

**CONSTITUTION AND BYLAWS
OF THE HENDERSON CIVIC THEATRE, INC.**

Constitutional preamble

Let it be known that the non-profit organization known as Henderson Civic Theatre, Inc. does hereby recognize this document as the constitutional guide to its operations. This document supersedes all previous constitution, bylaws, operating procedures, and policies that may conflict with the regulations herein.

Article I – Identity & Purpose

- Section 1.** The name of this organization is Henderson Civic Theatre, Inc., a Texas corporation, herein after referred to as “HCT.”
- Section 2.** The principal office or place of business of this corporation shall be in Henderson, Texas.
- Section 3.** The operation of this corporation shall comply with the certificate of incorporation number 01005131-01, dated July 24, 1986, as amended and filed in the Office of the Secretary of the State of Texas.
- Section 4.** The purpose of this corporation is to stimulate, promote, teach, and develop an interest in the performing arts and to educate the general public in the same, through the presentation, performance, and promotion of the dramatic arts in all forms.
- Section 5.** This corporation shall not carry on any propaganda or otherwise attempt to influence legislation. This corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign for any candidate for public office.

Article II – Membership

- Section 1.** **Eligibility:** Any individual, age sixteen or older, with an interest in providing time or financial support may become a member of HCT provided the individual meets any membership requirements defined by the Board of Trustees and pays the annual membership dues. Membership shall not be denied based on an individual’s race, religion, gender, sexual orientation, or physical disability.
- Section 2.** **Membership Status:** A member “in good standing” is any individual who has met the basic membership requirements as defined by the Board of

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Trustees and is current in the payment of annual membership dues for the current fiscal year.

Section 3. Benefits of Membership:

1. **General benefits:** Members of HCT shall have the opportunity to participate in the activities of this organization and shall receive benefits as defined by the Board of Trustees.
2. **Voting:** Members shall have the right to vote upon all matters presented to them by the Board of Trustees.

Section 4. Awarded Memberships: The Board of Trustees may award memberships by a simple majority vote for services performed, merchandise furnished to the corporation, or direct financial contributions. The Board of Trustees shall also determine the period for which the special membership is valid. Such members are considered “members in good standing”.

Section 5. Termination of Membership:

1. **Expiration:** An individual’s membership in this organization shall be considered terminated if dues are not paid.
2. **Involuntary separation:** A member shall be expelled for violating the policies and Standard Operating Procedures (SOPs) of the HCT or otherwise undermining the purpose, program, or reputation of the association. Any infraction shall be reviewed under the oversight duties of the Organization Committee and brought forth to the Board of Trustees for consideration. Such removal shall take place if a two-thirds majority of the Board of Trustees vote for expulsion.

Article III – Trustee board

Section 1. Duties: All legislative and regulatory powers herein shall be vested in a Board of Trustees. The Trustees shall conduct, manage, and control all the affairs and business of this corporation, and shall make rules and regulations not inconsistent with state and federal laws, or the constitution and by-laws of this corporation. They may incur indebtedness; authorize the purchase, encumbrance, and sale of real or personal property; and enter into, perform, or authorize the performance of contracts and agreements with respect to the acts and powers granted by law or this constitution. Members of the Board of Trustees shall not be required to give bond for the faithful performance of their duties.

Section 2. Composition and term of office: The Board of Trustees shall be composed of fifteen (15) members. They shall be elected at the Annual

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Meeting to serve a three (3) year term by the membership of the HCT. The Board of Trustees shall be divided into three classes, so that each year the term of office shall expire for one-third of the Board of Trustees. The expiration date for said Trustee terms shall coincide with the Annual Meeting of members. A Trustee shall be limited to serving two full terms. A one year hiatus must be taken before a Trustee may serve another term(s) as a Trustee. No Trustees shall come from the same household.

Section 3. Eligibility: Any HCT member is eligible to become a member of the Board of Trustees provided that the member's membership status is in good standing as defined in Article II, Section 2 and the member is at least twenty-one (21) years of age.

Section 4. Removal: A Trustee may be removed from office under the following conditions:

1. **Attendance:** A Trustee may be removed from office if that Trustee fails to attend three (3) consecutive monthly board meetings or fails to attend at least eight (8) monthly board meetings in a given fiscal year for reasons not deemed excusable by the remainder of the Board of Trustees. A two-thirds majority vote by the remaining Board of Trustees may *reinstate* a Trustee in either case.
2. **Resignation:** A Trustee may resign at any time as a member of the Board of Trustees.
3. **Disciplinary removal:** A Trustee may be removed from the Board of Trustees for violating the policies and Standard Operating Procedures (SOPs) of HCT or otherwise undermining the purpose, program, or reputation of the corporation or Board of Trustees. Any infraction shall be reviewed under the oversight duties of the Organization Committee and brought forth to the Board of Trustees for consideration. Removal occurs if a two-thirds majority of the remainder of Board of Trustees vote for impeachment. Removal from the Board of Trustees does not automatically constitute expulsion from the organization.

Section 5. Indemnification: Every person and his/ her personal representatives who are, shall be, or shall have been a Trustee or Officer of HCT shall be indemnified by HCT against all costs and expenses reasonably incurred by or imposed upon him/ her in connection with or resulting from any action, suit or proceeding to which he/ she may be made a party by reason of his/ her being or having been a Trustee or officer of HCT or of any subsidiary or affiliate thereof, except in relation to such matters as to which he/ she shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful

misconduct in the performance of his/ her duty as such Trustee or Officer. Said costs and expenses shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

Section 6. Vacancies: If a vacancy occurs on the Board of Trustees, it shall be filled by a two-thirds majority vote of the remaining Board of Trustees if the unexpired term is in excess of two months. Otherwise, the vacancy shall be filled by a two-thirds majority vote of the general membership at the next Annual Meeting of members. Partial terms are not included in the two full term limits set forth by the term of office (Article III, Section 2).

Article IV – Officers

Section 1. Identity of officers: The Officers of this corporation shall consist of a President, Vice-President, Secretary, Treasurer and Marshal. No Officers shall come from the same household.

Section 2. Election of officers: The President shall be elected by the general membership of the corporation at the Annual Meeting of members. A candidate for President must have served the prior year on the Board of Trustees. The remaining Officers shall be elected by the Board of Trustees from the membership of the Board of Trustees within seven (7) days following the Annual Meeting of members.

Section 3. Term of office: Term of office shall begin upon election during the first Board of Trustees Meeting following the Annual Meeting of members. All Officer terms of office expire at the end of the Annual Meeting of members.

Section 4. Succession of the presidency: In the absence of the President, caused by resignation, removal from office, long-term illness, or death, the Vice-President shall automatically become the President of the organization. In such event, a new Vice-President will be elected by the Board of Trustees from the membership of the Board of Trustees.

Section 5. Responsibility of officers:

- 1. President:** The President shall call and conduct meetings of the Board of Trustees and members to discuss the business of HCT. The President shall sign all contracts, conveyances, mortgages, notes or other documents when authorized and directed by the Board of Trustees. The President may not serve as a Chairman of a Standing Committee.
- 2. Vice-president:** The Vice-President shall assume the duties of the President in the absence of the President. In the event the President

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can no longer serve, the Vice-President shall become the President of the Board of Trustees. The Vice-President shall oversee both the up-keep of membership rolls during the fiscal year and the Box Office and House during the run of a performance. Vice-President shall serve as the Box Office Chairman of the Box Office Committee.

3. **Secretary:** The Secretary shall keep an accurate record of meetings, attendance, election dates, policies, procedures, and any other information requested by the Board of Trustees. The Secretary shall be responsible for correspondence, and mailings, and act as the custodian of the organizational archives.
4. **Treasurer:** The Treasurer shall be responsible for handling all funds and for keeping an accurate record of such funds. Treasurer shall handle the disbursement of funds when directed by the Board of Trustees, and for only the amount approved by the Board of Trustees. Treasurer shall serve as Finance Chairman of the Finance Committee.
5. **Marshal:** The Marshal shall serve as a constitutional advisor and parliamentarian to the Board of Trustees. When directed by the presiding Officer at meetings, Marshal shall act as sergeant at arms and door keeper. When directed by the Board of Trustees, Marshal shall investigate the misconduct of members of the organization. Due to the Marshal's regulatory duties, the Marshal may not serve as President of a Board of Trustees meeting. Marshal shall serve as Organization Chairman of the Organization Committee.

Section 6. Further duties: These are the general responsibilities of said Officers. Further duties are outlined in the Standard Operating Procedures (SOP) for each office, which may be amended from time to time as necessary by a two-thirds majority vote of the Board of Trustees.

Article V – Standing Committees

Section 1. Identity of Standing Committees and Chairmen: This organization shall have a minimum of the following committees: Production Committee, Promotion Committee, Facilities Committee, Organization Committee, Finance Committee, Box Office Committee, and Development Committee. Each shall be headed by a Chairman nominated and elected by the Board of Trustees from the membership of the Board of Trustees to serve until the end of the next Annual Meeting of members. No Trustee may serve as Chairman of more than one Standing Committee.

Section 2. Production Committee: The Production Committee shall be responsible for the staging of theatrical performances of the organization. The

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Production Committee shall procure acceptable directors and the scripts and rights necessary for each season's productions. The Production Committee shall present to the Board of Trustees for acceptance by a simple majority vote, at the earliest possible time, the potential slate of productions for the following season. The Production Committee shall be headed by Production Chairman.

- Section 3. Promotion Committee:** The Promotion Committee shall be responsible for the promotion, advertising, and marketing of the organization and its productions. The Promotion Committee shall be headed by a Promotion Chairman .
- Section 4. Facilities Committee:** The Facilities Committee shall be responsible for the overall maintenance of the physical building of the organization. The Facilities Chairman shall regulate the access, usage, and both the interior and exterior environment of the theatre. The Facilities Committee shall be headed by a Facilities Chairman.
- Section 5. Organization Committee:** The Organization Committee shall be responsible for the monitoring and reviewing of bylaws, policies, and Standard Operating Procedures (SOP), and when necessary, compose amendments or devise new policy to benefit the organization, its patrons, and the community. The Organization Committee will be responsible for producing a slate of nominees for the Board of Trustees at the Annual Meeting. The Organization Committee shall be headed by the Marshal.
- Section 6. Finance Committee:** The Finance Committee shall be responsible for the management and review of all financial matters of the organization. The Finance Committee shall be headed by the Treasurer.
- Section 7. Box Office Committee:** The Box Office Committee shall be responsible for the operations of the Box Office and House. The Box Office Committee shall be headed by the Vice-President.
- Section 8. Development Committee:** The Development Committee shall be responsible for the activities to increase awareness of the organization in the community and serve as liaisons/ representatives to other organizations. The Development Committee shall schedule and coordinate any special use of the HCT building and property. The Development Committee shall be headed by the Development Chairman.
- Section 9. Further duties:** These are the general responsibilities of said Standing Committees and Chairmen. Further duties are outlined in the Standard Operating Procedures (SOP) for each position, which may be amended from time to time as necessary by a simple majority vote of the Board of Trustees.

Article VI – Committees

Section 1. Executive Committee: The Executive Committee shall act in all cases of emergency requiring prompt action when it is not convenient to call a special meeting of the entire Board of Trustees. In such an emergency, the Executive Committee shall exercise all powers granted to the Board of Trustees. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and Marshal. Minutes or records of any action undertaken by the Executive Committee shall be forwarded immediately to the full Board of Trustees, either electronically or physically. Minutes of the Executive Committee meeting shall then be approved by a majority vote of the Board of Trustees at its next meeting.

Section 2. Other committees: Other committees may be created by the President, the Board of Trustees, or Chairman of any Standing Committees to organize or accomplish specific tasks. These committees shall be accountable to the Board of Trustees and shall be in effect only until the end of the fiscal year or until the task is completed. If replacement or additional committee members are required, it is the responsibility of the creating entity to appoint such replacements. Further duties are outlined in the Standard Operating Procedures (SOP) for each position, which may be amended from time to time as necessary by a simple majority vote of the Board of Trustees.

Article VII – Meetings

Section 1. Annual Meeting of Members: The Annual Meeting of members of this corporation shall be held at the theatre building or any other location as notified five (5) days prior. This meeting shall be set by the Board of Trustees to occur within two weeks prior to the end of the fiscal year and coincide with the regular Board of Trustees meeting. Written reports shall be made by the Officers and Standing Committee Chairmen and the membership shall conduct elections for Board Trustees and the President. All reports shall be kept in organizational archives by the Secretary.

Section 2. Monthly Meeting of Trustees: Regular monthly meetings shall be held at such time and place as is designated by the President or determined by the Board of Trustees to conduct the regular business of the organization.

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Section 3. Quorum: A quorum of the Board of Trustees shall be nine (9) Trustees and a quorum of members shall be those members in good standing attending a duly called meeting.

Section 4. Special Meetings: Special meetings of the Board of Trustees and special meetings of members of this corporation shall be called at any time by the President, a majority of the Board of Trustees or written petition by twenty percent (20%) of the members in good standing. These meetings should be convened only to consider one or more items of business specified in the call of the meeting. Notification of the general membership for special meetings must be made at least five (5) days in advance.

Section 5. Public Hearings: A committee may call special public hearings to discuss and to obtain information from the membership concerning proposals and recommendations made by the committee to the Board of Trustees.

Article VIII – Fiscal year and Production Season

The fiscal year of this corporation shall begin August 1 of each year, and shall end on July 31. Bookkeeping shall be done by cash method, and a financial audit may be ordered at any time with a majority vote of the Board of Trustees. HCT Production Season shall follow fiscal year.

Article IX – Rules of Procedure

Where not contradicted by the constitution and by-laws, Robert's Rules of Order (Newly Revised) shall govern proceedings at meetings of the members and Trustees.

Article X – Amendments

This constitution and by-laws may be altered, amended, or replaced at any Annual Meeting of the members, or at any special meeting of members called for that purpose. Passage of such modification has two requirements: (1) It must be approved by two-thirds majority of the Board of Trustees before it can be considered by the general membership, and (2) The modification must be approved at the Annual Meeting or special constitutional meeting by two-thirds majority of the members present.

Article XI – Dissolution Policy

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Section 1. Disbursement of earnings: This corporation is a non-profit corporation and has no capital stock. No part of the net earnings of the corporation shall inure to the benefit of any members, Trustee, Officer of the corporation, or any private individual unless used to make reasonable compensation for services rendered to or for the corporation. No member, Trustee, Officer of the corporation, or private individual shall be entitled to share in the distribution of any of the assets of the association on dissolution of the Henderson Civic Theatre, Inc.

Section 2. Disbursement of assets and property: Upon dissolution of the corporation shall be distributed exclusively to civic, charitable, cultural, literary, or educational organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Duly adopted by the membership of the Henderson Civic Theatre on the _____ day of _____, 2016, and approved by the Board of Trustees on the _____ day of _____, 2016.

_____ President _____ Secretary