided to the Board for their review at all Board meetings.
- Recommend financial procedures and policies for Board action.
- Provide training to the board to facilitate effective understanding of USITT's financial structure and reporting practices.
- Chair the Finance Committee.
- Present the report of the Audit Committee and the annual organizational audit to the board.
- Serve as an ex officio member of the Grants & Fellowship committee.
- Manage the Treasurer's budget.

- Submit written reports to the Board as scheduled.
- Perform other duties as assigned by the Bylaws, Board and/or President.
- Fulfill all duties as listed for a Director of the Institute.

POLICY FOR REMOVAL OF A DIRECTOR FROM OFFICE

Adopted March 27, 2012

(Supersedes all other documents on this subject)

Bylaws: ARTICLE IV. Section 11. REMOVAL. Any director may be removed from office for cause by the affirmative vote of no less than two-thirds (2/3) of the Directors then in office.

Note: The term director as used above includes both Director and Officer.

DUTIES: By agreeing to serve as a Director of the Institute, each Director agrees to perform the duties detailed in the current Board of Directors Manual as well as the following:

- Attendance at and participation in all face-to-face Board meetings in person as called
- Attendance at and participation in all electronic Board meetings as called
- Participation on at least two Standing Committees as may be designated by the bylaws and/or by the Board of Directors
- Attendance at the annual USITT Annual Conference and Stage Exposition
- Continuing membership in a regional section
- Fulfillment of the specific duties of elected office as outlined in the Board Manual

Should a Director have a conflict with the performance of duties with reasonable cause, an exemption may be requested.

PROCESS FOR EXEMPTION: An exemption from duties listed above must be requested in writing to both the President and Secretary. If the President and Secretary both agree to the request at their discretion, the Director will be granted an exemption. Such exemptions granted will be published with the minutes of the meeting.

CAUSES FOR REMOVAL FROM OFFICE: Possible causes for removal from office include, but are not limited to the following:

- Failure to secure an approved exemption for a Board meeting on a single day.
- Failure to participate in assigned Standing Committee or Commission work as determined or reported by the Committee Chair or other committee members
- Committing an act or acts of malfeasance (wrongdoing or misconduct) or misfeasance (the performance of a lawful action in an illegal or improper manner) while in office

PROCESS TO REQUEST THE REMOVAL OF A DIRECTOR FROM OFFICE:

1. Any member of the organization wishing to request a vote on the removal from office of a duly elected Director must present a written request to the President, naming the director and the reason(s) for bringing of said charge. If the President is the person being charged, the request and accompanying reasons shall be filed with the Secretary.
2. The charge must give a detailed description of the act or acts alleged, including the approximate date, location, and nature of each act in the complaint.

3. The Secretary will promptly send a copy of the charge to the Director whose removal is being requested. If the Secretary is named in the charge, then this duty would fall to the President. The Director will have the right to present a written rebuttal to the charge(s) in writing to the Secretary and/or President for inclusion in the notification to the Board of the charge. (See item 4.)
4. Within one month after receiving the charge, the President and/or the Secretary will inform all Board members of the charge, including the name(s) of the person(s) bringing the charge, and any rebuttal of the charge(s) from the person being charged.
5. A meeting of the Board will be called at least 14 days from the notification of the Board as to the charge(s). Such meeting may be face-to-face or electronic in accordance with the Bylaws, Article IV, Section 5. Meetings, with this item on the agenda. At that time the Board will discuss the charges and vote upon any motion for removal. If the Director being charged is the President, he/she may not preside at the meeting.
6. The discussion of this agenda item will be conducted in executive session and will not be included in the public record of the meeting. However, the Board's decision will be included in the public record of the meeting.

REPLACEMENT:

Any vacancies due to removal from office or resignation will be filled according to current Nominations Committee procedures.

BYLAWS COMMITTEE
Policy adopted June 18, 2010
Amended March 25, 2014
Procedure reviewed (date)

(Supersedes all other documents on this subject)

COMMITTEE TYPE: Standing

BYLAWS citation (if applicable):

ARTICLE VII Section 3.c. Bylaws Committee. The Bylaws Committee shall, as requested by the Board of Directors, the President, the membership, or on its own initiative, study problems concerning the Corporation's Bylaws; interpret bylaw questions; draft possible amendments to the Bylaws; and implement solutions to Bylaws-related problems. The Committee shall maintain an official text of the Bylaws incorporating all changes and shall verify as correct all published texts of the Bylaws. The Committee shall review operational manuals of the Institute on a regular basis for compliance with the Bylaws.

POLICY FOR BYLAWS:

Charge: The Bylaws Committee shall oversee the currency of and compliance with the bylaws and Certificate of Incorporation of the Institute and bring to the Board's attention any areas that need monitoring or updating.

Duties: Matters referred to the committee by the Board of Directors, the President, the membership, or on its own initiative will be reviewed and presented as agenda items at the next meeting of the Board of Directors whether in-person or electronically.

The Committee shall review all Policies and Procedures of the Institute at least every three years and bring to the Board's attention any matters needing revision or amendment. Such review will be recorded and a log maintained by the Secretary.

Composition of the Committee:

The Bylaws Committee shall be chaired by the Secretary and consist of two additional members of the Board, as selected by the Board, and the Executive Director.

PROCEDURE FOR THE COMMITTEE:

The Committee shall meet as necessary either electronically or otherwise to do the work of the committee. Once agreement on matters referred to the Committee by the Board has been reached, the chair will provide the information for agenda of the next Board meeting.

The Committee shall preview all motions to the Board prior to development of the agenda for the Board meeting for impact on the bylaws, policies, and procedures. Should such occur the chair shall provide that information to the President and the parties involved.

The committee will regularly consult with the Institute's lawyer on matters of corporate non-profit law as dictated by the state of New York.

Commissioners Steering Committee

Policy adopted March 1, 1998

Policy amended November 12, 2011

Policy amended March 25, 2014

Procedure reviewed November 12, 2011

(Supersedes all other documents on this subject)

COMMITTEE TYPE: Ad hoc

BYLAWS citation (if applicable):

POLICY FOR THE COMMISSIONERS STEERING COMMITTEE:

Charge: The Commissioners Steering Committee provides oversight for the Commissioners' Fund as well as representing the various Commissions with regard to planning sessions and spaces for the Annual Conference & Stage Expo.

Duties:

1. The VP-Commissions confers with the Steering Committee regarding establishing agendas for the Commissioners I meeting as well as Commissioners retreats.

2. Each Spring following the Annual Conference, the Commissioners Steering Committee meets with the VP-Conferences and the VP-Commissions at the site of the upcoming conference to establish the programming matrix for the next conference. Each member of the Steering Committee represents a third of the Commissions and helps to schedule those Commissions' sessions, assign rooms, and to negotiate with the other members of the steering committee regarding any duplicated programming etc.

3. The Steering Committee makes all decisions regarding the expenditure of the Commissioners' Fund. All requests made of the Commissioners' Fund are sent by the VP Commissions to the Steering Committee for a decision on the allocation of funds.

Composition of the Committee: One Commissioner is elected by the Commissioners at each Commissioner I meeting held at the beginning of each conference for a **three-year** term. Each member of the steering committee represents a third of the Commissions. Terms of service are staggered so that there is as broad a representation on the committee as possible. Terms of service of the Steering Committee may not exceed term of appointment as Commissioner.

PROCEDURE FOR THE COMMITTEE:

With regard to the Commissioners' Fund:

1. All requests for support from the Commissioners' Fund are sent to the Vice-President for Commissions who will review the proposal and forward it, with comments and recommendations, to the Commissioners Steering Committee for review.

2. The Steering Committee votes on the proposal and informs the Vice-President for Commissions of the voting results.
3. If the Steering Committee votes not to fund the project, the Vice-President for Commissions will notify the Commissioner(s) and project chair. If the Steering Committee votes to fund a project, the Vice-President will inform the Commissioner(s), the project chair, the Executive Director, and the USITT Treasurer.
4. With regard to conference programming: Each member of the Steering Committee will represent approximately 1/3 of the existing commissions and assist in the scheduling of those Commissions' sessions, room assignments, and negotiations with the other members of the Steering Committee and the Conference Planning Committee regarding any duplicated programming, etc.

COMPENSATION COMMITTEE

Policy adopted March 25, 2014

Procedure reviewed (date)

(Supersedes all other documents on this subject)

COMMITTEE TYPE: Standing

BYLAWS citation (if applicable):

ARTICLE VII. Section 3. a. Compensation Committee. The Compensation Committee of the Board of Directors shall evaluate annually the past performance and compensation of the Executive Director and shall recommend to the Board of Directors any changes in compensation, benefits and/or duties and responsibilities.

POLICY FOR THE COMPENSATION COMMITTEE:

Charge: The Compensation Committee is charged to assist the Board in setting executive compensation and to review and make recommendations regarding Executive Director compensation and performance goals.

Duties:

- Assess job performance and evaluate contract terms for the Executive Director and such other parties contracted by the Institute as may be deemed appropriate.
- Determine appropriate salary and benefits for the Executive Director and such other parties contracted by the Institute as may be deemed appropriate.
- The Committee may be consulted by the Executive Director in the development of tools for staff evaluation and in reviewing and making recommendations regarding other compensation plans, policies and programs of the organization.

Composition of the Committee: The committee shall be chaired by the USITT President and consist of three voting Directors as determined by the Board.

PROCEDURE FOR THE COMMITTEE:

The committee shall meet at least once a year to evaluate and assess the performance of the Executive Director and such other parties contracted by the Institute as it may deem appropriate. Discussions of the committee are privileged. Resulting recommendations will be conveyed to the Board for approval and to the parties concerned.

DIVERSITY & INCLUSION COMMITTEE

Policy Adopted August 13, 2015

Procedure Reviewed August 13, 2015

(Supersedes all other documents on this subject)

COMMITTEE TYPE: Standing

BYLAWS citation (if applicable):

ARTICLE VII. Section 3.I. Diversity & Inclusion Committee. The Diversity & Inclusion Committee shall be responsible for supporting and promoting diversity, equity and inclusion within USITT's programs and projects and the Institute as a whole. In addition, the Committee will steer Institute efforts to advocate for and support diversity, equity and inclusion within the entertainment industry. The Committee shall be responsible for recommending to the Board of Directors policies that fulfill and advance the mission and goals indicated in the Diversity Policy.

POLICY FOR DIVERSITY & INCLUSION COMMITTEE:

Charge: The Diversity & Inclusion Committee shall oversee, support, and grow the Diversity Initiative's programs and objectives. It is responsible for the promotion of diversity, equity and inclusion within USITT and throughout the entertainment industry as a whole.

Duties: The Committee shall

- Create and support goals, programs and projects as stated in the Diversity Policy.
- Serve as liaison with outside organizations regarding USITT's Diversity Policy goals.
- Provide recommendations to the Board of Directors for policies that fulfill and advance the mission and goals indicated in the Diversity Policy.

Goals:

1. Create a resource for the industry (academic and professional) that provides a repository of historical knowledge, initiatives, partner organizations, and other resources available.
2. Grow the culture of awareness and advocacy already in existing USITT forums (People of Color Network, Women in Theatre, Queer Nation, and Human Issues Caucus) and promote Diversity programming and outreach initiatives.
3. Provide opportunities for underrepresented populations to attend the USITT National Conference, network with professionals, and expand their experiences in the industry.

Composition of the Committee: The Chair of the Committee shall be appointed by the President and approved by the Board. The Chair shall then appoint no fewer than 10 members including: VP-Members, Sections & Chapters or designate; VP-Programming or designate; the Chairs of the USITT Diversity Forums; the President *ex officio*; the Executive Director *ex officio*, non-voting; two members of Commissions Leadership (Commissioner or Vice Commissioner) and two members of the Institute as selected by the Chair, subject to approval of the President and Secretary (following Bylaws ARTICLE VII. Section 2).

PROCEDURE FOR THE COMMITTEE:

The Committee shall meet at least two times a year in person, during the Annual Conference & Stage Expo and at one other time as designated by the Chair. The Committee shall also meet electronically as necessary.

USITT DIVERSITY POLICY

Statement adopted by the Board of Directors November 10, 2014

Policy adopted by Board of Directors August 13, 2015

(Supersedes all other documents on this subject)

The United States Institute for Theatre Technology (USITT) is committed to modeling diversity and inclusion for the entertainment industry. We respect and value diverse life experiences and heritages, strive toward equitable treatment of our members, and support members who nurture diversity and equity in their places of work and in their broader communities. USITT aims to provide its members with opportunities for outreach, education and resources in order to celebrate and incorporate the broad experiences of this collaborative community. We challenge ourselves to question assumptions, expand knowledge, and implement plans to foster a more inclusive entertainment industry. USITT is committed to partnering with organizations, businesses, and individuals that share our dedication to creating and maintaining an inclusive environment with equitable treatment for all.

USITT Emergency Procedures for responding to an incident at a USITT-sponsored event March 2012

Qualifying Incidents:

- Any time first responders should be or are called to an Incidents
- An equipment failure such as collapse of rigging or staging (or similar items)
- Death of a participant or observer no matter what the cause

The supervising staff member or volunteer on site responds as follows:

- Remain calm
- Identify yourself to those around
- Secure the scene and, if possible, instruct a volunteer to notify appropriate first responders
- Ask if there are persons trained to assist in emergencies and enlist their aid
- If no staff member is present, volunteers should notify a staff member as soon as the situation is secure
- Staff members should notify either the Executive Director or Board President (First of these contacted will immediately notify the other). If possible, the Executive Director or Board President will come to the scene

The **Executive Director** will be the official spokesperson for the organization when dealing with media. If the Executive Director is not present, the senior staff member will be the spokesperson. If no staff member is present, the highest ranking volunteer will speak on behalf of the Institute.

For legal and insurance purposes **staff members should speak on behalf of the Institute in emergencies when at all possible**. If volunteers are speaking publicly on behalf of the Institute, at no point should they mention their employer or any other affiliation, so as to prevent confusion or misrepresentation of sponsoring parties.

Staff will notify any event sponsors as soon as possible and keep them apprised of the situation.

Emergency Operations Committees

For all Emergencies (via electronic means if not present)

- Executive Director
- Board President
- USITT Director of Finance and Human Resources

At National Conference & Stage Expo

- Vice-President Conferences
- Vice-President Programming

At Commission Activities

- Vice-President Commissions
- Sponsoring Commissioner
- Activity organizer/chair

At Section Activities

- Vice-President Members, Sections, and Chapters
- Section President
- Section Vice-President

**USITT EMERGENCY SUCCESSION PLAN:
 Procedure for the Appointment of an Acting Executive Director in the Event of an
 Unplanned Absence of the Executive Director
 Procedure approved August 8, 2016
 (Supersedes all other documents on this subject)**

A. Rationale

In order to ensure the continuous coverage of executive duties critical to the ongoing operations of The United States Institute for Theatre Technology, Inc. (USITT) and its services to its members, the Board of Directors is adopting policies and procedures for the temporary appointment of an Acting Executive Director in the event of an unplanned and extended absence of the Executive Director. While the Board acknowledges that such an absence is highly improbable and certainly undesirable, it also believes that due diligence in exercising its governance functions requires that it have an emergency executive succession plan in place. It is expected that this plan will ensure continuity in external relationships and in staff functioning.

B. Priority functions of the Executive Director position at USITT

The key functions of the Executive Director to be covered by an acting director:

1. Serve as the organization's principal leader, representative, and spokesperson to the greater community.
2. Support the Board of Directors.
 - a) Ensure integrity and strength of Board leadership and address issues around clarity of role, governance, bylaws/policies, corporate structure, and membership.
 - b) Assist with recruitment and orientation of new Board members.
 - c) Prepare Executive Director Updates to Board of Directors
 - d) Plan and attend Board meetings and various Committee meetings.
3. Convene and lead the Management Team.
4. Participate in recruitment, interview, selection and evaluation process for directly supervised staff.
5. Implement the organization's existing short-range and long-range program and project goals.
6. Identify overall resource development goals and fund-raising plan.
7. Establish, maintain and cultivate relations with donors, foundations and other resources to support organizational programs and activities.
8. Maintain accountability for current year operating budget and financial controls.

C. Succession plan in event of a temporary, unplanned absence-- SHORT-TERM

A temporary absence is one in which it is expected that the Executive Director will return to his/her position once the events precipitating the absence are resolved.

An unplanned absence is one that arises unexpectedly, in contrast to a planned leave, such as a vacation or a sabbatical. A short-term absence is 3 months or less.

The Board of Directors authorizes the President to implement the terms of this emergency plan in the event of the unplanned absence of the Executive Director.

In the event of an unplanned absence of the Executive Director, the Director of Human Resources shall immediately inform the President of USITT of the absence. As soon as is feasible, the President shall convene a meeting of the elected Officers to affirm the procedures prescribed in this plan or to make modifications the elected officials deem appropriate.

The Executive Director will maintain responsibility for identifying to the President which of the management team is best prepared to serve as Acting Executive Director in the absence of the Executive Director. If that identified individual is unable to serve for any reason, the back-up appointee will be the President. The elected officers may also consider the option of splitting executive duties among the designated appointees.

The Executive Director shall develop a mentoring plan for training the identified staff member in each of the priority functions of the Executive Director which are listed above (section 2). The person appointed as Acting Executive Director shall have the same full authority for decision-making and independent action as the regular Executive Director. The Acting Executive Director shall receive a temporary salary increase as appropriate for the situation, as determined by the Compensation Committee.

As with the Executive Director, the Board will have responsibility for monitoring the work of the Acting Executive Director. The Compensation Committee will also be alerted to the special support needs of the executive in this temporary leadership role. As soon as possible after the Acting Executive Director has begun covering an unplanned absence, Board members and the Acting ED shall communicate the temporary leadership structure to the following key supporters external USITT:

- Government contract officers
- Foundation program officers
- Industry leaders
- Major donors

D. Succession plan in event of a temporary, unplanned absence-- LONG-TERM.

A long-term absence is one that is expected to last more than 3 months. The procedures and conditions to be followed shall be the same as for a short-term absence with one addition: the Board of Directors will give immediate consideration to whether USITT should engage an Acting External Director from outside the organization. If the identified staff member serves as the Acting Executive Director, the Board of Directors should evaluate with the Acting Executive Director, the potential need to temporarily back-fill the management position left vacant by the Acting Executive Director. This is in recognition of the fact that, for a term of more than 3 months, it may not be reasonable to expect the Acting Executive Director to carry the duties of both positions. The position description of a temporary manager would focus on covering the priority areas in which the Acting Executive Director needs assistance.

E. Succession plan in event of a PERMANENT unplanned absence.

A permanent absence is one in which it is firmly determined that the Executive Director will not be returning to the position. The procedures and conditions shall be the same as for a long-term temporary absence with one addition -- The Board of Directors shall appoint a Transition and Search Committee to plan and carry out a transition to a new permanent Executive Director

Procedure for Establishing a USITT Award, Grant, Fellowship, and Scholarship
Reviewed and adopted November 12, 2011
 (Supersedes all other documents on this subject)

NOTE: The USITT Board of Directors must approve all awards/grants/fellowships/etc. given in its name.

Definitions:

AWARD: The USITT Awards & Resolutions Committee (A&R) oversees this category. Recognition of excellence in and/or significant contributions to design, technology, management, and/or architecture for the performing arts and entertainment industries, through a variety of awards. This category includes both awards determined by the committee itself and awards administered and adjudicated by the commissions (Architecture, Distinguished Achievement, and YDT) or the Institute (Rising Star).

GRANT: The Grants & Fellowships Committee (G&F) oversees this category. Funding dispersed to a member's specific project in design, technology, management, and/or architecture for the performing arts and entertainment industries, through an application process. Grants require some level of compliance and reporting. This category includes grants administered and determined by the committee itself and grants administered and adjudicated by other USITT units.

FELLOWSHIP: The Grants & Fellowships Committee administers this category. Funding dispersed for a member's excellence in scholarship or creative activities in design, technology, management, and/or architecture for the performing arts and entertainment industries through an application process. Proposals for USITT Fellowships must have a coherent theme and result in important scholarly or creative activity with a significant result.

SCHOLARSHIP: Funding in the form of financial aid for student members in order to further their education in the performing arts and entertainment industries. Scholarships are based on various criteria reflecting the values and purposes of the donor or founder of the award. If the Scholarship is a one-time gift, then the USITT Awards & Resolutions Committee would administer it as an award. If the scholarship support is ongoing and requires continual financial oversight, then the Grants & Fellowships Committee would administer the scholarship.

Proposals for establishing new awards/grants/fellowships/scholarships or the naming of such may come from any source, inside or outside the Institute. The following steps serve as a guideline:

1. The proposal describing the award/grant/fellowship/scholarship must be made in writing and sent to the Executive Director and the President of USITT.
2. If the donor/supporter does not have a fixed idea of where to tender support, or if the choice does not fully comport with USITT's organizational structure, the President and Executive Director will designate person(s) to consult with the donor regarding the various options available, depending on the focus of the offer. This consultation may include the

Treasurer as necessary to determine how funding the proposed designated donation would be handled.

3. If the donor wishes to establish a new award/grant/fellowship/scholarship, the consultant(s) will work with the donor to establish appropriate criteria for the donation, including a timeline for the establishment procedure, process for the application/awarding, and appropriate oversight committee.
4. The consultant(s) will then forward the donation information and comments to the National Office for input and the completion of Part I of **Check Sheet for New USITT Awards, Grants, Fellowships, and Scholarships**. Any necessary consultation with the Treasurer would occur at this point. Upon completion of the Check Sheet, the National Office will then forward the proposal for deliberation to the appropriate committee depending on the focus of the proposal.
5. The proposal, deliberations, and recommendations from the designated committee(s) are then reported to the USITT Board of Directors, along with the committee's recommendation for approval/non-approval. The Board will make the final determination regarding the award proposal.
6. No award, juried or non-juried, may be given without existing funding support and a USITT budget line.

Check Sheet for New USITT Awards, Grants, Fellowships, and Scholarships

Reviewed and adopted November 12, 2011

(Supersedes all other documents on this subject)

(To be attached to the **Statement of Proposal** and be forwarded, along with the *Procedure for Establishing a USITT Award, Grant, Fellowship, and Scholarship*, by the National Office to the designated committee for use in deliberating new proposals.)

NOTE: The USITT Board of Directors must approve all awards/grants/fellowships/etc. given in its name.

RESPONSES TO BE COMPLETED BY THE NATIONAL OFFICE AND ATTACHED FOR THE COMMITTEE'S USE:

- Does this proposal raise concern regarding the perception of USITT endorsement of a product, service, company, or institution?
- Does this proposal raise concern regarding USITT funding issues?
- Does this proposal raise concern regarding USITT liability issues?
- How will the USITT National Office integrate the additional administrative needs (advertising, jury needs, conference implications, non-member guest needs) into its existing schedule?
- What are the actual financial implications should the committee recommend in favor of this proposal, including any costs associated with the awarding process and presentation of the award?
- Recommendation for approval/disapproval, indicating any consultations held with Finance or Conferences.

THE FOLLOWING LIST MAY ASSIST THE COMMITTEE IN DETERMINING THE MERITS OF THE PROPOSED AWARD/GRANT/FELLOWSHIP/SCHOLARSHIP.

- How does the proposed award/grant/fellowship/scholarship advance USITT's mission to connect the performing arts design and technology communities to ensure a vibrant dialog among practitioners, educators, and students?
- Does the proposal correspond with the category/focus e.g. award/grant/fellowship/scholarship that the proposal has described? If not, where might it better reside?
- How does the proposal interface with corresponding USITT honors? Does it duplicate existing categories or tip the balance of honorees in any one professional dimension?

- How will the proposal be funded? Is it one-time or on a continuing basis?
- Does the recognition carry with it a stipend? If so, how much?
- How often will it be given?
- How is the recipient chosen?
- If the award/grant/fellowship/scholarship is adjudicated:
 - Who chooses jury?
 - What criteria and process will be used to choose jury?
 - Who and how is the award recipient notified of win/loss?
- When/where/how is the recognition/prize to be given?
- If it is to be given at the Annual Conference and Stage Expo, is the Institute responsible for the awardee's conference expenses? To what degree?
- If it is to be given at the Annual Conference and Stage Expo, does the awardee interface with the conference activity? How?
- Proposed name for the award/grant/fellowship/scholarship?

eSet Council

ad hoc Committee approved November 20, 2015
(Supersedes all other documents on this subject)

COMMITTEE TYPE: Ad hoc

BACKGROUND: On March 17, 2014, the ESTA Foundation began the Essential Skills for Entertainment Technicians Program to quantify what the basic expectations are for people entering our industry as professional technicians. With a realignment of mission when the ESTA Foundation became the PLASA Foundation, the eSET Program was transferred to USITT. In order to assume the responsibility for the development of this program an ad hoc committee needs to be established by USITT.

COMMITTEE CHARGE: The Committee shall create a working policy for the eSET Council to be approved by the board and to establish as part of this process working groups for rigging, lighting, costumes, and safety & health.

eSET

eSET is an acronym for Essential Skills for the Entertainment Technician. The concept and lexicon began with the ESTA Foundation, and is being further developed by USITT. It is a proficiency examination which helps to determine the knowledge and skill set required a person seeking entry level employment as an entertainment technician.

When both the written and practical exams are passed, a certificate is granted. For the working technician, the certificate indicates that the person being tested shows proficiency with the entry-level basic skill sets necessary for the job. For the educator, the exam serves as a teaching tool, providing a listing of the basic skills that students will need for success in the entertainment industry. For potential employers, the successful completion of the exam gives the confidence that their hire is familiar with the discipline. eSET provides an assessment, written by industry experts, for all sectors of the entertainment industry.

The eSET process is two-fold. There is an online written exam testing essential knowledge consisting of two tests: the first consists of basic Terms and Safety questions and a second testing in a specific discipline. The second step of the process is a practical exam which tests applicable skills. The passing of the written exam is required before applying for the practical.

Currently online testing for the specific disciplines of costuming, lighting, and rigging is available. Practical testing will be available at various announced sites. The cost of the online exams will be \$40 for the first test and \$20 for each subsequent test. The practical exams are free.

Terminology used throughout all of the exams is found in the lexicon, available to download on your Apple device. Launch of the Droid app is scheduled for Feb 1.

Fellows Committee

Policy adopted November 12, 2011

Amended June 2, 2015

Procedure reviewed June 2, 2015

(Supersedes all other documents on this subject)

COMMITTEE TYPE: Ad hoc

BYLAWS citation (if applicable):

ARTICLE X – FELLOWS Section 1. QUALIFICATIONS. The honorary designation “Fellow of the Institute” may be bestowed for life upon those members of the Corporation who have made a truly outstanding contribution to the theatre and/or the performing arts community and to the work of the Corporation.

Section 2. SELECTION. Fellows are nominated and selected by the existing Fellows according to established policies and procedures of that body as approved by the Board of Directors.

POLICY FOR THE FELLOWS COMMITTEE:

LIMITATION OF NUMBER OF FELLOWS. According to procedures established by the Fellows Committee and reviewed by the Board of Directors of USITT, the Fellows of the Institute may elect up to three new Fellows each fiscal year. New Fellows will be inducted at the following Annual USITT Conference & Stage Expo.

Charge:

Duties:

Composition of the Committee: All members who have been inducted into the Fellows are members of this committee. The committee selects its chair person annually.

PROCEDURE FOR THE COMMITTEE:

Procedure for Election of Fellows

Adopted by the Fellows Committee at USITT Toronto Conference 2005

Revised and updated April 2010

Revised and reviewed by the BOD November 12, 2011

Revised and accepted by the BOD June 2, 2015

A Fellow is elected for life and remains a Fellow regardless of continued participation in USITT. The following selection procedure will be followed.

- 1) The Fellows Elections Committee consists of three Fellows, each elected to serve a three-year term. One member rotates off each year and a replacement is elected during the Fellows meeting at the preceding conference. The member in the third-year of service will serve as Chair.

- 2) No more than three (3) new Fellows may be elected in any fiscal year.
- 3) All USITT Fellows have the right to vote. At each annual meeting of the Fellows, written confirmation of the preferred contact information from those attending will be ascertained and filed with the Election Committee Chair. Fellows not attending the annual meeting will be contacted to insure that their preferred communication method is understood and recorded by the Committee.
- 4) Submission of Nominees:
 - The Election Committee is responsible for soliciting nominations from all Fellows for new candidates. Any Fellow may submit a current USITT member as a nominee for consideration.
 - Each nomination must be supported by two Fellows (the nominator and one other). The nominating party is responsible for seeking the second Fellow to support the initial nomination.
 - The nominating party is responsible for providing supporting documentation that the nominee has made “a truly outstanding contribution to the Performing Arts and to USITT” as well as any other reasons this person should be made a Fellow.
 - Nominations and adequate supporting documentations must be complete and submitted to the Election Committee by October 1 to be eligible as a candidate for this election cycle.
 - The Election Committee will announce the Fellow Candidates by October 15.
- 5) The Election Committee will circulate information about each of the Candidates to the Fellows, requesting them to vote for **all** the candidates that they believe should be made a Fellow. Deadline for the voting will be November 7.
- 6) A nominee must receive at least 51% of the Fellow votes to be eligible to be a Fellow.
 - Using a list of the nominees who receive a minimum of 51% of the vote of the Fellow votes, the Election Committee will determine new Fellows beginning with the nominee receiving the most votes and proceeding in descending order of votes until the available slots have been filled.
 - In the event of a tie for an opening, a run-off election will be held to determine the new Fellow.
- 7) If no candidate receives 51% of the Fellow votes, no additional Fellow will be elected. If fewer than 3 candidates receive a positive vote, only the successful candidates will be inducted that year.
- 8) The Election Committee will announce the voting results to the Fellows Committee.

FELLOWS FUND COMMITTEE

Policy adopted March 19, 2013

Amended March 25, 2014

Procedure reviewed March 19, 2013

Supersedes all other documents on this subject

COMMITTEE TYPE: Ad Hoc

BYLAWS citation (if applicable):

Section 1. GENERAL. The Corporation shall have the standing committees designated in this Article VII and any number of ad hoc committees that the Board of Directors, by resolution adopted by a majority of the Board, may designate from time to time. Each committee shall serve at the sole pleasure of the Board of Directors. Each committee may be authorized by the Board of Directors to act on its behalf in any matter not specifically prohibited by the Corporation's Certificate of Incorporation or by law.

Section 2. COMMITTEE MEMBERSHIP. The Board of Directors shall appoint the Chair of each Committee annually, except as noted in Section 3 below. Such appointments shall occur immediately following July 1st of each year in which a Chair's term ends. Each Chair shall serve a one-year term, except as otherwise set forth herein, subject to the earlier resignation or removal of such Chair by a two-thirds vote of the Board of Directors. Such appointments are renewable. Following a call for participants from the general membership or the Board (as appropriate), the Committee Chairs shall appoint the remaining members of their respective Committees, subject to approval of the President and Secretary.

POLICY FOR THE FELLOWS FUND COMMITTEE:

Charge: The Fellows Fund Committee (the Committee) shall recommend distributions from the Fund for various initiatives, projects, or activities to be undertaken by the Institute. The process by which funds are dispersed shall be the province of this committee. All recommendations from the Committee for use of the funds require ratification by the Board of Directors.

Duties:

- To administer and recommend distributions from the Fellows Fund.
- To insure appropriate recognition of donors to the Fund.
- To insure appropriate dissemination of the impact of the funded initiative, project or activity.

Composition of the Committee: The Fellows Fund Committee shall be comprised of six members including the USITT Executive Director ex-officio, non-voting, and the USITT Treasurer, ex-officio. The Chair of the Committee must be a Fellow and will be selected by the President in consultation with the Chair of the Fellows and ratified by the Board of Directors. The Chair will select the other three members of the Committee, subject to the approval of the President and Secretary (see Bylaws Article VII, Section 2). No more than three members of the Committee may be Fellows (which includes the Chair). Should a non-Fellow Committee member become a Fellow during the year, that person could remain on the Committee until June 30 of that year. The Chair will serve as liaison with the Fund applicants, National Office, USITT President and Chair of the Fellows. In order to provide and maintain continuity, the terms of Committee members will be staggered. No appointed member may serve more than 6 years.

PROCEDURE of the Committee with regard to the USITT Fellows Fund:

USITT FELLOWS FUND PROPOSALS

1. Any USITT member, USITT Fellow or group of USITT members or Fellows may make a proposal to the Committee for support of an initiative, project or activity. The Committee will determine the dollar amount to be recommended to the Board of Directors for funding. The recommended amount may, or may not, be equal to the total amount of the proposal.
2. The Committee will consider providing financial assistance from the Fund for proposals that fall outside the scope or timing of the designated USITT Endowed Funds that are projects requiring critical timing. Such assistance may not interfere with or supplant the functions of the Grants & Fellowships Committee, International Activities Committee or the Awards & Resolutions Committee without consultation with those committee chairs.
3. There are no limitations regarding the nature of the proposals as long as they support the purposes and mission of USITT, and are of benefit to the USITT membership.
4. All proposals must include a narrative description of the intent of the project, an explanation of how it will benefit USITT, a timeline, and a budget outline.
5. Proposals may be made to the Committee at any time during the year. Proposals will be accepted and evaluated as soon as possible after they are received.
6. All proposals are to be sent via email to the Chair of the Committee.

PROPOSAL EVALUATION AND COMMUNICATION

7. The Committee will review and evaluate proposals received. The Committee may request additional information for its review.
8. If the Committee is in favor of a proposal they will send a recommendation to the Institute's President requesting approval by the Board of Directors. The Board's action should occur within thirty (30) calendar days.
9. If the Committee elects not to support a proposal, the Committee will inform the proposer(s). This communication will be copied to the USITT President and Executive Director for their information.

DISTRIBUTION OF FUNDS

10. All correspondence regarding an approved project will go through the Committee Chair.
11. The Committee Chair will coordinate with the Institute's Executive Director regarding the distribution of funds.
12. Working with the USITT staff, the Committee will arrange for appropriate reporting about the initiative, project or activity.

FUNDRAISING AND RECOGNITION

13. Fundraising efforts may be undertaken by individual Fellows and by the Fellows as a group. Funds will be solicited in accordance with USITT fundraising policies
14. The USITT office will notify the Committee Chair within one week of the receipt of any donations to the Fund and provide any notes or correspondence accompanying any donation.

15. At the direction of the Chair, the USITT office will send a letter to each donor consistent with other USITT donation acknowledgements. At year-end, a charitable donation statement will be sent to each Fund donor.
16. The Chair of the USITT Fellows will be requested by the Committee to send a letter of appreciation recognizing each donation.
17. Following the close of USITT's fiscal year, and again shortly before the conference, a statement of financial activity in the Fund will be sent to the Committee Chair and to the Chair of the Fellows.
18. The Fund will identify gifts in the "Honor Roll of Giving" section of the Institute's Membership Directory and Resource Guide. Additionally donations will be recognized in the Fellows Newsletter and listed on the agenda for the Fellows Annual Business Meeting. Memorial gifts will be further distinguished in the Fellows Newsletter with a background article.

Finance Committee
Policy adopted March 25, 2014

Procedure reviewed (date)

(Supersedes all other documents on this subject)

COMMITTEE TYPE: Standing

BYLAWS citation (if applicable):

ARTICLE VII, Section 3.d. Finance Committee. The Finance Committee is charged with oversight of the financial operation of the Corporation. This Committee shall review financial procedures, operations, and reports of the Corporation, and shall analyze financial data of the Corporation's financial assets, obligations, and of such matters as directed by the Board of Directors, and provide recommendations to the Board. It will recommend an annual budget for the Corporation and provide continuing review of it.

POLICY FOR FINANCE COMMITTEE:

Charge: The committee is responsible for reviewing and providing guidance for the organization's financial matters. Specifically, the committee assures internal controls and financial analysis for the organization.

Duties: The Finance Committee will review all financial statements and report on financial activity to the full board. It shall

- Provide direction for the Board regarding Board and organizational fiscal responsibility in keeping with the laws of the state of New York.
- Regularly review the organization's revenues and expenditures, balance sheet, investments and other matters related to its continued solvency.
- Review the annual budget and recommend it to the Board for approval.
- Ensure the maintenance of an appropriate capital structure.
- Oversee the maintenance of organizational-wide assets, including prudent management of organizational investments.
- Develop and review an investment strategy on a regular basis, making adjustments as appropriate, that is shared with and approved by the Board.

Composition of the Committee: The Chair of the Committee shall be appointed by the President and approved by the Board of Directors. Committee membership shall include

Treasurer

Two Directors as determined by the Board who may serve up to the years that correspond to their service as a Director

Five members of the Institute to be selected by the Chair, subject to the approval of the President and Secretary, and appointed for no less than 3-year terms with no term limit (following ARTICLE VII. Section 2).

President, *ex officio*

President-Elect, *ex-officio*

USITT Director of Finance and Human Resources (non-voting)

Executive Director (non-voting).

Members of this committee shall have a demonstrated experience in areas of financial policies, budgeting, reports, management, and the like.

PROCEDURE FOR THE COMMITTEE:

The Committee shall meet at least three times a year in person, during the Annual Conference & Stage Expo and at such other times as designated by the Chair.

The chair of the Audit Committee and chair of the Finance Committee shall annually review their collective/shared responsibilities regarding the following three areas.

- The Finance Committee ensures that budgets and financial statements are prepared; the Audit Committee has oversight for ensuring that reports are received, monitored, and disseminated appropriately.
- The Finance Committee monitors financial transactions; the Audit Committee makes sure things are done according to policy and with adequate controls.
- The Finance Committee provides guidance about what can be done; the Audit Committee ensures that independent oversight occurs.

Each chair will report to their respective committees and to the President the results of that review. The appropriate committee will be responsible for addressing issues from the review.

ANNUAL BUDGET PROCESS
Established in October 2010

- A call for budget requests is sent to the various officers and committee heads in September.
- The National Office compiles the information and the requests are reformatted and sent to the Treasurer and Finance Committee.
- The October/November meeting is the opportunity for the various officers and committee heads to answer any questions the Finance Committee may have regarding the submissions.
- A new budget is formed based on Finance Committee deliberations.
- In January available Finance Committee members and Officers are invited to Syracuse for a final review of the budget before presentation to the Board of Directors.
- The Board of Directors is presented with a budget and corresponding narrative for the coming year (two weeks prior to the Board of Directors meeting held at the Conference).
- The Board either approves the budget or sends it back to the Finance Committee for additional corrections and/or amendments.
- The Board must approve the corrected and/or amended budget prior to June 30th.
- June 30th ends the fiscal year for USITT and the new budget year begins July 1.

FINANCIAL POLICIES/PROCEDURES:

COMMISSIONERS' FUND POLICY

Policy re-adopted November 11, 2011
Supersedes all other documents on this subject

EXPLANATION

The Commissioners' Fund was established August 12, 1990, as a USITT Board-designated unrestricted fund to support special Commission activities. This fund consists of the accumulated net of income less expense from Commission-sponsored Pre/Post Conference Events held in conjunction with the Institute's Annual Conference & Stage Expo.

The purpose of the fund is twofold: (1) To provide income to support Commission projects that require initial funding out of cycle with the Institute's budget process. Thus, a project could be started while awaiting the formal budgetary cycle. (2) To fund unanticipated overages in Commission budgets should the need arise. It is intended that monies would only be drawn from the Commissioners' Fund once all regularly budgeted Commission funds have been expended.

APPLICATION PROCEDURE

- 1) A formal project proposal (with budget projections) is developed by a project chair in conjunction with the appropriate Commissioner(s).
- 2) When the Project Proposal is complete, the Commissioner will forward it, with comments and recommendations, to the Vice-President for Commissions.
- 3) The Vice-President for Commissions will review the proposal and forward it, with comments and recommendations, to the Commissioners Steering Committee for review.
- 4) The Steering Committee votes on the proposal and informs the Vice-President for Commissions of the voting results.
- 5) If the Steering Committee votes not to fund the project, the Vice-President for Commissions will notify the Commissioner(s) and project chair. If the Steering Committee votes to fund a project, the Vice-President will inform the Commissioner(s), the project chair, the Executive Director, and the Treasurer.



Association for
Performing Arts & Entertainment
Professionals

CORPORATE RESOLUTION

Resolved that

Daniel Culhane Treasurer _____

Mark Shanda President _____

David Grindle Executive Director _____

a single signature by any one of the above is authorized on behalf of the corporation for any transaction less than \$10,000.00. Transactions of \$10,000.00 or more require any two of the above signatures to purchase (or otherwise acquire) and to sell (or otherwise dispose of) securities and to assign, endorse certificates for transfer, and do all other things necessary in connection with the purchase or sale of securities or to secure the transfer of stocks, bonds or other securities of any kind.

SECRETARY’S CERTIFICATE

I, Jimmie Byrd, secretary of the United States Institute for Theatre Technology, Inc., incorporated under the laws of the State of New York, hereby certify that the foregoing is a true, correct and a complete copy of the resolution adopted by the Board of Directors of said corporation at a meeting held on the 20th of May, 2016 at which a quorum was present and voting, and that the same has not been repealed or amended and remains in full force and effect and does not conflict with the bylaws of said corporation.

Date: 3/14/2016

Secretary’s Signature

USITT INVESTMENT POLICY

(Originally adopted March 2004)

Policy amended March 27, 2012

(Supersedes all other documents on this subject)

I. PURPOSE

The purpose of this policy is to document the investment guidelines and objectives for all monies invested by the United States Institute for Theatre Technology.

II. DESCRIPTION OF FUNDS

USITT Funds consist of Unrestricted Funds, Temporarily Restricted Funds and Permanently Restricted Funds.

III. INVESTMENT OBJECTIVES

The investments will be made in such a manner that ensures a total return necessary to preserve and enhance the principal of the funds and at the same time provides a dependable source of income for current operations, if needed.

At all times, it is expected that investment advisors will adhere to the set of guidelines and procedures outlined below. Changes, if appropriate, should be made by a written request and are subject to the Finance Committee's approval before action by the Board of Directors. USITT does not seek a high-risk, high volatility approach, which produces large gains as well as large losses. Investment advisors should maintain a consistent approach utilizing stocks, bonds, and short-term investments.

USITT INVESTMENT PROCEDURES AND GUIDELINES

Procedure reviewed March 27, 2012

The procedures and guidelines that follow shall remain prudently flexible. Economic conditions and market forces may move portfolios several percentage points from their asset allocations. The Institute's Financial Advisor, the Treasurer, and the Finance Committee will review changes in the investment account(s) on a regular basis and recommend significant changes for Board approval in the procedures and guidelines when conditions warrant. Minor variations in the portfolio in such matters as asset reallocation in balancing the portfolio or drawing from the portfolio for awards following the established procedures and guidelines will be executed by the Treasurer and reported on the monthly financial reports.

The role of the procedures and guidelines is to provide scheduled reporting, on known criteria, assess the status of the investment monies of USITT, and provide documentation on actions made within the portfolio allocations.

Procedures and Guidelines governing the investment portfolios will govern the following areas:

1. Investment portfolio allocations.
2. Parameters, limitations, and guidelines of investment instruments in the portfolio.
3. Procedures for withdrawal of funds
4. Investment indices monitoring of the portfolio.
5. The status quo of the funds within the portfolio.
6. A quarterly snapshot of the Institute's assets and comparison to a yearly figure based on audited amounts.

REGIONAL SECTION FUNDING POLICY

Adopted 2/22/91

Amended 11/99

Amended 3/19/2013

Supersedes all other policy/procedures on this subject

POLICY

Each Section may request a BOD-approved amount annually to help support the operational activities of the Section. Such requests are made to the Vice-President for Members, Sections, & Chapters who submits the budget request.

The Vice-President for Members, Sections, & Chapters may allocate more than the standard amount to a Section in a fiscal year if (1) there are funds available in the Section Activity Budget, and (2) the request merits additional funding. Such an allotment is at the sole discretion of the VP.

All Sections receiving reimbursements must provide two annual reports per fiscal year to the VP-MSc on September 15 and February 15. Failure to provide reports could affect funding requests in the following year.

REGIONAL SECTION FUNDING PROCEDURE

Procedure reviewed March 19, 2013

BUDGET REQUEST TO FINANCE COMMITTEE: The Vice-President for Members, Sections & Chapters will submit a budget request for Regional Section Activity. Upon approval, the Vice-President for MSC will inform each section of the amount available to their Section by September 1. The following process will be followed by all Sections wishing funding support:

- Each Section must apply to the VP-MSc for USITT funding support no later than October 1 each year.
- The VP-MSc will inform the Sections as to the success of their applications by October 10.
- Sections must send USITT Expense Vouchers with accompanying receipts to the VP-MSc by the established deadline in order to receive the allotted reimbursement. Vouchers must indicate to whom the reimbursement check(s) should be made out.
- Should there be an approved special request for additional support for a section, that request must also follow the reimbursement procedures.

ADVANCES FOR SECTION EXPENSES: Any section that has requested funding and whose funding request has been approved, may apply to the Vice-President for an advance on budgeted funds. An Expense Voucher is used and sent from the Section Chair to the Vice-President to the USITT Office for processing.

ALL VOUCHERS AND RECEIPTS WITHIN A GIVEN FISCAL YEAR MUST BE SUBMITTED TO THE VICE-PRESIDENT FOR MEMBERS, SECTIONS & CHAPTERS BY MAY 31.

POLICY FOR SERVICES CONTRACTING

Adopted 8/14/88

Amended 2/22/91

Amended 11/99

Amended 3/07

Amended 3/2012

It is an accepted practice that, when services are needed within USITT, volunteers from the Membership or from outside USITT will be sought to perform those services without cost to the Institute. In the event that such services cannot be accomplished within the time offered by volunteers or with the available expertise of the volunteer force, it may be necessary to contract the services of a professional. The Executive Director and the President shall review and approve all independent contractor agreements.

USITT may contract with USITT members. This procedure encourages qualified USITT members or firms to apply. The Executive Director and Pres must:

- be satisfied that the person or firm being hired is the most qualified and economic;
- be assured that the expenditure is in the best interests of USITT in use of budgeted funds and of service available; and
- secure the necessary budgetary approval of the Finance Committee.

Added 3/10:

Bylaws ARTICLE II. Section 3. LIMIT OF EARNINGS AND INFLUENCE. No part of the net earnings of this Corporation shall inure to the benefit of any private member or individual. No substantial part of the activities of the Corporation shall be for the purpose of carrying out propaganda or otherwise attempting to influence legislation, nor shall it participate or intervene in any political campaign for or against any candidate for public office (as defined by IRS regulations for 501(c)(3) corporations).

USITT INVESTMENT FUNDS

GENERAL POLICY FOR ALL USITT FUNDS

Policy adopted November 20, 2015

Procedures reviewed November 20, 2015

Supersedes all other documents on this subject

1. All monies donated to the specific funds will be administered by Board of Director's action, in accordance with established USITT By-Laws and Policy and Procedure Guidelines. Use of all funds will follow each specific fund's policies and guidelines.
2. All gifts of property, stocks, mutual funds, and other financial instruments will be converted to cash for deposit in USITT's investment programs.
3. USITT will recognize all Fund contributions in an appropriate public venue such as the Annual Report and/or the USITT website.
4. The Finance Committee will review the several Fund Policies and Procedures on a periodic basis and report to the Board of the Directors any recommended changes or addendums.
5. With the exception of the USITT Fund, in a financial exigency, Board of Directors action may direct use of any other Fund principal as a loan; said loan to be repaid at a rate equal to the prime rate currently in effect, plus 2%, and within a specified time schedule.

COMMON PROCEDURE FOR ALL FUNDS

All donations for the funds are pooled together into one investment package. At the end of the fiscal year the amount of profit or loss for the entire investment pool (including interest and dividend income, recognized investment gains/losses, market value appreciation/depreciation) is re-distributed to the individual funds using a percentage that is based upon the average balance of each of the funds.

EDWARD F. KOOK FUND POLICY

Policy adopted November 20, 2015

Procedure reviewed November 20, 2015

Supersedes all other documents on this subject

ORIGIN

Established in 1978 as the USITT Endowment Fund, the Board of Directors placed Edward F. Kook's name on the Fund in 1990, to honor his many contributions to USITT.

POLICY

The Edward F. Kook Fund supports original and imaginative research and development in performing arts design and technology. Awards from this Fund are limited to current USITT members. Awards may be provided through investment income and/or the principal balance of the Fund. The Edward F. Kook Fund is a temporarily restricted fund.

PROCEDURES

The Grants & Fellowships Committee will provide a recommendation of grant and fellowship recipients to the Board of Directors for their approval.

THE NEW CENTURY FUND POLICY

Policy adopted November 20, 2015

Procedure reviewed November 20, 2015

Supersedes all other documents on this subject

ORIGIN

Established in 1993, The New Century Fund was created to fund awards and activities for students and young-professionals.

POLICY

The New Century Fund serves multiple programs. Monies donated to the Fund are directed to either immediate student and/or young-professional activities, or to ongoing projects and awards. Awards and Grants may be provided through investment income and/or the principal balance of the Fund. The New Century Fund is a temporarily restricted fund.

PROCEDURES

1. The Awards & Resolutions Committee will provide a recommendation of award and grant recipients from this Fund to the Board of Directors for its approval.
2. General donations to The New Century Fund will support student grants, awards, or projects and young-professional activities.
3. Specified donations to Named Awards within the Fund will be applied to that Award's principal.

4. Donations to specific ongoing student projects and student awards supported by the Fund will be added to that specific project or award balance.
5. Corporations or individuals may donate to an **established** USITT-sponsored Award (unnamed awards). When the corporation/individual contribution reaches a total of \$50,000, USITT will contribute an additional \$5,000 and the award will become a Named Award.
6. Development of **new** awards specific to The New Century Fund, and approved by the Awards & Resolutions Committee, will require a minimum contribution of \$50,000. Once established, USITT will contribute an additional \$5,000, and the award will become a Named Award.

SAMUEL H. SCRIPPS INTERNATIONAL FUND POLICY

Policy adopted November 20, 2015

Procedure reviewed November 20, 2015

Supersedes all other documents on this subject

ORIGIN

Established in 1988, this Fund was made possible through a generous contribution made by Samuel H. Scripps.

POLICY

The Samuel H. Scripps International Fund supports international activity and may be used only for this purpose. Funding is limited to current USITT members. Awards may be provided through investment income and/or the principal balance of the Fund. The Samuel H. Scripps International Fund is a temporarily restricted fund.

PROCEDURES

1. The Grants & Fellowship Committee will provide a recommendation of travel grant recipients to the Board of Directors for its approval. The VP for International Activities will coordinate and implement directives from the Board of Directors for other disbursements.
2. Disbursements from the Samuel H. Scripps International Fund are determined on a fiscal-year basis, and will not exceed 50% of the Fund's prior year June 30 balance.

THE USITT FELLOWS FUND POLICY

Policy adopted November 20, 2015

Procedure reviewed November 20, 2015

Supersedes all other documents on this subject

ORIGIN

Established in 2013, this Fund was created by contributions from members of the USITT Fellows.

POLICY

The USITT Fellows Fund provides grants to further USITT's purpose and mission by funding initiatives, projects and/or activities of USITT with direct support from donations to the Fund. Awards may be provided through investment income and/or the principal balance of the Fund. The USITT Fellows Fund is a temporarily restricted fund.

PROCEDURES [See Fellows Fund Committee for detailed procedures]

1. The Fellows Fund Committee will provide a recommendation of award or grant recipients to the Board of Directors for its approval.

2. There is no minimum required fund balance.

3. The Fund shall continue so long as assets are available in the Fund and the purposes of the Fund can be served by its continuation. If the Fund has a \$0 balance for more than 180 days, the Fund will be closed. If the Fund is closed by request of the Fellows Committee, remaining assets in the Fund shall be transferred to other existing USITT Funds as designated by the donors to the Fund.

THE USITT FUND

Policy adopted November 20, 2015

Procedure reviewed November 20, 2015

Supersedes all other documents on this subject

ORIGIN

Established in 2005, the USITT Fund was created to celebrate USITT's 50th anniversary.

POLICY

The USITT Fund supports new initiatives, ongoing programs, possible emergencies, and unique needs of USITT. Awards from the USITT Fund are limited to current USITT members and programs. Awards may be provided through investment income only. The principal cannot be invaded as this is a permanently restricted Fund.

PROCEDURES

Decisions concerning use of the Fund's investment income distribution will be made by the Board of Directors upon the recommendation of three individuals: the President of USITT, the USITT Treasurer, and a designated member of the Board of Directors.

Grants & Fellowships Committee

Policy adopted March 30, 2012

Policy amended March 25, 2014

Procedure reviewed (date)

(Supersedes all other documents on this subject)

COMMITTEE TYPE: Standing

BYLAWS citation:

ARTICLE VII. Section 3.k. Grants & Fellowships Committee. The Grants & Fellowships Committee shall be responsible for the oversight, administration, and reporting of all grants, fellowships, and scholarships granted by the Institute. The selection of recipients for all grants, fellowships, or scholarships must be ratified by the Board of Directors.

POLICY FOR THE GRANTS & FELLOWSHIPS COMMITTEE:

Charge: The Grants & Fellowships Committee shall recommend to the Board of Directors the recipients for all grants, fellowships, and scholarships to be granted by the Institute in a given year. The Committee shall evaluate any proposed new grants, fellowships or scholarships and make recommendations to the Board for adoption. The process by which any recipients are chosen shall be the province of this committee. All recommendations from the Committee require ratification from the Board of Directors.

Duties:

- Oversee the selection process for grants, fellowships, or scholarships established by all committees within the Institute, including, but not limited to, the Grants & Fellowships Committee itself and the International Activities Committee. Such oversight shall include assuring that individual committee selection processes adhere to fairness guidelines, appropriate record-keeping mechanisms are in place, recipients are approved by the Board of Directors, and recipients and non-recipients are informed of committee decisions in an appropriate manner.
- Present to the Board of Directors for approval the names of all recipients of any grants, fellowships, or scholarships granted by the Institute, regardless of committee origin. This includes, but is not limited to, Project Grants, USITT Fellowships and Scholarships, Student International Travel Grant, Individual/Professional International Travel Grant and the International Artist Exchange Grants. The latter are coordinated by the International Activities Committee.
- Track each grant, fellowship, or scholarship and receive regular progress and financial reports from the recipient according to the grant/fellowship/scholarship guidelines. After receipt of a final report and financial accounting, insure that appropriate report documents are prepared and submitted to the Treasurer and the Institute's archives, as well as presented to the Board of Directors, if requested.
- Insure that solicitation for grant, fellowship, or scholarship applications occurs through notice in Sightlines, on the Institute's web site, and other appropriate publications or means of communication.

- Oversee directly the selection of recipients of grants, fellowships, or scholarships through the application process established by the committee for the Kook Fund.
- Produce a fundraising Art Auction on a tri-annual schedule to raise money to directly benefit the Edward F. Kook Fund. This auction will take place at the annual USITT Conference. Space will be provided at Stage Expo to accommodate the Art Auction. It is the responsibility of the Grants & Fellowships Committee members to solicit donations, prepare, assemble, manage and staff the auction.

Composition of the Committee:

The President (in accordance with ARTICLE VII.Section2. of the Bylaws) will appoint the Chair of this Committee, subject to the approval of the Board of Directors, for an initial three-year term, followed by annual re-appointments, also subject to the approval of the Board of Directors, for up to an additional three-year term.

- The Chair of the Committee will select committee members, subject to the approval of the President and Secretary, based on experience with USITT, field of specialization, knowledge of the entertainment industry, and ability to fulfill the obligations assigned.
- The number of members on the Committee will be determined by the Chair, but shall be no fewer than seven voting members including the Chair. Membership on the Committee shall include at least two Directors as determined by the Board and the following ex-officio members (or their designated representatives): VP-Commissions, VP-International Activities, the Treasurer, the President (non-voting), and the Executive Director (non-voting).

PROCEDURE of the Committee with regard to USITT Grants/Fellowships/Scholarships supported by the Edward F. Kook Fund:

- Grant and Fellowship applications will be accepted in alternating years. Eligibility for a Grant/Fellowship/Scholarship requires that the applicant be a USITT member in good standing for 12 months prior to application and remain a member until the final report is filed.
- Individual, Professional, Senior, Early Career and Student members may apply as well as Supporting, Sustaining and Contributing members and groups of members.
- Applications will be received in the National Office by (approximately) January 1st and will be distributed to all Grants & Fellowships Committee members for their review.
- The Committee will review all applications and conduct electronic discussions prior to the Institute's Annual Conference.
- The Committee will meet at the Annual Conference to determine if any applications merit funding and, if so, a written recommendation will be delivered to the President for action. The President, or a Board of Directors Member designated by the President, will make a motion for approval by the Board of Directors of the Grants & Fellowships Committee's recommendation(s) to fund the Grant(s) or Fellowship(s) within the timeline stipulated in the Grants & Fellowships Guidelines.
- Fellowships are awarded for excellence in scholarship or creative activities and in consideration of the research capabilities of the applicant.

- Project Grants are awarded on the basis of originality, timely subject matter and significance to the performing arts industry and USITT Members
- Upon presentation of any Grant or Fellowship award the Committee Chair will prepare and distribute a Letter of Agreement detailing obligations of the recipient.
- Notices and articles in Sightlines, on the web site or other appropriate publications will be written by the Chair to inform Institute Members of the work being done.

PROCEDURE of the Committee with regard to USITT Grants under the purview of other USITT Committees:

- Oversee the selection process for all grants, fellowships, or scholarships established within the Institute, making certain that all grants offered will adhere to fairness guidelines, appropriate record-keeping mechanisms are in place, recipients are approved by the Board of Directors, and recipients and non-recipients are informed of decisions in an appropriate manner.
- Keep a record of the process each USITT entity uses in its solicitation and selection process. Insure that Board approval is sought for each new grant being offered in the Institute's name.
- Insure that appropriate tracking measures are in place for each grant, fellowship, or scholarship that is given by the Institute. Receive a final report and financial accounting for each such and insure that appropriate report documents have been prepared and submitted as described in the Committee's Policy above.

INTERNATIONAL ACTIVITIES COMMITTEE
Policy adopted March 25, 2014
Policy Amended August 8, 2016
Procedure reviewed August 8, 2016
(Supersedes all other documents on this subject)

COMMITTEE TYPE: Standing

BYLAWS citation (if applicable):

ARTICLE VII. Section 3.i. International Activities Committee. The International Activities Committee shall be responsible for establishing contact and maintaining communication with international organizations, associations and professional groups and for coordination of the international efforts of USITT, including but not limited to, the United States Center of OISTAT, USITT's contributions and planning of USITT's participation in Prague Quadrennial events, and visits by international guests to the USITT Annual Conference & Stage Expo.

POLICY FOR INTERNATIONAL ACTIVITIES COMMITTEE:

Charge: The International Activities Committee is charged with establishing and maintaining communications with international associations and professional associations that have value to the Institute. One of its primary objectives is to maintain involvement with OISTAT and to help coordinate USITT delegations to international meetings and to invite/host international guests at USITT Conferences. It serves as the Institute's ambassadors to the international community of the performing arts.

Duties:

- Maintain and foster U.S. representation on OISTAT Commissions.
- Provide liaison membership with all USITT Commissions to provide programming input when appropriate.
- Select and oversee the USITT-USA exhibition planning committee, providing liaison with USITT and the PQ.
- Pursue research/revenue generating ideas that utilize the resources of the committee in the possible areas of touring, workshops, symposia, etc.
- Consider programming outside of the annual conference and foster research ideas and projects.

Composition of the Committee: The President (in accordance with Article VII, Section 2 of the Bylaws) will appoint the Chair of the Committee, subject to the approval of the Board of Directors, for an initial three-year term, followed by annual re-appointments, also subject to the approval of the Board of Directors, for up to an additional three-year term. Committee membership shall include:

- Vice President International Activities, *ex-officio*
- One Director as determined by the Board who may serve up to the years that correspond with their service as a Director

- One member of the Conference Committee selected by the Chair of that Committee, for an initial three-year term, followed by up to an additional three-year term
- All USITT OISTAT Delegates for an initial four-year term, followed by up to an additional four-year term
- Additional members as selected by the Chair, subject to the approval of the President and Secretary (following Article VII, Section 2) for an initial three-year term, followed by up to an additional three-year term

PROCEDURE FOR THE COMMITTEE:

The Committee meets each year at the Annual Conference & Stage Expo. The Committee shall meet as necessary either electronically or otherwise to do the work of the Committee. See the International Activities Manual for further information.

USITT DELEGATE TO OISTAT COMMISSIONS
POSITION DESCRIPTION and SUPPORT PROCEDURE
August 8, 2010
Procedure approved August 8, 2016

USITT Delegates to OISTAT represent USITT and the Commissions internationally. The Delegates are responsible for collecting and sharing knowledge and skills with their peers worldwide and sharing that new found knowledge and skills with our membership. The Delegates serve as the conduit between the members of USITT and theatre designers, architects, educators, and technicians worldwide. The activities of the Delegates are designed to promote the worldwide exchange of ideas, and innovations, encourage life long learning for live performance practitioners, and foster international collaboration.

Appointment: The Vice President International Activities serves as the Head of the USITT OISTAT Center. USITT Commissions appoint as appropriate to OISTAT's structure and then forward to the President for approval a candidate for OISTAT Delegate and Alternate Delegate in their area. OISTAT Delegate and Alternate Delegate positions include: Architecture, Education, Performance Design, Lighting (Performance Design Commission), Sound (Performance Design Commission), Costume (Performance Design Commission), Technology, and Publications. Upon approval, the President sends a recommendation to the OISTAT Executive Director to confirm the appointment. All terms of office for Delegates and Alternates shall commence July 1 of the year appointed and shall expire on the fourth anniversary thereof, except in the event of an earlier resignation or removal. Each Delegate may serve no more that two successive terms. In the event that a USITT OISTAT Delegate is elected by OISTAT to serve as the Chair, Vice Chair, or Secretary of a Commission, the term of office shall extend to cover the term of that appointment. The Delegates and Alternates are subject to annual review by the appointing Commission.

USITT members and Individual OISTAT members who are not appointed by USITT Commissions to serve as a Delegate are eligible to run for the Chair and/or Vice Chair of an OISTAT Commission, and to attend meetings and participate in the work of an OISTAT Commission, however, they are not eligible to receive financial support from USITT, nor do they represent USITT OISTAT Center. Only the Head of USITT OISTAT Center, and Delegates appointed by the USITT Commissions are eligible for financial support from USITT.

Responsibilities: The USITT Delegate is responsible for attending the OISTAT Commission meetings, usually once a year. Should the Delegate not be available to attend the meeting, the Alternate Delegate may attend in their place. The Commission meetings are held at different locations around the world. The exact dates of the meetings vary widely but they usually are scheduled over a weekend. The usual schedule is Thursday or Friday arrival day, Saturday and Sunday Commission meetings, Monday departure day.

In addition to official meetings, Commissions sometimes plan activities related to their area of emphasis, workshops, site visitations, or seminars. USITT Delegates are expected to participate in all activities offered. OISTAT Delegates may also elect to attend the OISTAT World Congress, held biennially and the Prague Quadrennial.

Report: The Commission Delegate is responsible for writing a report of the specific Commission meeting as well as the progress of the OISTAT Commission in general and submitting it to the Chair of the International Activities Committee and the VP-International Activities. The Commission Delegate is also responsible for passing on information to the appropriate USITT Commission and encouraging other USITT members to become more active in OISTAT activities as well as USITT international activities.

Committee Membership: OISTAT Delegates are automatically members of the International Activities Committee and attend those committee meetings to provide input and leadership in the planning of USITT international activities.

Travel Support: The host country of OISTAT meetings usually provides three nights lodging for official Delegates. In order for any OISTAT delegates to be reimbursed for travel to OISTAT meetings, the following apply:

1. Appointed Delegate or Appointed Alternate Delegates only will be reimbursed. Delegates may receive support for one meeting per fiscal year. If funds are still remaining after all Delegates have attended their meetings, then second meetings may be funded as possible with funds available.
2. A request for funds must be made to the Chair of the International Activities Committee and the VP-International Activities with a copy to the USITT Director of Finance and Human Resources at least 4 weeks before the travel. This request must include information about planned liaison activity/outcome (article, report, participation in OISTAT activity that will bring more possible participation to USITT members etc.)
3. The total reimbursement will be up to \$1,200 USD for air or rail travel expenses for each trip.
4. After attending the meeting a *Sightlines* report must be filed within 4 weeks.
5. The travel funds will not be reimbursed until the report (or article or any other outcome that will bring some benefit to USITT members) is filed. If this is not done within 4 weeks, there will be no reimbursement.
6. USITT may decide to reimburse OISTAT Executive Committee members for 2 trips (EC meeting and GB meeting only); Heads of Commissions for 2 trips if there is money left in the budget.

International Artist Exchange Grant
Adopted by the Board of Directors March 8, 2011
Amended March 30, 2012
(Supersedes all other documents on this subject)

Statement of Purpose: This grant is designated to support institutions working together to integrate international theatre artists into their offerings for the purpose of enhancing the educational opportunities and cultural exchange for students and faculty.

This award will fund projects which:

- Include two or more institutions sponsoring the project
- Invite international artists with an area of specialty covered by USITT member interests
- Include a method of sharing the project with USITT members

Areas for Project Support Include: Workshops, courses, symposiums, production appointments, exhibitions, regional section conferences

Eligibility for grant:

- USITT members from each institution involved
- International guest credentials and recognition
- Student involvement in the project

Timetable for application: Applications must be submitted no less than six months prior to the beginning of the residency. Applications will be reviewed twice a year, in September and February, to allow for planning in the academic year.

Reporting Requirements: Grant recipients will be asked for a report of their project within one year of receiving the grant. The report will consist of a record of costs applied to the grant and a summary of the execution of grant activities.

A second, more extensive report will be presented to the membership through an article for a USITT publication, a conference presentation, or other written and/or visual documentation of the project within one year of receiving the grant. The specific nature of the report requires prior approval from the International Activities Committee.

Application must include:

- Application Form
- Project Narrative (1,000 word maximum)
 - Describe the project in detail and include the following:
 - Activity proposed and project timetable
 - Results or effects you expect the project to produce
 - How this project fits into the mission of the participating Departments
 - Project locations and facilities to be used

- Proposed budget and other sources of funding
- Method of documentation and report to the membership
- Plans for collaboration among the institutions
- Evidence of student participation
- Curriculum Vitae of International Artist
- For design guests, 10 images of recent work
- Approval from Department Chairs, Chief Academic Officer, Deans, or leaders of all participating institutions
- Description of participating institutions and departments, size, number of majors, non-majors involved, graduate/undergraduate, and facilities for hosting this project
- Evidence of required paperwork for hosting international guest, visa application, knowledge of State Department guidelines, etc.

Institutions are responsible for obtaining visas and any other necessary approvals and permissions for international visitors. Grants will be awarded provisionally, and funds transferred only after all travel documents have been successfully completed and submitted to the granting committee.

Grant Provisions:

1. Up to \$5,000 support for each application, as subject to the Samuel H. Scripps Fund Policies and Procedures.
2. Participating institutions will provide at minimum a combined match to USITT funding.
3. USITT grant will not fund indirect costs.
4. Granting Committee is the International Activities Committee in coordination with the Grants & Fellowships Committee.

USITT INDIVIDUAL/PROFESSIONAL INTERNATIONAL TRAVEL GRANT

Established in 2004

Name change approved by the Board of Directors March 8, 2011

Amended March 30, 2012

(Supersedes all other documents on this subject)

Statement of Purpose: This grant has been established to support USITT Individual/Professional members in achieving international travel for education and research in theatre related fields. This Grant will fund projects which:

- Seek new knowledge through international travel to exhibitions, productions, and collections
- Opportunities to design for international companies.
- Include a method of sharing your experiences with the membership.

Areas for Project Support Include: Research for productions or scholarly pursuits; attendance at theatre exhibitions, theatre festivals, theatre-related events, seminars and workshops.

Applicant Eligibility: Applicants must be current USITT Individual/Professional members, including Early Career members, with demonstrated excellence in research or design in any field related to the mission of USITT.

Timetable: Applications due in December with grant determined in January of the awarding year. The Grant recipient will receive travel support in the amount of \$2,500, and will be announced at the USITT Annual Conference & Stage Expo. To be awarded in alternate years with the Student International Travel Grant.

Reporting Requirements: Grant recipients will be asked for a report of their project within one year of receiving the grant. The report will consist of a record of costs applied to the grant and the execution of the grant activities. A second, more extensive report will be presented to the membership through an article for a USITT publication, a conference presentation, or other written and/or visual documentation of the project within one year of receiving the grant. The specific nature of the report needs prior approval from the granting committee.

Application Must Include:

- Application Form
- Project Narrative (Describe the project in detail and include the following, 500 word maximum):
 - Activity proposed and project timetable
 - Results or effects you expect the project to produce
 - Proposed method of processing materials
 - Project location and facilities used (if applicable)
 - Proposed budget and other sources of funding
 - Method of documentation and report to the membership
- Curriculum Vitae
- For design applications, 10 images of recent work

- One letter of reference in support of the project from a current colleague and verification of USITT membership

USITT STUDENT INTERNATIONAL TRAVEL GRANT

Established in 2003

Name change approved by the Board of Directors March 8, 2011

(Supersedes all other documents on this subject)

Statement of Purpose: This grant has been established to support USITT student members in achieving international travel for education and research in theatre-related fields. This Grant will fund projects which:

- Seek new knowledge through international travel to exhibitions, productions, and collections. For years in which a PQ occurs, the grant will focus on travel to the PQ expositions.
- Opportunities to design for international companies.
- Include a method of sharing recipient's experiences with the membership.

Areas for Project Support Include: Research for productions or scholarly pursuits; attendance at theatre exhibitions, theatre festivals, theatre related events, seminars and workshops.

Applicant Eligibility: Students must be current USITT members, enrolled full time and in good standing in either an upper division or graduate program in theatre with demonstrated excellence or outstanding potential in research or design in any field related to the mission of USITT.

Timetable: Applications are due in early January of the granting year. This grant will be awarded in alternate years with the USITT Individual/Professional International Travel Grant.

Reporting Requirements: Grant recipients will be asked for a report of their project within one year of receiving the grant. The report will consist of a record of costs applied of the grant and the execution of the grant activities. A second, more extensive report will be presented to the membership through an article for a USITT publication, a conference presentation, or other written and/or visual documentation of the project within one year of receiving the grant. The specific nature of the report needs prior approval from the granting committee.

Application must include:

- Application Form
- Project Narrative (Describe the project in detail and include the following, 500 word maximum):
 - Activity proposed and project timetable
 - Results or effects you expect the project to produce
 - Proposed method of processing materials
 - Project location and facilities used (if applicable)
 - Proposed budget and other sources of funding
 - Method of documentation and report to the membership
 - Curriculum Vitae
 - For design applications, 10 images of recent work
 - One letter of reference in support of the project from a current teacher verification of student's status and USITT membership

MEMBERSHIP COMMITTEE
Policy adopted June 18, 2010
Amended March 25, 2014
Procedure reviewed November 11, 2011
(Supersedes all other documents on this subject)

COMMITTEE TYPE: Standing

BYLAWS citation (if applicable):

ARTICLE VII. Section 3.h. Membership Committee. The Membership Committee shall be charged with the responsibility for encouraging the growth of the Institute and of sustaining its membership. The Committee shall take an active part in creation and execution of membership recruitment and retention activities. The Committee shall further be responsible for recommending to the Board of Directors policies on such matters as categories of membership, membership privileges and benefits, recruitment, recognition of membership, and any other related issues.

POLICY FOR MEMBERSHIP COMMITTEE:

Charge: This committee encourages the growth and retention of USITT membership in all categories and makes recommendations on membership policy to the Board of Directors.

Duties: The Committee shall

- take an active part in creation and execution of membership recruitment and retention activities
- provide oversight for the general coordination of the regional sections, student liaison, and student chapter members.
- provide recommendations to the Board of Directors for policies on such matters as categories of membership, membership privileges and benefits, recruitment, recognition of membership, and any other related issues.

Composition of the Committee: The Chair of the Committee shall be appointed by the President and approved by the Board of Directors (in accordance with ARTICLE VII. Section 2. of the Bylaws). The Committee shall consist of up to 10 members including the Executive Director of USITT. The Committee shall include two members of the Board, four members selected from diverse membership categories and regional sections, including at least one Student member, and such additional members as may be selected by the Chair. All membership appointments are subject to the approval of the President and Secretary.

PROCEDURE FOR THE COMMITTEE:

Meet annually at the Annual Conference & Stage Expo and at other times, as necessary, via electronic methods at the discretion of the Chair of the Committee.

MEMBERSHIP CLASSIFICATIONS POLICY

Policy adopted November 11, 2011

Amended March 30, 2012

(Supersedes all other documents on this subject)

MEMBERSHIP CLASSES: There shall be multiple classes of memberships with varying rights and membership dues that the Board of Directors may designate from time to time. Each member shall be entitled to one vote.

The Membership categories are as follows:

- a. Individual:** Open to persons interested in furthering the arts of theatre planning and design, construction, equipment, aesthetics, presentation, operation, and training.
- b. Supporting:** Open to profit and non-profit organizations, associations, educational institutions, foundations, and businesses.
- c. Sustaining:** Open to commercial businesses, firms, establishments, educational institutions, individuals and non-profit organizations interested in supporting the mission of the Institute at a higher level.
- d. Contributing:** Open to commercial businesses, firms, establishments, educational institutions, individuals and non-profit organizations interested in providing the highest level of support to the Institute's mission.
- e. Students:** Open to individuals who are recognized full-time students at educational institutions. Status lapses one full year following end of full-time student status, either by graduation or by permanent termination of progress towards a degree.
- f. Early Career:** Open to individuals who have graduated and are within three years of their most recent degree.
- g. Professional:** Open to individuals interested in supporting USITT at a higher level, in return for which the Board of Directors may from time to time specify certain benefits to be available only to professional members. In all other respects, professional members are entitled to the rights and privileges of "individual" members.
- h. Senior:** Open to members 65 years of age or older.
- i. Honorary Lifetime:** Open to such members as the Board of Directors of USITT may wish to recognize as having given a lifetime of continuous service to the Institute.

At the time of membership or membership renewal, Supporting, Sustaining and Contributing members shall designate the individual with the right to vote on behalf of the membership classification.

MEMBERSHIP DUES:

The dues structure of the membership is based upon the following ratios:

- Student membership dues will be indexed at 60% of Individual membership dues, rounded down to the nearest whole dollar.
- Senior membership dues will be indexed at 80% of Individual dues, rounded down to the nearest whole dollar.
- Early Career membership dues will be set at 70% of the individual rate, rounded down to the nearest whole dollar.

- Members may pay their dues in installments.

NOTE: Failure to pay dues by the expiration date will result in the termination of all membership benefits.

NATIONAL OFFICE

USITT POLICY FOR INTERNAL ACCOUNTING CONTROLS

(Including Procedures for Contracts, Bids, and Agreements)

Adopted March 8, 2011

Amended March 25, 2014

Effective internal controls are important to all organizations, regardless of their size. An internal control system will:

- Protect cash and other assets,
- Promote efficiency and processing transactions,
- Insure reliability of financial records,
- Enhance the Board of Directors' security in its fiduciary responsibilities to the membership and government entities.

Most internal control systems are based on the principle of the separation of duties. Separating duties make it more difficult for theft and errors to go undetected.

The Executive Director (ED) is responsible for the compliance of internal control procedures. The Audit Committee is charged with the oversight of those internal controls.

USITT specific areas of internal control include:

- authorizing financial transactions – expense authorization, related payment of expenses, vendor credit applications, and approving contracts and agreements; vouchers, and invoices;
- access to assets – check signing authority and transferring funds;
- asset accountability - monthly financial reporting, and the segregation of duties

USITT PROCEDURES FOR INTERNAL ACCOUNTING CONTROLS

ADOPTED March 11, 2011

Amended March 30, 2012

Amended November 12, 2013

The following procedures for internal controls provide a system of checks and balances for all financial transactions and access to assets. The Executive Director (ED) is responsible for the implementation and compliance of the internal controls. The Audit Committee has the authority to investigate any matter of activity involving the internal controls.

1. Authorization of Financial Transactions

Expense Authorization and the Related Payments of the Expenses

USITT expenditures including vendor invoices and/or payment requests must be authorized and

approved by the responsible Officer or Executive Director or their designee of the specific budget line item expenditure. Expenditures including vendor invoices and/or payment requests are approved by a voucher signature, invoice signature, or acceptable e-mail documentation from the responsible Officer.

The vendor invoices and/or payment requests are forwarded to the Finance Assistant for general ledger account coding.

On a weekly basis, the Finance Assistant batches the coded vendor invoices and/or payment requests and forwards them to the Director of Finance and Human Resources (DFHR).

The DFHR reviews the payment request against the budget, approves the coding, checks the invoice mathematical accuracy, and returns them to the Finance Assistant. At this time, the DFHR also provides the correct number of checks to the Finance Assistant that is required to pay the approved vendor invoices and/or payment requests.

The Finance Assistant then prints the checks and submits them to the DFHR along with the vendor invoices and/or payment requests. The DFHR then reviews the checks and the invoices before signing and mailing them.

Refer to the Access to Assets section for check signing procedures.

Vendor Credit Applications

The DFHR is responsible for submitting required vendor credit applications (VCA). A VCA that requires an Officer's signature will be signed by the Executive Director, President, or Treasurer.

Contracts & Agreements

All contracts and agreements entered into by USITT will be reviewed by the respective Officer or VP and approved by the Executive Director. The Executive Director reviews and approves all contract/agreement expenses (if applicable) against the budget. All original copies of Contracts and Agreements are filed and maintained in the National Office.

- ☐ Documents of \$25,000 and above are signed by the President or as appointed by and on behalf of the President; such an appointment shall be in writing and filed with the DFHR.
- ☐ Documents less than \$25,000 are signed by the Executive Director or as appointed by and on behalf of the Executive Director; such an appointment shall be in writing and filed with the DFHR.

2. Access to Assets

Check Signing and Electronic Transfer Authority

The President, Treasurer, Executive Director, and DFHR will be the authorized signatures on all USITT asset accounts, including checking accounts, certificates of deposit, and investment accounts. A single signature of the President, Treasurer, Executive Director, or DFHR is required for checks less than \$10,000. Checks \$10,000 and above require the signatures of any two of the positions listed above.

Transfer of Funds

General operating fund bank balances are reviewed at the end of each calendar quarter by the Executive Director and DFHR for their optimum levels.

Transfers between the bank and the investment portfolios shall be approved by the Treasurer after consulting with the Investment Advisor, C.P.A. and the Finance Committee.

The Treasurer is charged with supervising the selection of all accounts and recommending the location and type of accounts. Institute checking and investment accounts will be maintained by the DFHR.

Guidelines for the investment funds are found in the Institute's Investment Policy and governed by action of the Board of Directors (Board). The President, Treasurer, or Executive Director may execute decisions reached through this policy following the Access to Assets procedures.

3. Asset Accountability

Monthly Financial Reporting

The DFHR is responsible for the preparation of the following monthly reports:

- a) Statement of Financial Position
- b) Budget Report
- c) Budget Narrative
- d) Investment Account Activity Report

The monthly financial reports in (a) through (d) include an analysis of actual revenue and expenses by Fund as compared to the Budget.

The Treasurer's approval is required on these reports. Upon the Treasurer's approval, they are then sent to the Finance Committee and the Board of Directors.

4. Segregation of Duties

Bank and Investment Statements

Monthly bank and investment statements are opened and reviewed by the Executive Director (DFHR opens the statements in the event that the Executive Director is unavailable). The statements are then sent to the DFHR for review and then to the Finance Assistant for processing. Copies of bank and investment statements are sent to the Treasurer each month or at the end of each quarter depending on the frequency of the statements.

During this review process, the Executive Director is looking for unusual check signatures, suspicious payees, duplicate payment amounts, or any other extraordinary items.

Cash Receipts and Accounts Receivables

On-Site

Checks and credit card payment information is received through the Internet, U.S. Postal Service, or facsimile. The Member Services Associate (MSA) and the Director of Member Services (DSM) process the information on a daily basis. Once processed, a detailed report is printed and forwarded to the Finance Assistant along with the respective checks and credit card receipts.

Off-site Events

For off-site events, the Institute hires bonded and insured temporary personnel to perform cashiers' duties. They receive cash, checks, and process credit card payments for event fees. Event attendees complete a three (3) part registration form wherein they request the event(s) they wish to attend. The Cashier totals the three (3) part registration form and requests payment from the attendees.

Attendee's payments are in the form of cash, check, or credit card. After the payments are received, the cashier stamps and initials the three (3) part registration form.

The three (3) copies of the registration form are distributed to the following individuals:

- 1) The Cashier
- 2) The DSM
- 3) The Attendee

At the end of each day, the DFHR and the Finance Assistant reconcile the actual payments received to the cashier's copy of the registration form. The DFHR and the Finance Assistant verify each other's reconciliations. Cash is deposited daily by the DFHR and Finance Assistant.

The MSA and DSM process the information into the database and provide the Finance Assistant with a detailed report when they return on-site.

The Finance Assistant enters the transactions into the accounting system and prepares the bank deposit, if applicable.

The DFHR then delivers the bank deposit ticket, (including the checks received) to the bank, if applicable.

Similar internal control procedures are in place for the sale of publications and merchandise.

Bank Reconciliation

The Finance Assistant prepares the bank reconciliations upon receipt of the bank statement from the Executive Director or the DFHR.

Once the bank reconciliation is completed by the Finance Assistant, it is sent to the DFHR for review and approval.

Journal Entries

General ledger journal entries are prepared by either the Finance Assistant or the DFHR. The DFHR and Finance Assistant verify each other's journal entries.

Payroll

Bi-weekly payroll is processed and prepared by an outside payroll firm.

The bi-weekly payroll is authorized and transmitted to the outside payroll firm by the DFHR.

The bi-weekly payroll reports and paychecks are received and reviewed by the Executive Director (DFHR will receive in the event that the Executive Director is unavailable).

Upon the Executive Director's approval, they are forwarded to the DFHR for distribution to employees and entering into the general ledger.

Annual Audit

An audit of the corporation books is performed annually by an outside C.P.A. firm.

Following the conclusion of the fiscal year, the DFHR is charged with preparing a trial balance and general ledger report and presenting it to the Institute's Certified Public Accountant. The Audit Committee will review and accept the audited financial statements from the C.P.A. The Treasurer presents the final audited financial statement to the Board of Directors.

UNITED STATES INSTITUTE FOR THEATRE TECHNOLOGY, INC.
RECORDS RETENTION POLICY

Policy Adopted January 7, 2011

1. PURPOSE. United States Institute for Theatre Technology, Inc. ("USITT") desires to adopt this Records Retention Policy to ensure that documents are managed properly. The Records Retention Policy shall apply to all of the operations and transactions engaged in by USITT.

2. ENFORCEMENT/DOCUMENT DESTRUCTION. It shall be the responsibility of the Executive Director of USITT to oversee the enforcement of this Records Retention Policy. The Executive Director may, from time to time, designate an individual or individuals to assist in such enforcement. The Executive Director shall be responsible for the ongoing process of identifying USITT's records that have met the required retention period, as set on **Exhibit A**, and shall facilitate the destruction of such documents. Paper documents which are to be destroyed must be shredded or incinerated if they contain confidential information or sensitive data. As set forth in **Section 3** below, document destruction shall be suspended immediately upon any indication of an official investigation or in the event of otherwise reasonably foreseeable litigation, audit, government investigation or similar proceeding.

3. EXCLUSIONS. From time to time, the Board of Directors of USITT may issue a notice to the Executive Director or his or her designated agents, in writing, suspending the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No records specified in such notice may be destroyed, even if the required retention period has elapsed, until the hold on destruction is withdrawn by written notice issued by the Board of Directors.

4. STORAGE. USITT's records shall be stored in a safe, secure and accessible manner.

5. ELECTRONIC DOCUMENTS AND RECORDS. Electronic documents shall be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types set forth on **Exhibit A** shall be maintained for the time period set forth on such exhibit. Backup and recovery methods of such electronic documents and records shall be tested on a regular basis.

6. AMENDMENT. The Board of Directors shall periodically review these procedures with legal counsel or USITT's certified public accountant to ensure that they are in compliance with current law. This Records Retention Policy may be amended by majority vote of the Board of Directors.

United States Institute for Theatre Technology, Inc.
Records Retention Policy
Exhibit A
Page 1 of 2

Records Retention Schedule	Retention Period
Accident reports and claims (settled cases).....	7 years
Accounts payable ledgers and schedules.....	7 years
Accounts receivable ledgers and schedules.....	7 years
Audit reports of accountants.....	Permanently
Bank reconciliations.....	3 years
Capital stock and bond records; ledgers; transfer registers; stubs showing issues; record of interest coupons; options; etc...	Permanently
Cash books.....	Permanently
Charts of accounts.....	Permanently
Checks (canceled, but see exception below).....	7 years
Checks (canceled for important payments, i.e., taxes; purchases of property; special contracts; etc. Checks should be filed with the papers pertaining to the underlying transaction.).....	Permanently
Conflict of Interest Statements (Board of Directors).....	1 year
Contracts and leases (expired).....	7 years
Contracts and leases still in effect.....	Permanently
Correspondence (routine) with members, customers, or vendors..	1 year
Correspondence (general).....	3 years
Correspondence (legal and important matters only).....	Permanently
Deeds, mortgages and bills of sale.....	Permanently
Depreciation schedules.....	Permanently
Duplicate deposit slips.....	2 years
Employee personnel records (after amicable separation).....	3 years
Employee personnel records (after termination).....	7 years
Employment applications.....	3 years
Employee Retirement Plan Document.....	Permanently
Expense analyses and expense distribution schedules.....	7 years
Financial statements (end-of-year, other months optional).....	Permanently
General ledgers (and end-of-year trial balances).....	Permanently
Insurance policies (expired).....	3 years
Insurance records, current accident reports, claims, policies, etc...	Permanently
Internal audit reports (in some situations, longer retention periods may be desirable).....	7 years

Page 2 of 2

Records Retention Schedule**Retention Period**

Inventories of products, materials and supplies.....	7 years
Invoices to members and customers.....	7 years
Invoices from vendors.....	7 years
Journals.....	Permanently
Membership applications.....	3 years
Minutes of directors and committees, including by-laws and certificate of incorporation.....	Permanently
Notes receivable ledgers and schedules.....	7 years
Payroll records and summaries.....	7 years
Petty cash vouchers.....	3 years
Property appraisals by outside appraisers.....	Permanently
Property records, including: costs; depreciation reserves; end of year trials balances; depreciation schedules; blueprints and plans.....	Permanently
Sales records.....	7 years
Scrap and salvage records (inventories, sales, etc.).....	7 years
Stock and bond certificates (canceled).....	7 years
Tax returns and worksheets; revenue agents' reports and other documents relating to determination of income tax liability...	Permanently
Tax Status Documents (Federal and State)	Permanently
Trade mark registrations.....	Permanently
Vouchers for payments to vendors, employees, etc. (Includes: allowances and reimbursement of employees, officers, etc., for travel and entertainment expenses.).....	7 years

USITT REFUND POLICY

Adopted November 22, 2009

Amended January 23, 2015

(Supersedes all other documents on this subject)

Requests for refunds must be submitted in writing, by fax or e-mail.

Membership

No refunds are available for cancelled memberships.

Advertising Fees

No refunds are available for cancellations received after order due date.

JobsUSITT Ad Fees

No refunds are available for cancellations received after ad has been submitted online.

Publications, Merchandise and Videos

- Publications and merchandise returned to the USITT office in excellent condition will be refunded 100% if returned within 30 days of purchase. Shipping fees are non-refundable.
- Defective publications and merchandise shipped by USITT will be replaced or refunded.
- Publication and Video downloads are non-refundable.
- TD&T Subscriptions are non-refundable.

Awards and Special Events

- Award application fees are non-refundable.
- Art Auction fees are non-refundable.
- LiNK registration fees:
 - o Full refunds for cancellations received 28 days prior to the event.
 - o No refunds for cancellations received less than 28 days prior to the event.

Education & Training Fees

Costume Symposium:

- Full refunds for cancellations received 28 days prior to the event.
- No refunds for cancellations received less than 28 days prior to the event.

USITT Presents:

- Full refunds for cancellations received 28 days prior to the event.
- No refunds for cancellations received less than 28 days prior to the event.

Conference Registration and Fees

Conference Registration Fees, and Workshop Fees:

- 80% refunds for cancellations received 42 days prior to the event.
- 50% refund for cancellations received 21 days prior to the event.
- No refunds are available for cancellations received less than 21 days prior to event.

Stage Expo Exhibitor Booth

- No penalty to cancel space within the first 30 days if contract is signed during re-book at Stage Expo.
- 89 days prior to the event 100% of the contract total is non-refundable.
- 31 days from contract signature to 180 days prior to the event the entire 50% deposit is nonrefundable.
- 179 days to 90 days prior to the event 75% of the contract total is non-refundable.

Stage Expo Exhibit Table

- No penalty to cancel space within the first 180 days from the signed contract date.
- 179 days to 90 days prior to the event 75% of the contract total is non-refundable.
- 89 days prior to the event 100% of the contract total is non-refundable.

Decorator Packages

- Non-refundable

Other Stage Expo Fees

Publication Bin Rentals, Backdrop Showcase fees, New Products fees, Innovation Stage fees:

- Non-refundable.

Sponsorships

- 90 days prior to the event 50% of the total sponsorship is nonrefundable.
- 89 days prior to the event 100% of the total sponsorship is nonrefundable.

Other Conference Exhibit & Event Fees

Design Expo fees, Tech Expo fees, Young Designers' Forum fees, Young Technicians' Forum fees, Cover the Walls fees and Stage Management Mentoring Program fees:

- Non-refundable.

NOMINATIONS COMMITTEE

Policy adopted June 18, 2010

Amended March 25, 2014

(Supersedes all other documents on this subject)

COMMITTEE TYPE: Standing

BYLAWS:

ARTICLE VII. Section 3.b. Nominations Committee. The Nominations Committee shall review the qualifications of potential nominees for elected positions on the Board of Directors and present an annual election slate to the membership for voting. The Committee shall also develop selection criteria to be used in the recruitment process; maintain records of potential and current directors' skills, experiences, and terms of service; and assist the Board with filling any vacancies that occur.

POLICY FOR NOMINATIONS:

Charge:

The Nominations Committee shall assume all tasks related to nominations for nationally elected directors. Such nominations shall be solicited and prepared by this Committee. It shall review the qualifications of potential nominees for all elected positions and present an annual election slate to the membership for voting.

Duties:

- Assess the board's current composition and identify missing qualities and characteristics.
- Develop, assess, and maintain a central pool of candidates and their qualifications for Board, Commissions and Committee positions that include all membership classifications. The pool should reflect a full spectrum of the industry the Institute seeks to serve and represent a variety of sources, including self-nomination and recommendations from various USITT entities such as regional sections, commissions, conferences, and members of the Institute.
- Prepare a slate of qualified candidates for annual USITT elections based upon established election procedures as indicated below.
- Develop a recruitment plan and continuously cultivate new prospects for leadership positions.
- Provide the Appointments Committee with recommendations of qualified candidates for Committee Chairs and committee membership as requested. Assist with recommendations to fill any vacancies that occur.
- Provide the Vice President for Commissions with recommendations of qualified candidates for Commissioners and commission positions as requested. Assist with recommendations to fill any vacancies that occur.

Composition of the Committee:

The Nominations Committee shall be chaired by the Secretary and consist of the following membership:

- Three (3) Regional Section officers from three (3) different Sections
- Two (2) Commissioners or Vice-Commissioners

One (1) Representative from the Conference Committee

One (1) representative from the Stage Expo Exhibitors Committee or their designee

One (1) representative from the Contributing/Sustaining membership pool to be selected by the Membership Committee

Four (4) Directors from the Board of Directors

One (1) Member-at-large who has served previously as a Director or Officer to be selected by the President

Executive Director (non-voting)

The membership of this committee is selected by and from each of the constituencies named above, with the exceptions as noted. Each member shall serve a 3-year term, regardless of subsequent change in constituency affiliation (with the exception of the Secretary and the Executive Director). The three-year term shall be staggered, with one-third of the existing members of the Committee rolling off each year (i.e., ineligible for serving another consecutive term).

NOMINATIONS COMMITTEE OPERATIONS POLICY

Policy adopted November 12, 2011

Amended January 20, 2012

(Supersedes all other documents on this subject)

1. QUALIFICATIONS. Nominees for all vacant positions must be USITT members in good standing to be placed on the ballot. Institute and Regional Section membership must be maintained throughout term of service.

Nominations for ~~the~~ Directors positions shall be selected to represent as nearly as possible a cross-section of the interests of the Institute and the diversity of membership, including but not limited to vendors, entertainment professionals, educators, students, young professionals, Expo exhibitors, Regional Sections, and representation by discipline. Nominees should ~~also~~ represent a diverse skill set that would include a vision for the future of the Institute and its place in the arts and entertainment fields; possible backgrounds in finance, business and corporate operations; management skills in operations; and the like.

USITT recognizes that the strength and effectiveness of the Board is reflected in the balance, experience, and diversity of the individual directors and their commitment to devote the necessary time and attention to oversee the affairs of the corporation. It is the responsibility of the Nominations Committee in seeking qualified nominees to ensure that each be made aware of the personal time and financial commitment to the Institute that may be required in travel and lodging while serving as a Director. [See separate documents INFORMATION FOR PROSPECTIVE USITT DIRECTORS and the Policy on reimbursement.]

2. SLATE. The Nominations Committee meeting as a whole shall develop a slate of candidates for each office to be filled with two (2) candidates for each vacancy when possible.

a. All nominees must give approval in writing in order to have their names placed in nomination and indicate their willingness and ability to meet the obligations of the office/position as defined by the Board of Directors and the bylaws. All nominations shall include the following information which will be placed on the ballot: a 250-word biographical description, photo of the nominee, and a 250-word position statement.

b. Notification of a preliminary slate shall be published for the membership electronically no later than July 1 of each year. The slate is subject to addition by petition until the close of nominations on September 1. Additional nominations by petition will be accepted if supported by no fewer than fifty (50) signatures, including membership number of each, verified as those of members in good standing in the Corporation. Such petitions shall be submitted by email or fax to the USITT National Office by the September 1 deadline. Each nominee by petition must also submit the materials as stated in paragraph a. above with the petition. Nominations by petition shall be submitted to the Nominations Committee for approval to be placed on the ballot, such approval

not to be withheld except on legal or ethical grounds. There shall be no distinction on the ballot between petition nominees and other nominees.

c. The Committee shall have the responsibility for authorization and oversight of the preparation and distribution of the ballot. Ballots shall be available to members no later than October 30 and shall be returned no later than December 10. Ballots received after the deadline shall be invalidated.

d. Timeline:

April 30: The Secretary contacts all successful nominees and confirms their willingness to remain on the ballot.

May 15: Official communication indicating congratulations or regrets are sent to all nominees. Letters of congratulations ~~need to~~ will include the deadline for any further materials required by the National Office for the ballot construction.

July 1: Preliminary slate is published for the membership.

September 1: Deadline for any petitions to the slate must be received by the National Office and the Secretary. Petition materials must include the 250-word biographical description, photo of the nominee (optional), and a 250-word position statement.

September 5: Any nominations-by-petition materials must reach the Nominations Committee.

October 1: Nominations Committee approves slate for the final ballot and transmits it to the National Office and the President.

October 30: Ballot is published for the membership and voting begins.

December 10 at 11:59 p.m. EST : Election is completed. Election results are confirmed and successful candidates notified within 7 days.

3. ELECTIONS. A plurality vote shall decide all elections. The election results will be verified by two Institute members who are not candidates for election. The Secretary shall report the election results to the Board of Directors and to the meeting of the General Membership.

4. VACANCIES. The Committee shall submit to the Board of Directors the name of a candidate or candidates to fill any vacancy. Existing time periods of notice shall be waived.

PUBLICATIONS COMMITTEE
Policy adopted June 18, 2010
Amended March 25, 2014
Procedure reviewed (date)

(Supersedes all other documents on this subject)

COMMITTEE TYPE: Standing

BYLAWS citation (if applicable):

ARTICLE VII. Section 3.f. Publications Committee The Publications Committee shall serve in an advisory capacity to the Board of Directors on matters dealing with the development of publications that reflect the Institute's core mission, the establishment of policy regarding publications, and similar matters as directed by the Board.

POLICY FOR THE PUBLICATIONS COMMITTEE:

Charge: The Publications Committee serves as the "publisher" of the Institute's various publications in the sense of determining mission, setting policy, and evaluating the implementation of that policy.

Duties:

- Develop publication policy for *TD&T*, *Sightlines*, and such other publications as the Institute may from time to time publish.
- Communicate and interpret such policies to the Editor/Manager(s) and/or other Institute groups originating published material.
- Serve as the central agency for the granting of the various publications awards given from time to time by the Institute.
- Advise the Board of Directors on matters concerning publications including changes in the rules for making publication awards, changes in publication policy, and similar matters.

Composition of the Committee:

The Chair of the Committee shall be appointed by the President and approved by the Board of Directors (in accordance with ARTICLE VII. Section 2. of the Bylaws). The voting members of the Committee shall consist of 2 Directors selected by the Directors on the Board; the Executive Director; and no more than 7 members appointed by the Chair, subject to the approval of the President and the Secretary (see Bylaws ARTICLE VII. Section 2). The non-voting members of the Committee shall consist of office staff as determined by the Executive Director, the President, Immediate Past President, and President-Elect (when office is filled); and a representative of the Membership Committee.

USITT TRAVEL REIMBURSEMENT POLICY AND PROCEDURES

Policy revised and adopted November 11, 2011

Amended August 13, 2015

Procedures reviewed October 22, 2010

Supersedes all other documents on this subject

TRAVEL AND HOUSING REIMBURSEMENT POLICY

Persons traveling on USITT business and requesting reimbursement are expected to keep all travel-related expenses to a minimum. Advance purchase, economy plane fares are to be secured whenever possible and budgets should be developed using these fares. USITT-arranged double-occupancy rooms are to be utilized wherever possible. THE INSTITUTE HAS LIMITED FUNDS AND NON-AUTHORIZED EXPENSES WILL NOT BE REIMBURSED.

It is vital to the ongoing work of USITT that persons scheduled to attend meetings, retreats, or other scheduled Institute events be able to do so. If an individual has a need for reimbursement beyond what the policies allow, that individual should contact their supervising Officer, the USITT President, or the Executive Director.

I. TRAVEL FOR BOARD MEETINGS AND RETREATS NOT OCCURRING DURING THE ANNUAL CONFERENCE

Members invited to these meetings will be reimbursed upon request for up to

- 1/2 of economy class air transportation, or
- 1/2 of mileage expense at the current IRS rate for business purposes (up to but not exceeding the cost of airfare), or
- 1/2 of bus or train transportation
- Round trip ground transportation or airport/hotel parking not to exceed \$100 (as needed).

II. TRAVEL BY USITT MEMBERS FOR SPECIFIC BUDGETED ACTIVITIES

Members authorized to travel for an approved budgeted activity will be reimbursed for the following:

- Advance-purchase, round-trip, economy air or train or bus fares are to be used whenever possible. Use of personal vehicles IF APPROVED IN ADVANCE will be reimbursed at the current IRS rate for business purposes (up to or not exceeding the cost of airfare). If it is determined that renting a car is more cost effective for the Institute than use of a personal vehicle, then this option should be pursued. Web-based distance mileage estimates will be used.
- Round-trip ground transportation or airport/hotel parking not to exceed \$100 (as needed).
- Reasonable car rental, when necessary.
- Board members who serve on committees during the same time as a non-conference Board meeting will be reimbursed 100%. Expenses will be applied to appropriate budget lines.

The budget of the anticipated expenses should be prepared by the reporting Officer as part of the annual budgeting process.

This category also includes travel for appointed and designated USITT representatives for the Prague Quadrennial and international meetings. All requests for support and reimbursement go through the Chair of the International Activities Committee.

III. TRAVEL INVOLVING THE ANNUAL CONFERENCE & STAGE EXPO

A. TRAVEL FOR CONFERENCE COMMITTEE MEMBERS

Travel expense for up to three planning meetings per fiscal year will be paid by USITT for committee members as designated by the Vice-President for Conferences. Travel will be reimbursed for the following:

- Advance-purchase, round-trip, economy plane fares or train or bus. Use of personal vehicles IF APPROVED IN ADVANCE will be reimbursed at the current IRS rate for business purposes (up to or not exceeding the cost of airfare). If it is determined that renting a car is more cost effective for the Institute than use of a personal vehicle, then this option should be pursued. Web-based distance mileage estimates will be used.
- Round trip ground transportation or airport/hotel parking not to exceed \$100 (as needed).

B. COMMISSION GUESTS

The Institute *may* pay advance-purchase, round-trip, economy plane fares from the presenter's "home base" to and from the conference and reasonable ground transportation costs. If the same guest receives non-member presenter support for two consecutive conferences, the guest will no longer be eligible for reimbursement.

Commission guests must make their travel arrangements through the USITT-designated travel company, or designated airline. Any special travel over and above the amount detailed above is the responsibility of the presenter. If presenters wish to make their own travel arrangements or to combine the trip with other destinations for personal convenience, the Institute's maximum cost shall not exceed the cost of advance-purchase, round-trip, economy plane fares calculated by the travel agent at the lowest available rates. This sum would then be paid directly to the presenter and the presenter will take full responsibility for personal travel costs and arrangements.

NOTE: If travel is booked using the USITT designated travel company or designated airline and then cancelled, the individuals must refund USITT the cost of the ticket and keep the ticket for future personal use. This policy is to protect the Institute from incurring costs associated with ticket cancellation fees.

C. AWARD RECIPIENTS AND OTHER APPROVED CONFERENCE GUESTS

Award recipients and other approved conference guests may receive travel compensation as determined by the Vice President for Conferences and/or the President and/or the Executive Director.

PROCEDURES FOR OBTAINING REIMBURSEMENT FOR APPROVED TRAVEL EXPENSES:

To receive a reimbursement, complete a USITT expense voucher (obtainable at the USITT website by clicking on the Volunteer Tools tab). Mail/e-mail a completed voucher with receipts to the

reporting USITT Officer for approval. The Officer will approve the documents in writing or electronically and send an e-mail from the officer to the USITT Director of Finance with the officer's approval. This process may be completed electronically. An e-mail with the Officer's approval will be considered an acceptable substitute for the Officer's signature.

HOUSING REIMBURSEMENT POLICY

Note: The Institute will not reimburse room service, meals charged to the room, and the like; these charges are the responsibility of the member unless specifically budgeted.

I. HOUSING FOR BOARD MEETINGS AND RETREATS NOT OCCURRING AT THE ANNUAL CONFERENCE

USITT will make available moderately priced accommodations for participants. Members invited to these meetings will be reimbursed upon request for up to 1/2 hotel expense of a single room (as arranged by the Institute) once each fiscal year (July 1 to June 30). If two members choose to room together in the hotel, the Institute will cover the cost of that hotel room.

II. HOUSING FOR USITT MEMBERS FOR SPECIFIC BUDGETED ACTIVITIES

Reasonable accommodation, typically double occupancy, is covered for USITT members whose housing has been included in the approved budget for the activity. The anticipated budget should be prepared by the reporting Officer and submitted to the President, Executive Director, and USITT Director of Finance for approval and tracking.

III. HOUSING INVOLVING THE USITT ANNUAL CONFERENCE AND STAGE EXPO

A. HOUSING FOR CONFERENCE COMMITTEE MEMBERS

1. Planning Meetings: Housing expense for planning meetings will be paid by USITT for those called to these meetings. Housing will be paid directly by USITT at the selected hotel for double occupancy rooms. If a gender balance cannot exist, USITT will pay for a single occupancy room. Should a member elect a single occupancy room, USITT will pay ½ the room rate – the member is responsible for the remainder.
2. Housing during the conference will be reimbursed for Committee members designated by the Vice-President for Conferences and approved by the President and/or Executive Director. These may include:
 - Program Coordinator (Sunday to Sunday)
 - VP-Programming
 - VP-Operations
 - VP Conferences
 - Regional Programming Coordinator (Sunday to Sunday)
 - Media Resources Coordinator (Sunday to Sunday)
 - Student Volunteers Coordinator (Sunday to Sunday)
 - Office Coordinators (Sunday to Sunday)
 - Trouble Shooter Coordinator (Sunday to Sunday)
 - Special Events Coordinator (Monday/Tuesday nights)
 - Special Exhibitions Coordinator (Monday/Tuesday nights)

- SMMP Coordinator and non-member guest mentors (limit 2) (Sunday to Sunday)
- Transportation Coordinator (Monday/Tuesday/Wednesday nights)
- Such Assistant Coordinators as determined by the VP-Conferences up to the same limits as the Coordinator assisted.

3. A complimentary suite is provided for the President.

B. HOUSING FOR COMMISSION GUESTS

The Institute *may* pay two nights housing in the conference hotels. If the presenter is making more than one presentation during the course of the conference, the hotel allowance will be adjusted accordingly. Compensation is determined by the budget allotment for non-member presenters as they are identified. Compensation may include Pre-Conference Events.

C. HOUSING FOR AWARD RECIPIENTS AND OTHER APPROVED CONFERENCE GUESTS

Award recipients and other approved conference guests *may* receive housing compensation as determined by the Vice President for Conferences and/or the President and/or the Executive Director. These might include: Oscar G. Brockett Golden Pen, USITT Award; Distinguished Achievement Award (2 nights); Keynote Speaker; Architecture Award Jury (2-3 nights).

D. HOUSING FOR INTERNATIONAL GUESTS

1. BY INVITATION: Guests receive 5 nights housing as arranged by the Institute.
2. OISTAT: The invited OISTAT Committee may receive housing as arranged by the Institute in a shared room for 3 nights. This is paid for by funds allocated for OISTAT participation.

PROCEDURES FOR OBTAINING REIMBURSEMENT FOR APPROVED HOUSING EXPENSES:

If USITT is providing hotel accommodations, members will be billed by USITT for their portion of the housing expenses (as applicable). Note that the Institute will not reimburse for room incidentals, room service, or food/phone/internet connections and the like, unless such charges were agreed upon in advance and approved by the supervising Officer, President, or Executive Director. If such charges are incurred, they must be cleared when checking out.

GENERAL POLICIES AND/OR PROCEDURES OF THE INSTITUTE:

Adjudication of Institute-sponsored Awards and Events

Official Statement adopted November 20, 2015

Supersedes all other documents on this subject

This statement is to be clearly featured on the USITT website and any official instructions to adjudicators, nominators and nominees. The statement is as follows:

As a part of fulfilling the institute's mission, USITT frequently curates awards and exhibitions, bestows honors, and selects participants in competitive programming that can involve the evaluation of the work of its members.

All organizers must avoid the possibility of favoritism and other perceived inequities that will diminish the credibility of the award or event. Adjudicators and respondents must recuse themselves whenever a conflict or perceived conflict is present, and applicants should provide blind entries whenever possible. The curatorial process must be transparent; including rubrics and written feedback that is available upon request.

USITT Code of Ethical Practice

Adopted December 1, 1984

(Supersedes all other documents on this subject)

PREAMBLE

Entertainment professionals employed in the fields of Theatre, Television, Film and their allied entertainment forms are obliged by the society at large of which they are part, as well as by their working relationships with colleagues and the public, to conduct themselves responsibly as artists, as craftsmen and as members of the team or group effort with which they are associated.

Each individual is expected to maintain a high level of technical expertise, dedication and attention to detail in the performance of their profession.

They must be unreservedly committed to the protection and enhancement of public health, safety and welfare.

They are also expected to adhere to the highest standards of responsible ethical conduct in their relations to their employers, their employees, their colleagues and the public.

Each member of the profession is expected to adhere to this code as well as all applicable laws and government regulations.

FUNDAMENTAL PRINCIPLES

Entertainment professionals uphold and advance the honor and integrity of their profession by:

- I. Using their knowledge and skills for the enrichment of the human experience and the enhancement of human welfare
- II. Being honest and faithful in their relationships with employers, employees, colleagues and the entertainment public.
- III. Striving to increase their level of competence and thereby enhance the image and prestige of their profession.

CANONS

1. Entertainment professionals shall be dedicated to the protection of the safety, health and welfare of the entertainment public, their co-workers, employers and employees in the performance of their duties.

If there is perceived to be a threat to the present or future safety, health or welfare of any of these groups it must be corrected immediately. If such a threat is not under one's immediate control, the responsible person must be advised.

In either case, professionals must advise their employer(s) or client(s) of the situation. Should such advice be disregarded, they shall notify the appropriate authorities.

2. Since the entertainment industry cannot exist in a vacuum, professionals must consider the consequences of their work and the societal issues pertinent to it, and shall seek to extend public understanding of their role in these areas.
3. Entertainment professionals shall be expected to provide full disclosure of their pertinent qualifications and shall not be required to perform beyond those qualifications..
4. In the exercise of their profession, they must consistently deliver in a timely fashion the best efforts of which they are capable.
5. When acting in matters for an employer or client, the professional is expected to act as an honest and faithful agent or trustee, and shall not disclose confidential information concerning the affairs or plans of either present or past clients or employers without their consent.
6. Professional decisions shall be made and actions taken without bias because of race, religion, sex, age, national origin or physical handicap.
7. Prior disclosure shall be made by the professional to all interested parties of all known or potential conflicts of interest that could influence or appear to influence their judgement or the quality of the service rendered or to be rendered.
8. Persons having knowledge of any alleged violation of this code shall co-operate with all proper authorities in furnishing such information or assistance as may be required.
9. Entertainment professionals shall accept responsibility for their actions. They shall seek, accept and offer honest criticism of work performed. They shall properly credit the contributions of others; they shall not accept credit for the work of others.
10. Entertainment professionals shall strive to advance the knowledge and skills of our profession and to make these advancements available to colleagues, clients and the public.

USITT NON-DISCRIMINATION POLICY**Policy adopted** November 12, 2011

Amended January 20, 2012

(Supersedes all other documents on this subject)

USITT is committed to the principle that all persons should have equal access to the programs, activities, and services of the Institute and potential employment opportunities therein, without regard to personal characteristics that are unrelated to ability, performance, or qualifications.

USITT prohibits discrimination against any person on the basis of age, disability, sex, gender identity or expression, sexual orientation, marital or parental status, military or veteran status, race, ethnicity, national origin, political affiliation, religious beliefs, or any other characteristic protected by law. USITT expects that its employees, volunteers, members, and other constituents, whenever and wherever those individuals are conducting USITT business or participating in USITT events or activities, shall maintain an environment free of discrimination.

Persons who believe that they have been victims of or have witnessed illegal discrimination or harassment during USITT events as noted above should bring it to the attention of a member of the USITT Board of Directors, the Executive Director, or the Human Issues Caucus promptly so that the matter can be investigated and responded to appropriately. There will be no retaliation against an individual for raising what is believed to be an honest issue or concern.

PRIVACY POLICY

Approved November 11, 2011

Supersedes all previous policy statements on this issue

Privacy Policy for www.usitt.org

USITT maintains a website to communicate with its members and other visitors. USITT is committed to respecting the privacy of all who visit www.usitt.org and provides the following information about how data is gathered and used.

Data

USITT collects data about pages that are accessed as well as the domains, browsers, and operating systems used to view these pages. The information obtained is collected to understand how often and which pages are being used, and to identify broken links.

Personal Information

Some transactions require the collection of personal information but it is not shared with third parties and is only used for the stated purpose for which it was obtained.

Contact Information

USITT mailing lists are made available only to USITT members or other related organizations, but members are given the opportunity to express their preferences for sharing mail and/or e-mail addresses. These options are clearly stated on the bottom of the form used to join or renew membership in USITT or register for events.

External Links

The USITT website contains links to other sites as a convenience. USITT is not responsible for content or privacy policies on any other sites.

Questions

For questions regarding the content and practices of www.usitt.org contact the Director of Finance and Human Resources.

UNITED STATES INSTITUTE FOR THEATRE TECHNOLOGY, INC.
WHISTLEBLOWER PROTECTION POLICY
Adopted 6/30/2009

No employee, officer or director, whether salaried or volunteer (referred to herein as “personnel”) of the United States Institute for Theatre Technology, Inc. (the “Corporation”) who in good faith reports a violation, or suspected violation, of any of the policies and procedures of the Corporation, as set forth in the Employee Manual or otherwise, shall be subjected to harassment or retaliation of any kind. Any personnel who retaliates against someone who has reported a violation or suspected violation in good faith and with reasonable grounds for believing the information to be true, shall be subject to disciplinary action, up to and including termination from the Corporation. This Whistleblower Protection Policy is intended to encourage personnel to first raise any serious concerns about the business, operations and conduct of the Corporation and its staff within the organization, prior to seeking resolution to such matters outside the organization.

Reporting suspected violations. Management has an open door policy, and encourages personnel to share their questions, concerns, complaints and suggestions with their supervisor or any member of the management team. In most cases, the personnel’s immediate supervisor will be the person in the best position to address the matter or answer concerns. The matter may also be reported to the Executive Director or any member of the Corporation’s Board of Directors in writing or in person.

Confidentiality and Resolution. Matters may be brought to the attention of the Corporation’s management team on a confidential basis, or anonymously. Inquiries and reports relating to the matter will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation of the issue. All inquiries will be promptly investigated, and a written report of the findings will be maintained in the Corporation’s written records, and a copy provided to the person who initiated the inquiry or complaint.

Good faith requirement. Anyone who makes a complaint or initiates an inquiry relating to alleged violations of the policies and procedures of the Corporation, which later prove to have been made maliciously or knowing such allegation(s) to be false, will be treated as a serious offense, and may result in disciplinary action, up to and including termination from the Corporation.