

**MINUTES OF JANUARY 26, 2010**  
**Board of Directors**  
**Theo Ubique Theatre Company**  
**d/b/a Theo Ubique Cabaret Theatre**

**Location:** Home of Lorraine Dostal, 7429 N. Greenview, Chicago, IL

**Start Time:** 7:05 p.m.

**Members Attending:** Fred Anzevino, Lorraine Dostal, Joe Moore, Dick Moran

**Others Attending:** Martha Hudak

**INTRODUCTIONS**

Since this was the first meeting of the new external governing Board of Directors for Theo Ubique, members provided a brief background of themselves and their interest in Theo Ubique.

Fred Anzevino provided background about Theo Ubique and some current key issues.

Martha Hudak distributed Information Packets for the Board of Directors, which included: contact list, news releases about *Chess* and Board announcements, production and awards histories, financial information and abridged grant applications. ***Please send corrected/missing information on the contact list to Martha at [martha@mihudak.com](mailto:martha@mihudak.com).***

**LEGAL ISSUES**

Fred Anzevino brought up several issues that will be discussed with Bill Ratner, an attorney and Executive Director of the Lawyers for the Creative Arts (LCA). This includes interpretation of the original Articles of Incorporation, obligations to the people serving on the "Company Board" and moving forward to develop bylaws. Among the questions to cover with Bill are:

- Are the names listed on the Secretary of State Annual Report officers of the corporation or board?
- Is there a legal obligation to those people listed on these reports?
- Do they have any voting rights?
- If so, what rights, particularly in developing a new external governing Board of Directors?
- What is needed--if anything--to transition to the new Board of Directors based on the original Articles of Incorporation?
- What is needed to cover the theatre company for liability insurance, especially with plans to start a youth program in the fall? Responsibilities for insuring are fuzzy since No Exit Café is owned by Michael James, Theo Ubique pays No Exit Café to prepare the dinners, but cast members are servers who only receive tips, no pay. Once our legal liabilities are identified, we will purchase insurance before *Chess* opens.
- What are the IRS criteria for who is an employee? It has to do with control, such as hours and equipment.

Bill asked if Theo Ubique had been filing an annual report with the Attorney General's office. This is a requirement that had been unknown previously. Martha will research what is required.

We will also ask if LCA can help identify interested attorneys with creative arts experience to serve on the Theo Ubique Board.

### **ORGANIZATION ISSUES**

Until bylaws are completed and openings are filled, it was agreed to temporarily position the Board of Directors as a "steering committee."

Martha said that original plans were to have seven Board members with six from the community and Fred Anzevino, Co-Founder and Artistic Director, representing the theatre company. Other people she and Fred approached to become members declined, so she asked Board members to look for additional Directors. Right now, an attorney familiar with non-profits and those with the ability to fundraise would be preferred.

### **OFFICERS**

**Motion:** Dick Moran moved to nominate Joe Moore as President.

**Second:** Lorraine Dostal

**Amendment to the Motion:** Dick Moran moved to include the full slate of officers in the motion as follows:

Joe Moore – President

Dick Moran – Treasurer

Lorraine Dostal – Secretary

Fred Anzevino – Director

**Second:** Joe Moore

Passed unanimously.

### **BYLAWS**

Lorraine Dostal agreed to lead the effort to develop bylaws. As part of this process, she will arrange a meeting with the "Company Board" for their input.

### **GRANTS**

- **City Arts Grant:** Submitted July 31, 2009. No one from Theo Ubique was available to attend the public panel review in the fall. Results expected in the Spring. Select pages from the grant application were provided in the Board members folders. A support letter from Joe Moore also was submitted with the grant.
- **The Chicago Saints:** A draft of the grant application for The Saints was provided in the Board members folders. Martha will finish the grant and mail it certified mail by the deadline on Saturday, January 30. It is asking for \$4,000 to pay the Director's stipend for each of four productions in the 2010-2011 season and some web site maintenance costs to change out productions. In return, The Saints will be listed as the Director's Sponsor and included in marketing materials.
- **Target:** Each local Target store can donate up to \$3,000 for their local charities. The Target on Howard has Theo Ubique on a preferred list, and the store manager is very interested in the youth education program with Target as a sponsor. They are also willing to donate in-kind materials upon request.

- **Gaylord and Dorothy Donnelley Foundation:** When contacted in the fall regarding a November deadline, they would not waive the requirement of at least one paid staff member and our financial data to be inputted into the online Illinois Cultural Data Project (which they funded). We can only apply through this online process. Since then, Theo Ubique hired Martha Hudak on a part-time basis starting January 2010 at \$500 per month to serve as Managing Director. David Heimann has been handling Theo Ubique financial information, but has not inputted data into ICDP.
- **Elizabeth Cheney Foundation:** A grant application was submitted last summer, but we never received a reply. Martha has made attempts to find out why we were not accepted, but emails and phone messages have not been returned.

## CURRENT PROJECTS

Martha reported on new projects in progress for Theo Ubique:

- **Haiti Outreach:** During the production of *Chess*, take up a collection as people are leaving (similar to how Season of Concern collects during the holidays) and to donate funds to the Haitian American Association located in Rogers Park on Morse. Ideally, we would like to offer two comp tickets to each performance to members of the Haitian American Association and let them handle the collection at the end of the evening. Joe Moore said he would connect us to the organization.
- **Web Site:** A new web site will go live in a week or so. New domain names have been purchased to protect the Theo Ubique name, and Theo Ubique email addresses will be established for Board members and staff.
- **Youth Education:** Plans for a youth education program are in progress, and the local Target on Howard has verbally committed to providing seed/scholarship money once a grant application has been submitted. Jacques Lueken is submitting a proposal in early February. The concept is to start Saturday classes (two) for ages 8-12 and 13-16 this fall, followed by a week Holiday Camp in December. Recruiting will be focused in Rogers Park and the North Shore with scholarships going to talented Rogers Park youth who cannot afford the tuition.
- **Chess pre- and post-show activities:** We are working with Tom Sprandel of the Illinois Chess Association to hold pre- and post-show activities during the run of *Chess*, including chess blitzes during the dinner hour on Saturdays and post-show talk-backs on Thursdays. Opening night is 7 p.m., Sunday, March 7, and Board members are encouraged to attend.

## PARKING

The current parking arrangement is the lot at Morse and Ravenswood, and we pay Lifeline \$10 for the shuttle van, which totals \$40 per night for four hours. A bigger lot that is closer to No Exit Café is the Field School. Joe Moore said he would help check into that availability.

## FLEX PASS

Members of the Rogers Park Flex Pass are Theo Ubique, Lifeline, Raven and Side Project. Boho dropped out since they went into the old Bailiwick building on Belmont.

## MEETINGS

It was determined to temporarily let events drive when to meet. Lorraine will set up a meeting sometime in February when an initial draft of the Bylaws is ready for discussion.

## ADJOURNMENT

Motion: Dick Moran moved to adjourn at 9:20 p.m.  
 Second: Lorraine Dostal  
 Passed unanimously.

The following in attendance at the meeting have approved these minutes with/without changes:

Fred Anzevino \_\_\_\_\_ Date \_\_\_\_\_

Lorraine Dostal \_\_\_\_\_ Date \_\_\_\_\_

Joe Moore \_\_\_\_\_ Date \_\_\_\_\_

Richard Moran \_\_\_\_\_ Date \_\_\_\_\_