

By-Laws

of

Ionia Community Theatre

PREAMBLE

These by-laws are prepared and adopted for the governing of the Ionia Community Theatre, a non-profit educational corporation organized under the laws of the State of Michigan and incorporated on the 3rd day of May, 1967. Revisions of these by-laws were made and approved at the annual meeting on January 16, 2011.

ARTICLE I – NAME AND LOCATION

Name of the organization shall be Ionia Community Theatre and located in the County of Ionia, City of Ionia, in the State of Michigan.

ARTICLE II – OBJECTS

Section I. Object of the corporation is the presentation of both approved and untried dramatic works and the development of resources for the entertainment and enrichment by, for, and with the cooperation of the community.

Section II. This corporation shall have the authority to acquire by purchase, devise, bequest, gift, or otherwise and to hold, lease, sell, or mortgage real or personal property for the use of the corporation; and to borrow money with or without security so far as the same maybe permitted by the laws of the State of Michigan and consistent with the purpose for which this corporation is formed.

ARTICLE III – MEMBERSHIP & DUES

Section I. Any individual, without restrictions to social or economic status, race, color, or creed, subscribing to the purposes and principles of this organization, may become a member by conforming with such requirements as may be set forth and adopted by the Board of Directors as a prerequisite to such membership and subject to these by-laws and any amendments that may be hereafter adopted.

Section II. The membership of this organization shall be divided into classifications as determined by the Membership Committee as approved by the Board. Membership dues and requirements for the classification of any members of these groups shall be determined by the Board of Directors.

Section III. Dues for all members shall be decided by the Board.

Section IV. None of the privileges of the organization shall be given to those who are not in good standing. No delinquent members may have a vote at an election or be entitled to membership on the Board.

ARTICLE IV – BOARD OF DIRECTORS

Section I. The management and direction of all affairs of this organization, dramatic, social, and financial, shall be vested in the Board of Directors duly elected and qualified. It shall be the duty and the power of the Board to elect its own officers and to fill any vacancies in its own body until successors to such vacancies shall have been duly elected at the next annual meeting; to pass upon all bills and expenditures of monies; they shall have control and supervision of all activities and policies of the corporation; they shall meet at regular intervals, at least once a month, to counsel and advise on such questions as may be deemed advisable or necessary in furtherance of the object and best interest of the corporation. The location, date, and time of Board meetings shall be posted publicly at least seven (7) calendar days in advance of the meeting through whichever communication medium the Board chooses to use.

Section II. The Board of Directors shall consist of, not to exceed twelve (12) members who shall have been members of the theatre for not less than one year prior to their election. Such directors shall be elected, four each year, at the annual meeting to serve three (3) years each. The provision of this section shall be waived for the first two (2) years with the Board members to draw lots to determine their term of office: four members serving one year, four members serving two years, four members serving three years.

Section III. The Board of Directors shall elect the officers of the organization immediately following the annual meeting. A majority of the Board of Directors shall be necessary for the election of officers.

Section IV. Any Board member who is absent from three (3) regular meetings of the Board without excuse shall automatically be dropped from the Board. His/her place to be filled at the discretion of the Board.

Section V. The Board of Directors shall be responsible for creating and maintaining **Standard Operating Procedures (SOP) that** include job descriptions (including timelines) for all production positions and committees. **All SOPs are to be published on the ICT website as an open resource for all volunteers to use and adhere to.**

Section VI. Members of the Board of Directors shall forfeit production stipends.

ARTICLE V – OFFICERS

Section I. The officers of this organization shall be a President, a Vice President, a Secretary, and a Treasurer. At the discretion of the Board, a Corresponding Secretary may be appointed.

Section II. President - It shall be the duty of the President to preside at all meetings of the Board of Directors and of the business meeting of the organization. He/she shall call such meetings and appoint such committees as may be provided in these by-laws. The President shall have no vote on the Board of Directors except when there is no majority.

Section III. Vice President - The Vice President shall perform the duties of the President in the event of absence or inability of the latter to act, and any special duties assigned by the President or the Board of Directors.

Section IV. Secretary - It shall be the duty of the Secretary to notify members and directors in writing of all regular and special meetings of the Board of Directors or of the organization as provided by the by-laws. The Secretary shall keep an accurate record in writing of all meetings and perform such other duties as may be assigned or that are incidental to the office and shall make such reports as in the discretion of the Board of Directors it is deemed necessary.

Section V. Treasurer – The Treasurer shall be bonded for a sum which in the discretion of the Board of Directors is sufficient, but not less than \$1000.00, and in a company approved by the Board. It shall be the duty of the Treasurer to keep an accurate written record of the membership of the organization; to keep an accurate written record of all the funds of the organization, and to submit a statement at each regular meeting of the Board of Directors showing all receipts, disbursements, and unpaid accounts of the organization. These reports are to be reserved for reference. The Treasurer shall annually, or more often as the Board may decide, submit all books or records and membership and funds of the organization for an audit to such person or persons or accountants as shall be directed by the Board and shall make such report and results of such audit available to the Board and to the membership of the organization. **The Treasurer shall annually examine and**

consider the present and prospective financial condition of the organization and to make a detailed recommendation to the Board as to a financial policy for the ensuing year.

Section VI. Corresponding Secretary – The duties of the Corresponding Secretary shall be to carry on all correspondence for the organization.

ARTICLE VI – MEETINGS

Section I. The annual meeting of the membership of the organization shall be held during the month of **June to conclude the season. Beginning in 2019**, the theatre season begins **July 1st** and concludes **June 30th**. Special meetings of the membership may be called by the Board or by the President and must be called on petition of any 25 members in good standing. Such petition must be in writing and delivered to the President or to the Secretary. Notice in writing must be given each member of any special meeting one week in advance, exclusive of Sundays and holidays, and only such business may be transacted at a special meeting as is designated in the call therefore.

Section II. The Board of Directors shall meet at least once each month, at a time and place which may be determined by the Board. Special meetings may be called by the President and must be called on written demand of five (5) members of the Board, delivered to the President or to the Secretary. Any business not specifically precluded by the by-laws may be transacted at a special meeting of the Board.

Section III. Robert’s Rules of Order shall govern all meetings except as may otherwise be provided in these by-laws.

Section IV. Meetings may be conducted via electronic communication, such as E-mail or telephone, as approved by the Board of Directors. Meetings may periodically be held electronically in the event that the Board of Directors cannot meet face-to-face.

ARTICLE VII – COMMITTEES

Section I. The President **shall appoint Committees and** committee chairpersons as Board of Directors **as deemed necessary. These may be directed to promote the best interests of ICT socially, artistically, or financially. The President may also appoint advisory groups or temporary ad hoc committees to perform such tasks as planning the Annual Meeting, evaluating ICT Scholarship applications, recruiting new board members, or awarding Spiro Awards.**

Section II. The Chair of each Committee must be a board member in good standing and accountable to the Board of Officers. It is preferred that he/she has been mentored by the Chair within Ionia Community Theatre (ICT) in a past season. To maintain consistency and wellbeing for the good of ICT productions, he/she must not fulfil any other role within ICT during the term of the chair. Excluding the Membership Chair.

Section III. To maintain consistent production and task load, the following five Committees are designated as necessary: House, Promotion, Production, Membership, and Artistic. All Committees are to adhere to a Standard Operating Procedure (SOP) outlined by the Board of Directors.

Section IV. The President upon authority and approval of the Board Officers shall appoint no more than (3) Members-At-Large. (MAL) to the Board of Directors. The intent of the MAL is to be ready and able to receive any short-term task given by the Board of Officers or lead a temporary ad-hoc committee. The Board of Officers should consider a MAL that is interested in a future Chair of a Committee.

ARTICLE VIII – QUORUM

Section I. Any member in good standing, in any membership classification, shall be entitled to one vote on any matter for consideration by the general membership.

Section II. Fifteen voting members or two-thirds of the total membership, whichever is the smaller, shall constitute a quorum at any regular or special membership meeting.

Section III. Seven members of the Board shall constitute a quorum at any regular or special meeting of the Board.

ARTICLE IX – ELECTION OF DIRECTORS

Section I. A **temporary ad-hoc** Nominating Committee **consisting of the three MALs** shall **seek** nominees for any vacancies on the Board. Nominating Committee shall submit its list of nominees to the **Board of Directors meeting (2) months** prior to the Annual Meeting.

Section II. Absentee votes cast by mail or by written proxy will be recognized the same as though the member were present and voted in person, provided the ballots are received before the Annual Meeting. Members present at the annual meeting will be eligible to vote.

Section III. Nominations from the floor will be in order at the Annual Meeting. Any member in good standing may place in nomination from the floor the name of any eligible member as a nominee to the Board of Directors.

Section IV. Only one (1) member of a household shall be allowed to preside on the Board of Directors at the same time.

ARTICLE X – AMENDMENTS

Section I. These by-laws may be amended by the majority vote of all members voting at any regular or special meeting of the membership.

Section II. The Board of Directors shall review these by-laws minimally, every five (5) years to determine if any modifications are necessary.

Amendments of ICT BY-LAWS

The following changes were adopted on **September 1, 1998** as voted upon at the annual meeting of the Ionia Community Theatre. (Changes underlined)

Article 4, Section II:

Section II. The Board of Directors shall consist of, not to exceed twelve (12) members who shall have been members of the theatre for not less than one year prior to their election. Such directors shall be elected, four each year, at the annual meeting to serve three (3) years each. The provision of this section shall be waived for the first two (2) years with the Board members to draw lots to determine their term of office: four members serving one year, four members serving two years, four members serving three years.

The following changes were adopted on **January 18, 2009** as voted upon at the annual meeting of the Ionia Community Theatre. (Changes underlined)

ARTICLE III – MEMBERSHIP & DUES

Section II. The membership of this organization shall be divided into classifications as determined by the Membership Committee as approved by the Board. Membership dues and requirements for the classification of any members of these groups shall be determined by the Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS

Section I. The management and direction of all affairs of this organization, dramatic, social, and financial, shall be vested in the Board of Directors duly elected and qualified. It shall be the duty and the power of the Board to elect its own officers and to fill any vacancies in its own body until successors to such vacancies shall have been duly elected at the next annual meeting; to pass upon all bills and expenditures of monies; they shall have control and supervision of all activities and policies of the corporation; they shall meet at regular intervals, at least once a month, to counsel and advise on such questions as may be deemed advisable or necessary in furtherance of the object and best interest of the corporation. The location, date, and time of Board meetings shall be posted publicly at least seven (7) calendar days in advance of the meeting through whichever communication medium the Board chooses to use.

Section III. The Board of Directors shall elect the officers of the organization immediately following the annual meeting. A majority of the Board of Directors shall be necessary for the election of officers.

Section IV. Any Board member who is absent from three (3) regular meetings of the Board without excuse shall automatically be dropped from the Board. His/her place to be filled at the discretion of the Board.

Section V. The Board of Directors shall be responsible for creating and maintaining an Ionia Community Theatre (ICT) Production/Committee Manual. Said manual shall include job descriptions (including timelines) for all production positions and committees and a flow chart that indicates the proper flow for communication.

Section VI. Members of the Board of Directors shall forfeit production stipends.

ARTICLE V – OFFICERS

Section II. President - It shall be the duty of the President to preside at all meetings of the Board of Directors and of the business meeting of the organization. He/she shall call such meetings and appoint such committees as may be provided in these by-laws. The President shall have no vote on the Board of Directors except when there is no majority.

ARTICLE VI – MEETINGS

Section I. The annual meeting of the membership of the organization shall be held not later than thirty-one (31) days following the close of the calendar year. Special meetings of the membership may be called by the Board or by the President and must be called on petition of any 25 members in good standing. Such petition must be in writing and delivered to the President or to the Secretary. Notice in writing must be given each member of any special meeting one week in advance, exclusive of Sundays and holidays, and only such business may be transacted at a special meeting as is designated in the call therefore.

Section IV. Meetings may be conducted via electronic communication, such as E-mail or telephone, as approved by the Board of Directors. Meetings may periodically be held electronically in the event that the Board of Directors cannot meet face-to-face.

ARTICLE VII – COMMITTEES

Section I. The President upon authority and approval of the Board shall appoint such committees and committee chairpersons as under the discretion of the Board shall be deemed necessary of expedient for carrying on the business of or promoting the best interest of the organization.

Section IV. There shall be a standing Publicity Committee appointed by the Board. The function of the Publicity Committee shall be to publicize and promote productions of ICT and in addition shall be to provide the group with any publicity or promotion which is necessary for the best interests of the organization socially, artistically, or financially.

Section V. There shall be a Membership Chairperson and a standing Membership Committee of three (3) or more members appointed at the beginning of the fiscal year. The function of the Membership Committee shall be to conduct a membership drive at the beginning of the dramatic season, to promote membership, secure dues throughout the fiscal year, and to maintain a complete and accurate membership list. A copy of the membership list shall be sent to the Treasurer.

Section VI. For each production there shall be a Production Committee appointed by the Board, consisting of a Production Manager, a Technical Director, a Director, and a House Manager. The Production Manager shall be chairman of this committee. A board member shall also be appointed to this committee to report between the Board and the committee. The Technical Director shall be in charge of sets, lights, properties, and stage crew. The House Manager shall be in charge of box office, ushers, and programs. The Director shall be in charge of cast and rehearsals. There shall also be committee for costumes, makeup, and publicity. Each of these will be directly responsible to the Production Manager and subject to the approval of the Director.

Section VII. There shall be a Volunteer Committee of not more than five (5) members whose function shall be to recruit volunteers, retain volunteers, maintain database of volunteers, assist in planning the Annual Meeting, and coordinate Spiro Awards.

Section VIII. There shall be a Warehouse Committee of not more than three (3) members whose function shall be to maintain the contents of the costume/prop storage facility.

Section XI. There shall be a Scholarship Committee of not more than three (3) members whose function shall be to promote ICT Scholarships and determine eligible applicants to the Board.

Section X. There may be such other committees, advisory boards, or groups appointed as in the discretion of the Board are deemed necessary to promote the best interest of the organization socially, artistically, and financially.

Section XI. All committees must be chaired by a Board member who is not an officer.

ARTICLE IX – ELECTION OF DIRECTORS

Section I. A Nominating Committee of three (3) members, not more than two of whom may be members of the Board, shall be appointed by the President, approved by the Board, or elected by the Board if the President so requests. This Nominating Committee shall select nominees for any vacancies on the Board occurring at the

close of the season. Nominating Committee shall submit its list of nominees to the Secretary at least seven (7) days prior to the Annual Meeting.

Section IV. Only one (1) member of a household shall be allowed to preside on the Board of Directors at the same time.

ARTICLE X – AMENDMENTS

Section II. The Board of Directors shall review these by-laws minimally, every five (5) years to determine if any modifications are necessary.

The following changes were adopted on **January 16, 2011** as voted upon at the annual meeting of the Ionia Community Theatre. (Changes underlined)

ARTICLE VI – MEETINGS

Section I. The annual meeting of the membership of the organization shall be held during the month of September. Beginning in 2011, the theatre season begins September 1st and concludes August 31st.

The following changes were adopted **September 16, 2018** as voted upon at the annual meeting of the Ionia Community Theatre. (Changes are indicated in bold)

ARTICLE IV – BOARD OF DIRECTORS

Section V. The Board of Directors shall be responsible for creating and maintaining **Standard Operating Procedures (SOP) that** include job descriptions (including timelines) for all production positions and committees. **All SOPs are to be published on the ICT website as an open resource for all volunteers to use and adhere to.**

ARTICLE V – OFFICERS

Section V. Treasurer – The Treasurer shall be bonded for a sum which in the discretion of the Board of Directors is sufficient, but not less than \$1000.00, and in a company approved by the Board. It shall be the duty of the Treasurer to keep an accurate written record of the membership of the organization; to keep an accurate written record of all the funds of the organization, and to submit a statement at each regular meeting of the Board of Directors showing all receipts, disbursements, and unpaid accounts of the organization. These reports are to be reserved for reference. The Treasurer shall annually, or more often as the Board may decide, submit all books or records and membership and funds of the organization for an audit to such person or persons or accountants as shall be directed by the Board and shall make such report and results of such audit available to the Board and to the membership of the organization. **The Treasurer shall annually examine and consider the present and prospective financial condition of the organization and to make a detailed recommendation to the Board as to a financial policy for the ensuing year.**

ARTICLE VI – MEETINGS

Section I. The annual meeting of the membership of the organization shall be held during the month of **June to conclude the season. Beginning in 2019**, the theatre season begins **July 1st** and concludes **June 30th**. Special meetings of the membership may be called by the Board or by the President and must be called on petition of any 25 members in good standing. Such petition must be in writing and delivered to the President or to the Secretary. Notice in writing must be given each member of any special meeting one week in advance, exclusive of Sundays and holidays, and only such business may be transacted at a special meeting as is designated in the call therefore.

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Section II. **The Chair of each Committee must be a board member in good standing and accountable to the Board of Officers. It is preferred that he/she has been mentored by the Chair within Ionia Community Theatre (ICT) in a past season. To maintain consistency and wellbeing for the good of ICT productions, he/she must not fulfil any other role within ICT during the term of the chair. Excluding the Membership Chair.**

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and Artistic. All Committees are to adhere to a Standard Operating Procedure (SOP) outlined by the Board of Directors.

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