

Bylaws

ARTICLE I

Name of the Organization

The name of this organization shall be Sierra Vista Community Theatre Group LLC (the "Theatre"), a nonprofit 501(c)3 organization, (*dba. Sierra Vista Community Theatre*); and its subsidiary and related organizations.

ARTICLE II

Purpose

The Theatre is organized for literary, theatrical, and/or educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Mission of the Sierra Vista Community Theatre is to entertain, educate, empower, and inspire artists and audiences in Southeastern Arizona.

ARTICLE III

Membership

The membership of the Theatre shall consist of the members of the Board of Directors.

ARTICLE IV

Board of Directors

Section 1. General Powers

The Board of Directors is charged with providing the strategic vision and direction for the Theatre and establishing and governing the instruments through which the Theatre shall conduct business.

The Board of Directors shall have general authority over the affairs, funds, and property of the Theatre and shall have full power to carry out the purposes of the Theatre according to its Articles of Incorporation, Bylaws, and the laws of the state of Arizona.

Section 2. Number, Requirements and Qualifications

The board shall consist of 9 - 15 members who have been elected or appointed by the Board of Directors.

The following are the requirements and qualifications necessary for individuals on the Board of Directors:

- Demonstrated some management and/or leadership experience;
- Theatrical or other relevant industry experience;
- Integrity and ethical standards;
- Sufficient time to devote to the Theatre as a member of the Board;
- Ability to oversee, as a Board Member, the Theatre's business and affairs;
- Ability to comply with the Board's Code of Conduct; and
- Demonstrated ability to think independently and work collaboratively.

Section 3. Terms and Election Process

The Board of Directors shall not implement term limits until 2025, at such time an audit of term limits must be conducted and voted on. The proposed term limits are 5 Years for Board Members and 3 Years for Elected Officers.

Individuals seeking to join the board shall seek an existing Board Member to nominate them, the nominator must send the nomination including the applicant's professional resume and letter of interest to the board for review.

Section 4. Meetings

Regular meetings shall be held monthly at a time, date and location selected by the Board of Directors.

An annual meeting of the Board of Directors may be held at a time, day and location selected by the Board of Directors.

Special meetings of the Board of Directors may be called by or at the request of the President or any three members of the Board of Directors.

Each member of the Board of Directors must attend at least nine (9) monthly meetings of the Board per year.

Section 5. Forfeiture

Any member of the Board of Directors who fails to fulfill any of the qualifications or requirements listed in Section 2 of this Article shall automatically forfeit their seat on the Board. The Secretary shall notify the Director in writing that the seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet the requirements and qualifications specified in Section 2 of this Article are not entitled to the procedure outlined in Section 11 of this Article in these by-laws.

Section 6. Vacancies

Whenever any vacancy occurs in the Board of Directors, and the total number of members falls below nine (9) it shall be filled without delay by a majority vote of the remaining members of the Board of Directors at a regular meeting.

Section 7. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Board Members.

Section 8. Informal Action by Board of Directors

Any action required by law to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing has been signed by two-thirds (2/3) of all Board Members following notice of the intended action.

Section 9. Confidentiality

Board Members shall use discretion and good business judgment in discussing the affairs of the Theatre with outside parties. Without limiting the foregoing, Board Members may discuss upcoming fundraisers and the purposes and functions of the organization.

Section 10. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 11. Removal

Any member of the Board of Directors may be removed at any time, by vote of two-thirds (2/3) of the members of the Board of Directors if in their judgment the best interest of the Theatre would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 5 of this Article, and are not entitled to the removal procedure outlined in this section.

ARTICLE V

Officers & Executive Board

Section 1. Officer Positions

The Executive Board shall be composed of The officers of the Organization: which shall be the President, Vice President, Secretary, Treasurer and Artistic Director. The Offices of Secretary and Treasurer may be held by the same person.

The President shall be the chief executive officer of the Organization and shall exercise the powers normally associated with such position. The President shall serve as the Chair of the Board of Directors and preside at all meetings of the Board.

The Vice President shall act as President in the absence or disability of the President.

The Secretary shall keep records of the proceedings of the Board. The Secretary shall also upkeep the archival records of the Organization.

The Treasurer shall have care and custody of all funds of the Organization and shall ensure financial reports are prepared as required by the Board of Directors.

The Artistic Director is responsible to the board to ensure the artistic quality of the Theatre and to grow the artistic ability of the company and to ensure every show measures up to our standard of excellence.

Section 2. Election of Officers

The officers shall be elected by the Board of Directors from among the current Board Members.

Section 3. Incident Review & Disciplinary Action

The Executive board shall act as the disciplinary board for the Theatre and may hold Incident Review meetings to prevent losses, identify areas for corrective action, and promote overall safety in the organization. Any disciplinary actions must be handled through the following incident review process:

1. The president shall begin the meeting by citing reasons for the call of the meeting.
2. The board member, officer, volunteer, employee or witness may be given an opportunity to speak and present pertinent information.
3. The President will call for discussion on whether or not a violation or misconduct has occurred.
4. The Executive Board will decide in a closed session on whether or not a violation or misconduct has occurred.
5. The Executive Board will consider information affecting the circumstances of extenuation or mitigation. The Executive Board may then apply sanctions. If the Executive Board finds that a violation or misconduct did not occur, the meeting will conclude without the application of a sanction.

6. In the event that the Executive Board deems it necessary to remove a volunteer or community member from all involvement with the Theatre, the entirety of the Board of Directors must be consulted.
7. A record of the session proceedings may be retained by the Theatre.

ARTICLE VI

Organization Structure

The Organization shall be split into two divisions, the Production and the Operations division which shall be chaired by an executive board member. Each division will be composed of both departments and committees. The Chair of each committee/department shall be appointed by the Division Chairs. Temporary Task Forces may be formed as needed.

ARTICLE VII

Staffing

The Sierra Vista Community Theatre may hire employees.

ARTICLE VIII

Conflict of Interest

Whenever a board member or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

1. The interest of such officer or board member is fully disclosed to the board of directors.
2. No interested officer or board member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
3. Any transaction in which a board member or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
4. Payments to the interested officer or board member shall be reasonable and shall not exceed fair market value.

ARTICLE IX

Indemnification

Section 1. General

The Organization agrees to indemnify any board member, officer, volunteer or employee against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been in the position of board member, officer, volunteer or employee of the organization, except in relation to matters in which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Theatre in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Theatre may purchase and maintain insurance on behalf of any person who is or was a board member, officer, volunteer, or employee against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Theatre would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X

Amendments

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice shall be given to the Board of Directors with the proposed amendment or summary of the changes to be effected.

We, the undersigned, are all of the board of directors of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 6 preceding pages, as the Bylaws of this organization.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

Jason Cabrera, President – The Sierra Vista Community Theatre

ATTEST: Donna Brown, Secretary – The Sierra Vista Community Theatre