

**Mid-America Theatre Conference
March 2012 – Chicago, IL
Business Meeting**

Approved by Membership Poll April 2013

- I. Approval of Minutes – Minutes approved from March 2011 Business Meeting.
- II. Announcements – President Ann Haugo announced that the Graduate Student Coordinators have been asked by the Executive Committee to put together a proposal for registration remission for graduate students working the registration desk. The Executive Committee hopes to have a program in place for next year's conference.
- III. By-Law Changes – The Executive Committee has tabled proposed changes to the “ladder” of offices in the By-Laws to address changes needed to reinstate our non-profit status. Tyler Smith discovered this fall that our status as a non-profit organization had been revoked (along with over 250,000 other organizations) when IRS changed their rules/regulations governing reporting from these organizations. MATC was advised by the IRS to get legal counsel, and we have since been working with Bose, McKinney and Evans. Everything is in process, and we expect to get our status retroactively reinstated. As a positive part of this process, we need to revise some portions of the By-Laws. None of these revisions fundamentally change the way we run the organization or the purpose of the organization, but the changes do provide clarity and protect us against this happening again. This also happened after several years of consistent growth, so we're clarifying the way we function as a larger organization, too. (For example, in the past we never had to file with IRS due to the small amount of money we made. Now everyone has to file.)
 - A. Overview of Proposed By-Law Changes: See attached.
 - B. A motion was made and seconded to give the Executive Committee authority to make the By-Law changes needed to meet federal (IRS) requirements.
 - C. Discussion: Re: Indemnification – MATC might need clarity about the amount of coverage and who provides that coverage. Do we have insurance to cover, for example, someone getting hurt in workshop? Tyler Smith will pursue these questions with our counsel.
 - D. Motion passed.
- IV. Elections
 - A. Associate Conference Planner: John Fletcher described the “ladder” of offices, and that a Nominating Committee (as an ad hoc committee) came up with the slate.
 1. A suggestion was received to formally ask for self-nominations. (A request for interested people was announced on the ListServ, but the Nominating Committee didn't formally request self-

- nominations.) A formal request for self-nominations will be issued for the next election cycle.
2. Each candidate introduced themselves and described their history with the organization. A ballot was distributed with the following candidates: Scott Irelan, Beth Osborne, Kate Roark, and Rob Shimko.
 3. Beth Osborne was elected.
- B. Treasurer – Tyler Smith, interim treasurer was nominated, nominations were closed, and Tyler was elected by acclamation.
 - C. Secretary – Kate Roark and Scott Irelan were nominated from the floor. Nominations were closed, the candidates waived their right to vote and left the room, and Kate Roark was elected.
- V. Theatre History Studies Report – President Ann Haugo announced that we are in a transition moment from Rhona Justice-Malloy to Liz Reitz-Mullenix. Liz will begin with the 2014 issue, and Ann Haugo is doing guest issue for 2013. Our subscriptions are stable (no appreciable rise or fall).
- A. Cheryl Black, Book Review Editor is wrapping up assigning book reviews for 2013 (press wants things more than 1 year in advance); that deadline will be June or July 2012. If you have a new book coming out, or if you're interested in writing a review, contact Cheryl.
 - B. President Haugo suggested a conversation with the press about the 14 months of time to press.
 - C. In response to a question about indexing, THS is indexed by Ebsco.
 - D. THS Report received with accolades.
- VI. Treasurer's Report
- A. Current balance – Chase Account - \$21,768.48
 - B. Current balance – PayPal - \$4283.25
 - C. Deposits – 2012 Conference – \$1840.00
 - D. *CURRENT LIQUID ASSETS* - \$27,891.73
 - E. **Expenses – Conference 2012**
 1. Hyatt Chicago – 26,000
 2. Less Deposit – 6900
 3. Total Hyatt Estimate – 19,100
 4. Other expenses (anticipated)– \$4500
 - a) THR – 1000
 - b) Awards – 300
 - c) Keynote – 1500
 - d) Playwriting – 500
 - e) Schanke – 500
 5. *Total Expenses for Conference 2012* - \$23,600
 - F. *Anticipated Balance in Account after Conference 2012* - \$4291.00
 - G. **Anticipated Annual Expenses**
 1. Journal 2011 - \$2758.00
 2. ATHE ad - \$900

3. Jody - \$600
 - H. **Edward Jones Balance**
 1. Endowment Account - \$10,990.76 (includes gift from Robert Schanke, which was matched by MATC)
 2. Money Market Fund - \$14,592.04
 - a) Monies from this account will be used to cover any taxes we might owe and fees for Bose/McKinney. We expect that overall this experience will be very positive in terms of organization.
 - b) We can also pursue getting tax exempt status in Illinois (denied originally) and 2 yrs of tax savings will replace our counsel fees.
 3. *Total Value of EJ Account* - \$25,582.80
 - I. Treasurer's Report received with accolades.
- VII. Conference Planning 2013 and 2014 – St. Louis will be our conference location next year, and conversations are in progress about themes and speakers. 2014 needs to look back toward the eastern end of our Mid-America area, perhaps Cleveland, or Indianapolis.
 - A. A suggestion was received for a arranging a block of tickets at a theatre as part of conference planning.
 - B. In response to a question about ongoing conversations concerning the location of the conference President Haugo announced that an ad hoc committee will be looking at By-Laws, which currently will include a requirement to meet in 12 state region, but only list 9 states.
- VIII. Other Business:
 - A. Conference Planner John Fletcher asked that the assembled recognize Ann Haugo's great work as president, which the group did with a standing ovation.
 - B. A suggestion was received to expand Articles in Progress to include a workshop for book proposals. Scott Magelssen reported that this was tried 6 years ago, and when they didn't get a large response their focus shifted to an info session on the publishing process . He suggested we might want to try again or schedule another info session. He also noted that MATC would like to hear from participants in the workshops about their ability to get articles published.
- IX. Motion to adjourn at 2:58 – Motion carried.

Mid-America Theatre Conference
Overview of Proposed Bylaw Changes
March 1, 2012

Overall note: With the exception of Items 1 and 5 below, all changes to the bylaws have no impact on our philosophy, purpose, or operational procedures. These changes are standard legal components of the bylaws of any 501(c)(3) organization to meet Internal Revenue Service expectations and standards.

1. Addition to and modification of purpose statement, specifying our two major activities, conference and journal
2. Payments made shall only be related to MATC's Charitable Purposes (As those purposes are defined by the board of directors)
3. Any income earned shall be distributed solely for MATC's Charitable Purposes (Rather than payment to officers, donations to political campaigns, etc.)
4. Any income generated will be handled in compliance with 501(c)(3) codes
5. Additions to Treasurer responsibilities
 - a. Treasurer will maintain communication with the Internal Revenue Service ("IRS") and State of Iowa as necessary, including updating MATC's mailing address on file with the IRS, State of Iowa Secretary of State and other relevant organizations
 - b. File annual tax filings with the IRS and the State of Iowa as required for a 501(c)(3) organization and any forms required by the State of Iowa to maintain MATC's status as a non-profit corporation.
6. Indemnification policy (If officers are sued as result of MATC activities, MATC will be the defending party, not the individual officers)
7. Compensation of Officers/Directors (Officers/Directors cannot be compensated for their service)
8. Disposition of Assets (If MATC is dissolved, assets will be distributed according to 501(c)(3) regulations)
9. Conflict of Interests Policy (MATC is prohibited from entering into a business transaction that will excessively benefit an officer of the organization)