

# ARTISTRY COMMUNITY THEATRE (ACT) CORP.

## *Bylaws*

### ARTICLE I: NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be the Artistry Community Theatre (ACT), Corp and its principal office is to be located in the hamlet of Keeseville, Towns of AuSable/Chesterfield, State of New York.

### ARTICLE II: PURPOSES AND AIMS

- Section 1. The Corporation is a voluntary, incorporated, non-profit Corporation of persons.
- Section 2. The Corporation shall provide entertainment to its members and the community in the area of dramatic arts including but not limited to plays, musicals, benefits, and revues.
- Section 3. The Corporation envisions a creative and safe space where all artists, but especially actors, are viewed and treated with dignity and respect for his or her craft. Such policies shall be outlined by the Board of Directors including monetary compensation when fiscally possible for the Corporation.
- Section 4. The Corporation aims to provide resources for original artists to write, produce, and perform original works.
- Section 5. The Corporation intends to provide scholarship aid for qualified students who intend to pursue a career in the arts (dance, drama, music, and the visual arts) when fiscally possible.
- Section 6. The Corporation expects to work independently or collaboratively with other non-profit Corporations to provide financial support through creative projects or events.
- Section 7. The Corporation plans to advocate for other artists and provide a space for display or performance. Such artists include but are not limited to musicians, writers, and visual artists.
- Section 8. Said Corporation is organized exclusively for charitable, educational, scientific and entertainment purposes, including for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 509(a)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).
- Section 9. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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### ARTICLE III: MEMBERSHIP

Section 1. Membership in the Corporation shall be voluntary and open to all persons, without discrimination, who are interested in the purposes and aims of the Corporation, who are willing to subscribe to the bylaws, and who are otherwise qualified under the provisions set forth in the bylaws.

Section 2. Qualifications for Membership

- a) Possession of theatrical talent shall not be a qualification of membership since it is the belief and policy of the Corporation that any individual has something to contribute to any production.
- b) An expressed interest and willingness to work in some aspect of a theatre production.
- c) Continued membership in the organization after the first year shall be contingent upon the following criteria:
  1. Active participation (on stage, backstage, or business) in some capacity with the productions and/or activities of the Corporation within the past three years, or
  2. Active participation as an elected officer or appointed committee chairman of the Corporation for the previous year.
- d) Payment of all dues and assessments as required by the bylaws.

Section 3. Duties of Members

- a) Active participation in the events of the organization including general meetings, social events, ticket sales, advertising solicitations, and/or productions within the past three years.
- b) Service on committees or service as committee chairperson.
- c) Punctuality at rehearsals and a sober and professional attitude when at rehearsals and during productions.
- d) Responsibility and liability for any property owned, leased or borrowed by the group which is in their possession.
- e) Each member shall be entitled to one vote in any and all matters requiring a vote of the membership.
- f) By meeting the qualifications outlined by these bylaws, each member signifies his or her acceptance of these Articles and any amendments thereof and of such rules and regulations as may from time to time be promulgated under these Articles, and hereby waives any and all claims and demands of any nature, past, present, and future, against the Corporation or any member of the Corporation, or any former member, or any officer, employee, committee, or individual for any action taken in good faith pursuant to these Articles.

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### ARTICLE IV: BOARD OF DIRECTORS AND OFFICERS

- Section 1. The property, business, and affairs of the Corporation shall be managed by a Board of Directors, the main functions of which shall be to:
- a) Set forth all organizational policies and procedures in a standardized fashion.
  - b) Conduct the normal business operations of the Corporation including approval of administrative and production budgets, and selection of production staff to include Producer, Director, Music Director, Choreographer, Stage Manager, Technical Director among other positions.
  - c) Organize and conduct regular Board meetings.
  - d) Organize and conduct yearly election of Board of Directors.
  - e) Determine stipend positions and levels. A Board member may not vote related to a stipend issue for which he or she is being considered or currently occupy.
  - f) Select shows for production.
  - g) Refuse membership or revoke membership of those not adhering to the bylaws.
  - h) Explore relationships with other groups, individuals, and governmental organizations which may be to the Corporation's benefit or meet the aims of the Corporation.
  - i) Acquaint the members with the duties and benefits of membership.
- Section 2. The Board of Directors shall be composed of seven members and shall include the President, Vice President, Secretary, Treasurer and three directors. The duties of the members of the Board of Directors are as follows:
- a) President: presides at all General and Board of Directors meetings, establishes times for special meetings, makes appointments to committee offices, is an ex-officio member on all committees, and officially represents the Corporation internally and externally.
  - b) Vice-President: presides in the absence of the President at meetings, replaces the President when that office is vacated before the end of a term, and performs special duties as assigned by the President. Must chair the Historical & Hospitality Committee.
  - c) Secretary: maintains minutes of meetings and committee assignments, collects and distributes incoming correspondence, notifies Board of Directors of meetings, and schedules special guests at Board meetings. Must chair the Inventory & Membership Committee.
  - d) Treasurer: keeps accounts, pays bills, and has power to sign checks subject to limits and signatory rules approved by the Board. The Treasurer also prepares and presents monthly and annual reports of financial activities and status. The fiscal year of the Corporation shall be the calendar year unless the Board of Directors shall otherwise determine. Must chair the Budget committee.
  - e) Board of Directors: Chair or serve on standing or ad hoc committees, and/or perform special duties as assigned by the President.
- Section 3. All members of the Board of Directors shall be elected by the membership and shall assume office on January 1 following the election. Only members of the Corporation will be eligible for election as officers. No member who is an officer of another community theatre group may be eligible for membership on the Board of Directors.
- Section 4. In the event of a vacancy in the Board of Directors, the President is empowered to appoint any member of the Corporation to complete the remainder of the term subject to the concurrence of a majority of the Board of Directors.

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### ARTICLE V: TERMS FOR BOARD OF DIRECTORS

- Section 1. The Board of Directors terms shall be staggered to ensure consistency with the Board of Directors and viability of the Corporation.
- a) Terms for the Board of Directors shall be: two, 1-year terms; three, 2-year terms, two, 3-year terms.
  - b) When possible, new members of the Board of Directors shall assume a 1-year term position to facilitate a productive and positive working relationship.
  - c) Any member of the Board of Directors may resign by submitting written notice.

### ARTICLE VI: REMOVAL FROM OFFICE

- Section 1. There are instances when an officer or Board of Director may need to be dismissed from serving. The guidelines for dismissal are as follows:
- a) Any officer or Board of Director who misses four total or three consecutive regularly scheduled Board meetings within a calendar year shall forfeit his or her membership on the Board. Removal from office may be repealed, on a case by case basis, by a majority vote of the remaining Board members present and voting at a regular or special Board meeting.
  - b) Any officer or Board of Director who is not performing his or her duties as outlined in these bylaws and interpreted by the Board shall be subject to removal from the Board upon majority vote of the remaining Board members present and voting at a regular or special Board meeting. Such officer shall have the opportunity to attend the meeting.
  - c) Resulting vacancies shall be filled according to Article IV, Section 4 of these bylaws.

### ARTICLE VII: COMMITTEES

Section 1. The President shall appoint the Chairperson to all committees from the membership of the Board. The President shall be an ex officio member of all committees except the Nominating Committee.

Section 2. The standing committees and their activities are subject to oversight and approval by the Board of Directors and will report regularly to the Board on their activities.

- Section 3. Standing Committee members, with the exception of the chairpersons, are to be selected by the chairpersons. The committees are as follows:
- a) Budget Committee:
    - Chairperson shall be the Treasurer of the Corporation.
    - Shall generate an operating budget for the Corporation including all operating expenses (productions for the upcoming season, publicity, etc.) and anticipated sources of income (donation, benefits, ticket sales, etc.).
  - b) Bylaws & Scholarship Committee:
    - Chairperson shall be a member of the Board of Directors of the Corporation.
    - Recommends new rules or rule changes, proposes amendments to bylaws, and receives and forwards suggestions from members to the Board.
    - Formulates selection criteria for scholarship candidates and submits candidates for scholarships subject to approval of the Board.
  - c) Elections Committee:
    - Chairperson shall be a member of the Corporation not on the ballot.
    - The chairperson will secure at least two election tellers, including no members of the Board or candidates for election, whose duty shall be to count ballots and announce the results of the elections.
    - Recruits candidates for the Board of Directors and prepares and mails ballots.

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### ARTICLE VII: COMMITTEES (continued)

- d) Historical & Hospitality Committee:
  - Chairperson shall be the Vice-President of the Corporation.
  - Responsible for the archives of the Corporation, including all posters, flyers, programs, pictures, reviews, and articles.
  - Responsible for concessions and volunteers to serve as ushers, organizes receptions, and organizes cast parties following the conclusion of a production or events.
  - Responsible for show announcements, raffles, and other production functions.
- e) Inventory & Membership Committee:
  - Chairperson shall be the Secretary of the Corporation.
  - Oversees and maintains the physical property of the Corporation (including the storage, disposition, and loan of technical equipment, costumes, and props), and establishes priorities for procurement.
  - Maintains up-to-date membership list, recruits members, and serves as liaison to members on membership issues.
- f) Publicity & Social Media Committee:
  - Chairperson shall be a member of the Board of Directors of the Corporation.
  - Coordinates all publicity promoting the Corporation, its activities, meetings, and productions.
- g) Play Selection Committee:
  - Chairperson shall be a member of the Board of Directors of the Corporation.
  - Reads plays and librettos and shall present recommendations to the Board of Directors for the next year's season no later than December 31 (giving the budget committee time to implement an annual operating budget).
  - Accepts, discusses, and considers proposals from potential directors and his or her team of directors. Proposals should include, but are not limited to, the name of the show or event, synopsis, names of the creative team, projected expenses, projected income, and potential dates for presentation.
  - The Board of Directors will discuss the selections and will announce the next season's selections by not later than January 31.
- h) Ad Hoc committees may be established from time to time to study or cope with special problems.
  - The chairpersons of these committees shall be members of the Corporation.

### ARTICLE VIII: MEETINGS AND VOTING

- Section 1. Meetings of the Board will be held on a regular basis.
  - a) Members may attend, observe, and offer comments during a meeting of the Board of Directors, but only members of the Board of Directors may vote.
  - b) Unless otherwise specified in these Articles, a majority vote of those present and voting will decide an issue.
  - c) Four of the seven members of the Board of Directors of ACT shall constitute a quorum. No business may be conducted in the absence of a quorum.
  - d) Minutes of all meetings will be available within one week of the meeting date to all members upon request from the Secretary.
- Section 2. Voting by the membership.
  - a) Only members in good standing may vote at the Corporation's Annual Meeting for the purpose of electing officers, Board of Directors, and amending the bylaws of the Corporation.
  - b) Voting by proxy will be allowed according to the rules for this procedure established by the Board of Directors.

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### ARTICLE VIII: MEETINGS AND VOTING (Continued)

- Section 3. An Annual Meeting of the Membership will be held during the month of September for the purposes of:
- a) electing officers and Board of Directors to take office on January 1.
    1. The time after elections and before January 1 will provide a time of transition and newly elected officers and Board of Directors should be actively involved in learning the business of the Corporation.
    2. Newly elected officers and Board of Directors are required to attend any meeting of the Board to learn the business of the Corporation, but will not have any voting rights until he or she takes office after January 1.
  - b) amending the bylaws of the Corporation.
  - c) any other Corporation business.
- Section 4. An Organizational Meeting of the Membership will be held during the month of January for the purposes of:
- a) approval of the year's season.
  - b) acceptance of the yearly operating budget.
  - c) restructuring and acceptance of committees of the Corporation.
  - d) any other Corporation business.

### ARTICLE IX: AMENDMENTS

- Section 1. These Articles shall be subject to amendment, alteration or repeal by the affirmative vote of two-thirds of the members of the Corporation present and voting (or voting by proxy or mail).
- Section 2. No amendment, alteration or repeal of these articles shall be voted on unless the substance of the proposed amendment, alteration or repeal shall have been available to the members for a period of ten days. The membership must be notified either at a general meeting or through mailing of the availability of said amendments.

### ARTICLE X: DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.