

# TPS Member Advisory Council Charter

I. The assembly will be called the Member Advisory Council (MAC). It is authorized by the Theatre Puget Sound Board of Directors and serves at the pleasure of the governing body.

## II. Purposes

The MAC is a standing assembly of committed volunteers created to represent and empower the TPS membership in the organization's governance, planning, and program evaluation. The MAC will give the membership a direct, official voice in TPS operations.

The MAC will take a hands-on, working approach to the specific purposes for which this group is founded, which may include (but is not limited to) participation in the following responsibilities:

- Acting as representatives of smaller groups within the TPS member community
- Assisting and advising the TPS board
- Evaluating TPS programs
- Developing new programs
- Developing a structure to help harness and mobilize the kind of membership-driven initiative that resulted in The Gregory Awards – heading up similar efforts that can serve other member-driven priorities
- Outreach to other potential member organizations
- Cultivating donors and other fundraising activities

## III. Relationship of MAC to TPS Board of Directors

It is the role and sole prerogative of the TPS Board to enact policy and conduct matters of governance and fiduciary authority. The MAC will make recommendations and/or provide key information and materials to the TPS Executive Director and Board on matters of policy, programs, and assessment. One board member will sit on the council to ensure accessibility. The MAC may nominate one additional member to sit on the board, who will have voting privileges on the Board of Directors. The MAC will officially represent the membership, with a defined constituency focus, in as fair a manner as possible.

## IV. Membership

Composition: The Member Advisory Council shall consist of up to 12 members.

- MAC members are selected by the board from applications, to ensure a variety of professional and personal backgrounds. They must be members in good standing both in their year of application and through the duration of their MAC service.
- MAP members will constitute a cross-section of the TPS community, with an equitable breakdown between large-, medium-, and small-sized organizations and clearly defined representation focused on TPS's primary member constituencies, representing any or all of the following:

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- Artists (Union, Non-Union, Individual, Member of Artistic Ensemble)
- Designers (Lighting, Scene, Sound, Costume, Makeup)
- Development/Fundraising
- Director (Artistic, Executive, Managing)
- Dramaturg / Literary Manager
- Educators and Students
- Marketing / Communications / PR
- Playwright / Translator
- Producer
- Technician

Term: The term of membership may vary, to ensure continuous representation for TPS members. The terms will have a minimum of one year and a maximum of three years. Terms will begin with the membership year on January 1.

### V. Organizational Structure

The MAC will be largely shaped by the council itself. The MAC will include one current board member and may elect an additional member to serve on the TPS board.

### VI. Procedural Rules

By-Laws: The council will draft and adopt a set of written by-laws at the organizational meeting of the council. The by-laws govern council operation. By-laws require a two-thirds vote for adoption or change.

Meetings: The council will meet formally at least two (2) times per year, or as needed. Written notices of upcoming meetings will be delivered to members at least ten days before a meeting and will be scheduled as best as possible around member schedules, via a Doodle poll. Members have 48 hours to respond to the Doodle poll for prompt scheduling. Members will meet more frequently, as needed, for council work or subgroup work in conjunction with the Board or TPS staff.

Minutes: Minutes of each meeting will be kept. Copies will be delivered to the TPS Board, Executive Director, and council membership within two weeks after a meeting.

Recommendations and Reports: Council recommendations and reports will be submitted in writing to the Board. Documents will include both suggested action and justification for suggestions, as well as timelines and measures, when appropriate. The Board will respond/react to such recommendations/reports in writing.

Dismissal: Members who are absent without reasonable cause from two successive meetings will be considered to have resigned their seat. The MAC will move to fill the position with alternate applicants.

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Public Announcements: While members are expected and encouraged to discuss the MAC activities and priorities within the community, members shall not report opinions expressed in meetings, nor shall they report independently on council action.