Constitution and By-laws of the Henderson Civic Theatre, Inc.

**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

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. HCT does not have any provision for proxy voting and will not honor proxy voting.

All membership dues must be paid no later than April 30 of the current fiscal year before the member will have voting rights in the July annual meeting. All dues paid May 1, or after, will give the member full membership rights the next fiscal year.

**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. The time frame for the most generous donors may be lifetime. Awarded memberships are voting memberships with no tickets attached. 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)] ten (10) members. They shall be elected at the Annual

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 a portion (3,3,or 4) 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 may be 1st or 2nd degree family members or [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).

**Section 7.** Process for election of Board Members: To serve on the board one must follow the process outlined in Article VI Section 1. Nominations from the floor will not be accepted for any board position.

**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. The President is an ex officio member of all standing committees.

2. **Vice-president:** The Vice-President shall assume the duties of the

President in the absence of the President. In the event the President

can no longer serve, the Vice-President shall become the President of

the Board of Trustees. The Vice-President shall oversee both the upkeep

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. All board members that are not serving as chair on a standing committee are required to serve on at least two committees.

**Section 2. Production Committee:** The Production Committee shall be responsible

for the staging of theatrical performances of the organization. The

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 responsible for the activities to increase awareness of the organization in the community and serve as liaisons/ representatives to other organizations 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 overseeing all fund raising activities. [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.

**Section 3. Nominating Committee:** The nomination committee is not a standing committee. It is to be formed not more than six months and not less than four months before the annual meeting. It is to be chaired by a current board member or member in good standing that will not be up for election at the next annual meeting. The chairperson is nominated by the president and approved by a majority vote of the board. The committee will comprise of two current board members that are not up for reelection and two current members in good standing and not recommended for a board position. This committee will accept recommendations until two months before the annual meeting. This committee will be responsible for vetting all recommendations and ensuring those recommended are willing and able to serve on the board. The nominating committee will then present the nominee’s to the board. The slate of nominees must be posted no less than two weeks and not more than four weeks before the annual meeting. The nominating committee is tasked with using all due diligence to present a minimum of the number of open seats plus the number of expiring seats plus two. If for any reason the committee cannot fill the slate with enough nominees to cover the number of vacancies they will be filled by following provisions outlines in Article III Section 6. Nominations will not be accepted from the floor.

**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) a minimum of ten (10) business 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.

**Section 3. Quorum:** A quorum of the Board of Trustees shall be [nine (9)] six (6) 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)] ten(10) business 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.] The Constitution and By-laws of the Henderson Civic Theatre, Inc. is the supreme governing framework of Henderson Civic Theatre. It is to be superseded by federal and state law only. If the standard operating procedures and Constitution and By-laws of the Henderson Civic Theatre, Inc. fails to cover a precedent then and only then will Henderson Civic Theatre consult Roberts Rules of order for guidance only. At no time will Roberts Rules of Order overrule the Constitution and By-laws of the Henderson Civic Theatre, Inc. and/or the standard operating procedure.

**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**

**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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2018, and approved by the Board of Trustees on the \_27th\_\_day of \_\_\_\_February\_\_\_\_\_\_, 2018.

\_\_Louise Cochran\_\_\_ President \_\_\_\_\_Debra Dorsey\_\_\_\_\_ Secretary