

By-Laws

MARATHON COMMUNITY THEATRE

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PREAMBLE

Section 1. Name

The name of this organization shall be Marathon Community Theatre (designated in the By-Laws as MCT).

Section 2: Mission

The Marathon Community Theatre, a non-profit corporation designated by the I.R.S. as a 501©3 organization, is formed for the purpose of contributing to and enhancing the cultural life of the Marathon area of the Florida Keys by presenting productions, functions, and activities in the arts as frequently as practicable, thus offering an opportunity for self-expression in the dramatic arts and kindred fields.

ARTICLE I - MEMBERSHIP

Section 1. Definition

Membership is open to any person desiring to volunteer and participate in the activities of MCT.

Payment of annual membership dues is not required to participate as a volunteer in the activities of Marathon Community Theater. Annual Membership is encouraged. See the application form for member benefits.

Volunteers who pay annual dues and abide by the regulations set in these by-laws are considered Members and may hold office and vote at the annual meeting. Past members whose dues are not paid within 45 days of notice lose membership status, and may not hold office, or vote. Reinstatement will occur upon payment of dues. Membership dues are set by the Board of Directors.

1.1 Family Membership

Families, including minor children residing at home, but not including adult children not residing at home may be admitted to MCT under a discounted family membership fee set by the Board. Adult members are eligible to hold office and vote; however minor children are not eligible to hold office or vote.

1.2 Student Members

Full-time students under the age of 21 are eligible for a discount membership fee set by the Board. Those student members are not eligible to hold office or vote.

1.3 Membership Year

The MCT membership year shall run from July 1 through June 30 of the following year.

Section 2. Quorum

Five percent (5%) of the voting membership including a majority of the officers and directors of the Board of MCT shall constitute a quorum for all membership meetings including the annual membership meeting.

Section 3: Meetings

3.1 Annual Membership Meeting

3.1.1 The Annual Membership Meeting shall be held following the end of the fiscal year on a date designated by the Board of Directors.

3.1.2 An Agenda will be provided.

3.2 General Membership Meetings

3.2.1 General membership meetings shall be held at least quarterly.

3.2.2 An agenda will be provided

Section 4. Special Meetings

4.1 A special meeting of the membership of MCT can be called by the President, a quorum of the Board of Directors, or a petition of 20% of the eligible voting members of MCT.

4.2 Agenda

Call to Order

Reading of the motion

Transaction of the business stated within the motion

Adjournment

4.3 Quorum

A quorum for a special meeting will consist of 20% of the eligible voting membership of MCT present in person, if called by petition. Otherwise, the regular quorum shall apply.

4.4 Notification

Members must be notified of a special membership meeting of MCT in writing or by email 48 hours prior to the called meeting.

ARTICLE II - OFFICERS AND BOARD OF DIRECTORS

Section 1. Definition

~~A Board of Directors shall consist of at least 11, but not more than 15, elected or appointed board members.~~ A Board of Directors shall consist of at least 9, but not more than 13, elected or appointed board members. Officers consisting of a President, Executive Vice President, Vice President of Production, Secretary, and Treasurer shall be elected annually from the Board of Directors. No two members of the same household may be Officers during the same time period. The immediate past President may serve as an ex-officio member of the Board of Directors, if not re-elected as a regular board member, with voting privileges.

Section 2. Term of Office

- 2.1 ~~Elected board members shall be elected for a two-year term, in a staggered manner, and may succeed themselves twice. The President is restricted to two successive terms.~~ Elected board members shall be elected for a three-year term, in a staggered manner, and may succeed themselves once. The office of President is restricted to three successive one-year terms. This restriction applies only to the office of President and the immediate past President may be reelected to the Board as a regular member, provided he or she is not termed out.
- 2.2 The appointee(s) will be chosen by the elected board from a list of not more than five candidates proposed by the Executive Committee based upon the current needs of the of the Board of Directors and presented at the July board meeting. The appointee will be selected *no later* than the August board meeting.
- 2.3 Appointed board members shall serve a term beginning in September through the next general election.

Section 3. Eligibility

- 3.1 The elected Board members of MCT must be year-round residents and shall be chosen from the regular voting membership of MCT, after determining that all nominees are members in good standing, having paid membership fees for the forthcoming MCT fiscal year, and are of legal age.
- 3.2 To hold office, the member must have attended general membership meetings and participated in productions and/or activities which benefit the organization and the community.
- 3.3 Appointed board members must be year around residents chosen from the community at large by the board seated at the June general election. In order to serve, an appointed board member must be or become a member of MCT.

Section 4. Elections

4.1 The Board members shall be chosen from a slate presented by the nominating committee and/or from nominations by eligible voting members. Nominations from voting members shall be presented in accordance with Article IV Section 1.

4.1.1 At the April meeting prior to the general meeting, the Board size for the next year shall be decided in accordance with Article II Section 1.

4.2 Election of Board members shall take place by a majority of eligible voting members in person or by absentee ballot at the June general meeting providing a quorum is present.

4.2.1 Eligible voting members are defined as those members whose dues are paid or postmarked prior to the end of the fiscal year preceding the election.

4.2.2 If two candidates receive an equal number of votes, a vote of those eligible members present for the meeting shall serve as the tie breaker.

4.3 Newly elected members will assume their duties at the June board meeting. Outgoing Board members will remain ex-officio members of the Board until the end of the membership year.

Section 5. Vacancy

5.1 When a vacancy or a prolonged absence occurs in any of the elected offices, with the exception of the Presidency, the Board shall appoint a Board member to the vacancy for the balance of the term of office, or the duration of the absence.

5.2 Should a vacancy occur on the Board, it may be filled for the balance of the vacating member's term or the membership year, whichever is shorter, by the available candidate receiving the next highest vote at the previous election.

5.3 It is not mandatory to fill the vacancy unless the total number of board members drops below the specified minimum of ~~11 members~~ 9 members.

Section 6. Duties and Responsibilities

6.1 President

6.1.1 The President shall preside over all membership meetings and all meetings of the Board of Directors.

6.1.2 The President shall appoint the chairperson for all special and standing committees.

6.1.3 The President shall serve as an ex-officio member of all committees.

6.1.4 The President shall be responsible for the agenda for each board and membership meeting.

- 6.1.5 The President shall report to the membership on activities and decisions of the Board at each membership meeting.
- 6.2 Executive Vice President
 - 6.21 The Executive Vice President shall perform the duties of the President in the absence of the President.
 - 6.22 The Executive Vice President shall also assist in the execution of the duties of President as directed by the President.
- 6.3 Vice President of Production
 - 6.3.1 The Vice President of Production shall act as Executive Producer in all phases of production. Other responsibilities include but are not limited to:
 - 6.3.1.1 In conjunction with staff and committees, within the parameters and guidelines established by the Board of Directors, approve all building rentals, production contracts and venue scheduling, and
 - 6.3.1.2 Recommendation to the Board of Directors for approval of the upcoming season, the directors and the performance dates thereof, and
 - 6.3.1.3 Supervision of auditions
 - 6.3.2 The VP of Production will work in conjunction with the Treasurer and Directors and Producers to prepare the operating budget of each production for presentation to the Board of Directors
 - 6.3.3 The VP of Production serves as Assistant Chairman of the Play Reading Committee
 - 6.3.4 The VP of Production supervises the Technical Director
- 6.4 Secretary
 - 6.41 The Secretary shall keep the minutes of all membership meetings and all meetings of the Board of Directors. A copy of these minutes shall be distributed to each Board member as soon after each meeting as practical and shall be available as a permanent record to all general members.
 - 6.42 The secretary is responsible for keeping attendance records for all Board of Directors meetings.
- 6.5 Treasurer
 - 6.5.1 The Treasurer, in conjunction with Staff and the Finance Committee, shall prepare the annual general operating budget.
 - 6.5.2 The Treasurer oversees the process of receiving all monies and disbursements, and the disbursement of all funds owed in a timely manner. Such disbursements by agents of the Corporation shall be made upon authorization of the Board of Directors. Agents shall provide the Treasurer/accounting staff with timely reports of authorized expenditures.

6.5.3 The Treasurer or designee shall report the account balances and outstanding debts at each board and membership meeting. The report shall then be submitted in writing for the permanent record and available to the general membership.

6.6 Board of Directors

6.6.1 The Board of Directors shall act on all matters of policy.

6.6.2 The Board of Directors are hereby authorized and empowered to form any subsidiary legal entity(s) and accounts which it claims necessary or appropriate for furthering the purpose of MCT, provided that the non-profit, tax-free status of the Corporation is not altered, modified, or adversely affected in any manner whatsoever.

6.6.3 The Board shall be responsible for authorizing and approving the activities and expenditures of all standing and special committees.

6.6.4 In addition to their regular duties, the officers shall be regular voting members of the Board of Directors.

6.6.5 The Board shall determine the price of admission tickets to productions of MCT.

6.6.6 The Board shall render all possible assistance to the director of a production during casting, rehearsals and performance.

6.6.7 The Board may select a Parliamentarian who will be provided with a copy of the Rules of Order, as well as the By-Laws.

6.6.8 The Board shall determine the need for and the job descriptions of all paid MCT Staff.

6.6.9 The Board shall, if determined necessary, select the individual(s) for appointed Board positions.

6.6.10 Each Board Member shall contribute directly to the Annual Operating Account and the Capital Campaign an amount of the Board Member's choosing. This contribution shall occur at the July Board meeting each year

Section 7. Meetings

7.1 The Board of Directors of MCT shall meet at least monthly

7.1.1 on a date designated by a majority vote of Board members

7.1.2 When called by the President

7.1.3 Upon the request of a majority of Board members

7.2 Any of the above meetings may be designated as a regular monthly meeting of the Board of Directors.

7.3 An agenda shall be provided

Section 8. Quorum

A majority of the Board of Directors in addition to the President, or in the absence of the President, the Executive Vice President, or in the absence of the Executive Vice President, the Vice President of Production shall constitute a quorum for a Board of Directors meeting.

Section 9. Nonfeasance and Malfeasance

Any officer or director, by an affirmative vote of at least two-thirds of the Board members may be removed from office for nonfeasance or malfeasance in the performance of duties. Missing two consecutive Board meetings without prior notification of proper extenuating circumstances constitutes nonfeasance.

Section 10. Conflict of Interest

Any officer or director has an affirmative duty to disclose possible conflicts of interest prior to discussion or voting on a subject before the Board. Any officer or director may elect to abstain from voting on matters before the Board when he feels a conflict of interest with the subject at hand. Any officer or director must abstain from voting when a majority of the Board present determines that there is a conflict of interest to preclude their ballot on the issue.

ARTICLE III – STANDING COMMITTEES

Introduction

Standing Committee Chairs, or their designees, shall attend and report at each Board meeting.

Section 1. Executive Committee

- 1.1 The Executive Committee shall consist of the five elected officers of the Board of Directors: The president, executive vice president, vice president of production, secretary and treasurer. The immediate past president may serve as an ex-officio member, with voting privileges. No two members of the same household shall serve on the Executive Committee during the same time period.
- 1.2 The committee is responsible for the employment and termination of MCT Staff. The committee shall also recommend to the full Board the salary and/or bonus plan structures for all paid MCT employees.
- 1.3 The committee is empowered to make emergency decisions for MCT in the absence of a quorum of the Board of Directors. Emergency decisions are those which must be made in a time frame which precludes a special meeting of the entire board.

Section 2. Play Reading Committee

- 2.1 The Committee shall read and recommend to the Board of Directors selected plays for the subsequent production season. The upcoming

season shall be approved by the Board at or before the May board meeting.

2.2 The Chairman of the Play Reading Committee shall be responsible for obtaining the reading script for each play to be recommended.

2.3 All qualified directors of MCT are advisory members of the committee.

Section 3. Program Advertising Committee

3.1 The committee shall oversee and assist the General Manager and any staff in the sales and compilation of advertisements.

3.2 If during any season, there is no sales staff or contractor, the Program Advertising Committee will be responsible for directly coordinating the Program Advertising sales.

Section 4. Production Public Relations and Advertising Committee

4.1 The committee shall develop the strategy for, oversee, and assist the General Manager in all public relations and advertising activities, in keeping with the advertising budget.

Section 5. Historical Committee

The Historical Committee is responsible for collecting and preserving material relevant to MCT activities, include, but not limited to, scrap books, video tapes, and other memorabilia.

Section 6. Building and Stage Committee

6.1 The Building and Stage Committee shall be responsible for determining any needed physical changes to the stage, stage lighting system, stage sound system, and recommending the same to the Board.

6.2 The Building and Stage Committee is responsible for determining any needed changes to the building structure and recommending the same to the Board and is responsible for recommending guidelines and policy for building maintenance and capital projects.

6.3 When determined necessary by the Building and Stage Committee for any specific project, the Committee may recommend that MCT contract a professional advisor. Fees to be determined/approved by the Board.

Section 7. Finance Committee

7.1 The Finance Committee shall work with the Treasurer on all budgets and financial recommendations and report to the Board of Directors.

- 7.2 Members of the committee shall include the MCT treasurer and at least three other members who have some experience in reading financial statements and who have an understanding of MCT and its goals
- 7.3 The committee will meet monthly after the treasurer has prepared the financial statements
- 7.4 The committee shall review the detailed monthly/year-to-date financial statements and performance against the previous year and budget, make recommendations for cash management
- 7.5 The committee is responsible for the preparation of and recommending to the Board the annual operating budget
- 7.6 The committee, in conjunction with the VP of Production, considers any changes to production budgets made by production staff and advises the Board of Directors accordingly.
- 7.7 The committee shall prepare reports and make recommendations on any other financial matter as directed by the board.

Section 8. Cinema Committee

- 8.1 The Cinema Committee is responsible for cinema lease negotiations and public relations with the lessee.
- 8.2 The Cinema Committee is responsible for monitoring compliance with the terms of the lease.

ARTICLE IV – SPECIAL COMMITTEES

Section 1. Nominating Committee

- 1.1 In February prior to the annual meeting, the President shall present a Nominating Committee consisting of at least one member from the Board and up to four additional voting members in good standing. The committee shall use its best efforts to guarantee the broadest possible participation of the community in service to the organization.
- 1.2 In March, prior to the annual meeting of MCT, the committee shall present to the general membership, a slate of nominations for the Board, consisting of not less than the number of open positions, having ascertained all nominees' eligibility and willingness to serve in a Board capacity.
- 1.3 At the April and May meetings prior to the annual meeting, nominations will be taken from the floor. At the close of the May meeting, nominations for the printed ballot will be closed. At the April meeting prior to the

annual meeting, the size of the Board will be determined for the next year according to Article II Section 1.

- 1.4 There will be a place for write-in candidates on the ballot
- 1.5 The committee shall determine the eligibility of candidates, supervise the election, count the ballots and report the results to the membership.
- 1.6 The Nominating Committee will function as an Election Committee at the election of Board members.

Section 2. By-Laws Committee

- 2.1 The By-Laws Committee shall annually review the By-Laws of MCT and make such recommendations as indicated to keep them current with the activities of the organization.
- 2.2 Recommendations for changes or amendments to the By-Laws shall be submitted in writing to the By-Laws Committee who will review the recommendation and bring the recommendation to the Board of Directors, and to the general membership, indicating the Article and Section, current wording and the recommended changes. The Board of Directors may provide comment and advice regarding the recommended changes to the by-laws on the ballot. Additions will be specifically indicated.

Section 3. Other Committees

Other committees may be appointed by the President and the Board of Directors as indicated by the activities of MCT to accomplish its stated goals and objectives.

ARTICLE V - FISCAL YEAR

Section 1. Definition

The fiscal year of the organization begins on July 1st and ends on June 30th of the following year.

ARTICLE VI - INDEBTEDNESS

Section 1. No one shall make any purchase or otherwise obligate MCT for any expenditure except on the authorization of the Board of Directors.

Section 2. In the event it would appear necessary for any of the functioning committees to exceed their approved budget, approval for additional funds shall be made by a majority vote of the Board of Directors.

ARTICLE VII - INDEMNIFICATION AND BONDING

Section 1. MCT Incorporated shall indemnify and bond all duly authorized agents of the Corporation when appropriate.

ARTICLE VIII - AMENDMENTS

- Section 1.** Amendments to the By-Laws must be submitted to the general membership in writing or by email or other electronic transmission at least 30 days prior to the adoption of the proposed change. Email or other electronic transmission of information will constitute written notification. Approval of amendments will be by a vote of two-thirds of the voting members present in person or by absentee ballot.

ARTICLE IX - APPROVAL

- Section 1.** Approval of the By-Laws is by a two-thirds majority of the voting members present in person or by absentee ballot at a regular meeting of the general membership at least 30 days prior to the vote. Email or other electronic transmission of information will constitute written notification.

ARTICLE X - ABSENTEE BALLOTS

- Section 1.** In the event an eligible voting member is unable to attend a meeting at which a vote on Amendments, By-Laws, or the Election of the Board of Directors will be taken, a ballot may be obtained and submitted prior to the time of the vote.
- Section 2.** Ballots will be available not more than 30 days prior to the designated voting date and up to the time of the vote. Ballots may be sent to members via email or other electronic media transmission. Instructions for voting and for validation of ballots will accompany each ballot transmission regardless of media used.
- Section 3.** Ballots must be returned to the Election Committee or its representative in person, by US Mail, by other common carrier, or by electronic means prior to the time of the vote.
- Section 4.** Members are responsible for informing the General Manager of their media preference (email or paper copy) when requesting a ballot for early voting and are responsible for return of the ballot prior to the time of the vote.

ARTICLE XI - RULES OF ORDER

- Section 1.** Robert's Rules of Order shall apply.