

# Rules of Governance

## Looking Glass Theatre

an affiliated organization of

The First Unitarian Universalist Church of San Diego

### **I. *Our Mission Statement and Purpose:***

#### **1. *Mission Statement:***

- a. *Looking Glass Theatre* builds community, fosters spiritual growth and promotes UU values by producing and performing intergenerational plays, theatrical performances, and musicals.

#### **2. *Purpose:***

- a. *Looking Glass Theatre (LGT)* is chartered through these Rules of Governance to create a structured environment within First Unitarian Universalist Church of San Diego (the Church) for the realization of the LGT Mission Statement through the following:
  - i. Theatrical productions.
  - ii. Liturgical theater for church services.
  - iii. A commitment to training and promotion of skillful personal relations through a Code of Conduct and radical inclusivity (All ages, races, sexual preferences, genders, et.al).
  - iv. Connect and work with outside groups that share our UU values.

### **II. *Organizational Structure***

1. LGT is an affiliated organization within the Church.
2. LGT consists of its Members, and a Steering Committee to fulfill the purpose above and to maintain the operational structure, operating equipment and property of LGT.
3. The fiscal year of operations is July 1<sup>st</sup> to June 30<sup>th</sup>.
4. Meeting Frequency, Purpose and Decision Making
  - a. All Steering Committee and Member meetings shall be appropriately noticed by announcement in the LGT Gazette and distributed 1 week prior to the meeting. Notification by an alternate method is available upon request.
  - b. The Membership Meetings shall be held not less than quarterly.
    - i. Membership meetings are for general Membership information, calls for nominations, production ideas, and replacing the Steering Committee members when appropriate. The group will deliberate on issues as mentioned below.
  - c. The Steering Committee shall meet not less than quarterly, but may not occur during the time of a Membership Meeting.
    - i. Steering Committee meetings allow the Steering Committee members to openly discuss issues arising from the Member meetings, resolve issues regarding productions or any other LGT issues that arise.

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- ii. Meetings also allow the Steering Committee to refine the direction the members wish to take LGT, and deal with Code of Conduct issues.
  - iii. By consensus vote of Steering Committee, meetings can be closed to all other members when discussing sensitive issues.
  - iv. Emergency meetings of the Steering Committee can be called by the Chair with a 24 hour notice to all committee members.
  - d. Workgroups and Teams, Production or otherwise, can meet as often as needed; no notices are required, but are recommended.
5. Consensus, as detailed in [Addendum A](#), is used to reach decisions of the membership and the Steering Committee.

### III. Membership

1. Membership is open to everyone in good standing and not limited to Church members or Friends of the Church, or by age.
2. Active Members are those individuals who have participated in the ongoing work of LGT within the last twelve months.
3. All Active Members will affirm their support to the [Code of Conduct](#) in a signed statement. [Summary of Code available here](#).
4. A list of all members shall be maintained along with their current contact information. The entire membership shall be notified of activities within the group through the LGT Gazette, by email or other format upon request.
5. The Steering Committee can terminate a member for due cause.

### IV. Steering Committee

1. Composition: The Steering Committee consists of five Officers and three Committee Chairs. The Committee Chairs are appointed in their respective Committees.
  - a. Chair
  - b. Vice Chair
  - c. Treasurer
  - d. Secretary
  - e. Immediate Past Chair
  - f. Publicity Committee Chair
  - g. Resource Committee Chair
  - h. Program Committee Chair
2. Authority of the Steering Committee.
  - a. Signature authority of LGT rests with the Chair and the Treasurer. Both are required to sign for any LGT contracts or check requests. In the absence of the

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Chair or Treasurer, and with the knowledge of the Secretary, the Vice Chair may be the co-signer.

3. Nominations for Steering Committee positions.
  - a. The Immediate Past Chair calls for nominations for each vacant or vacating position in the LGT Gazette, by email or other form, and at the Membership Meeting and Steering Committee Meeting prior to, or as soon as possible after, the vacancy.
  - b. There are two types of vacancies:
    - i. A vacancy from the end of an officer's term.
    - ii. A vacated position.
  - c. Nominations can come from LGT active members only; self-nominations are acceptable.
  - d. If there are more than one nomination for a position:
    - i. Nominees will discuss among themselves and the Immediate Past Chair, if available, until they agree on one person for the position.
    - ii. The remaining nominees are then removed from the list; however, they may be nominated for any other vacant position.
    - iii. The final slate as presented by the Steering Committee is ratified at the Membership meeting closest to the occurrence of the vacancy.
  - e. Nominations will be collected at the April meeting; A slate of officers will be presented at the May meeting; and the slate will be ratified at the June meeting.
4. Terms of office – All members of the Steering Committee are appointed to a one year term, based on the fiscal year.
  - a. The Vice Chair, Chair, and Immediate Past form a three year succession plan of one year terms, so the Vice Chair becomes the Chair, who then becomes the Immediate Past Chair .
  - b. The Secretary and the Treasurer can serve a maximum of two consecutive one year terms, and can be nominated for a previously held position after one year out of that position.
  - c. Committee Chairs can serve a maximum of two consecutive one year terms, and can serve again for a previously held position after one year out of that position.
5. Requirements.
  - a. Each member of the Steering Committee must be an active Member of LGT.
  - b. The Chair, Vice Chair and Treasurer must be a Voting Member of the Church.
6. Responsibilities.
  - a. To fulfill the goals of the mission statement.

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- b. Plan and establish the current season performance schedules in detail.
- c. Plan future performance seasons.
- d. Provide the leadership and organizational structure to enable each production to be successful, both artistically and financially.
- e. Modify Rules of Governance as needed by establishing a Rules of Governance Workgroup, and presenting Proposed Rules of Governance changes for ratification at a membership meeting.
- f. In order to appropriate funds, modify these Rules of Governance, or the LGT Code of Conduct, two officers with signature authority and at least three other Steering Committee members must be present.
- g. In order to present a slate of production directors and/or productions, two officers with signature authority and at least three other Steering Committee members must be present.
- h. All other business requires four Steering Committee members of whom at least two must be officers.
- i. The above quorum rules also apply to Membership Meetings.

### 7. Officer Responsibilities.

- a. Chair.
  - i. Coordinates and facilitates the Steering Committee Meetings and Membership meetings. Prepares meeting Agenda and gives to Secretary for publication at least one week prior to the scheduled meeting date.
  - ii. Spokesperson and main representative to the Church and the wider community for all LGT matters.
  - iii. Confers with the Church Administration and Ministry Teams for LGT matters as needed. Attends Ministry Team Leadership meetings when called.
  - iv. Enforces Code of Conduct.
  - v. Fosters the cohesion of the group.
  - vi. Helps to clarify and follow through on the wishes of the Steering Committee.
  - vii. Coordinates the exchange of information among the Steering Committee and membership
  - viii. Mentors and trains the Vice Chair on Chair duties
- b. Vice Chair.

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- i. Enforces Code of Conduct, maintains meeting etiquette, decorum and moderates the Consensus.
  - ii. Maintains LGT Archives in coordination with the Committees.
  - iii. Participates in leadership development training.
  - iv. Performs activities of the Immediate Past Chair in cases where that position is vacant.
- c. Treasurer
- i. Creates and maintains all financial records for LGT in a format that is readily available for review or transfer.
  - ii. Reports on LGT fiscal status at each Steering Committee and Membership meeting.
  - iii. In consultation with the Committee Chairs and others as needed, creates a budget for each production.
  - iv. Closes show account 30 days after final performance, then provides final report to the Steering Committee, and then presents the report at the next Membership meeting.
- d. Secretary
- i. Keeps and maintains minutes of Steering Committee and Membership Meetings.
  - ii. Distributes Agendas and Minutes of Steering Committee and Membership Meetings through the LGT Gazette, or alternate format upon request. Timing of these reports will be determined by the Chair of the Steering Committee.
  - iii. Maintains member status and contact lists.
  - iv. Enforces Code of Conduct.
  - v. Maintains Action Items List.
- e. Immediate Past Chair
- i. Mentors the Chair in LGT issues and history.
  - ii. Confers with the Church Administration and Ministries for LGT matters as needed.
  - iii. Enforces Code of Conduct.
  - iv. Facilitates conflict resolution.
  - v. Call for nominations as needed.
8. Removal of a Steering Committee Officer.

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- a. A letter listing causes for removal of a Steering Committee Officer signed by at least three of the Steering Committee members, is delivered to the Chair of the Steering Committee.
  - b. Chair notifies member of pending action.
  - c. Chair calls for mediation, either internally or with the Church administration or Ministers.
  - d. If mediation cannot resolve conflict within thirty (30) days then Chair calls for a Special Meeting for Steering Committee members only (no guests).
  - e. If Steering Committee concludes to remove the member then that person is no longer considered an LGT member, is to return all LGT property in possession and is removed from all committees.
  - f. The removed member cannot attend any LGT Meeting for one calendar year from the date of removal unless specifically invited by the Steering Committee.
  - g. In the case where the letter is against the Chair then the letter is given to the Secretary, who notifies the Vice Chair to immediately assume the duties of the Chair, but not title. The Chair's responsibilities during this period are only those assigned by the Vice Chair.
  - h. The preceding process is used.
  - i. If Chair is to be removed by Steering Committee resolution, then Vice Chair becomes Chair and Steering Committee calls for nominations for a new Vice Chair.
  - j. If Chair is to remain, then all duties are restored to the Chair.
9. Committees.
- a. The Committees are established in accordance with Policy & Procedures Item 110825.1
  - b. The Committee Chairs are members of the Steering Committee. The Chair of each Committee is appointed from within the established Committee. Each Committee maintains a set of Policy and Procedures as needed.
  - c. Publicity Committee.
    - i. Responsibilities.
      - a. LGT general public relations and publicity.
      - b. Coordinate production-specific workgroups.
      - c. Maintain and updates the LGT website.
  - d. Resource Committee.
    - i. Responsibilities.
      - a. Maintain LGT physical and intellectual property.

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- b. Maintain LGT Storage space for physical property.
  - c. Convert appropriate LGT property to electronic media in coordination with the Vice Chair.
  - d. Chair the Production Resource Sub-Committee.
  - e. Program Committee.
    - i. Composition should include, but is not limited to:
      - a. Musical specialist
      - b. Vocal specialist
      - c. Choreography specialist
      - d. Audio/Lighting specialist(s)
      - e. Physical Resource specialist, a representative of the Resource Committee
    - ii. Responsibilities.
      - a. Collect suggested theatrical productions and performance ideas from members.
      - b. Test scripts/events for:
        - 1. UU values
        - 2. Production viability
        - 3. Intergenerationality
        - 4. Inclusivity
        - 5. Financial feasibility
      - c. Present short list for season's production possibilities to the Steering Committee.
      - d. Recruit and propose directors for future shows.
    - iii. Production Workgroups and Teams are formed for each LGT production. Each should maintain a set of procedures as needed.
10. Additional Workgroups maybe formed at needed.
11. To facilitate the ongoing operations of LGT, the Steering Committee will issue and retract Policies & Procedures as needed.
- a. The Policies & Procedures are considered a subset of the Rules of Governance and are to be followed as such.
  - b. The Secretary is responsible for maintaining the list, and current copies, of such Policies and Procedures.

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**V. Proposed Changes to Rules of Governance and Code of Conduct**

1. Proposed change to the Rules of Governance and Code of Conduct are presented at a Membership Meeting and discussed. With consensus of approval for adoption of the proposal is tabled.
  - a. The Secretary notifies the Membership of pending change and time and place of next Membership Meeting which must be at least seven days later.
  - b. At this Membership Meeting the proposed change is discussed again where upon with consensus the change is adopted.
  - c. Secretary then notifies the membership of the results of the proposed changes, either adopted or dropped.
  - d. Secretary notifies the Church if changes are part of the Code of Conduct.

**Adopted August 25, 2011**

**Amended January 19, 2012**

**Amended September 19, 2013**