

## **Yuma Community Theater, Inc. By-Laws**

### **ARTICLE I: DEFINITIONS:**

“Annual Meeting” means the annual general membership meeting provided for in Article VIII of the Articles of Incorporation of Yuma Community Theater, Inc.

“Board” means the Board of Directors of Yuma Community Theater, Inc.

“Committee” means a certain group of persons appointed to consider and recommend certain action or to carry out specified tasks.

“Director” is an individual elected or appointed to the Board.

“Executive Officers” means the President, Vice-President, Secretary or Treasurer of the Board.

“Lifetime Honorary Member” means a non-dues paying membership for the life of the person.

“Member” means any person who is current in payment of their dues to Yuma Community Theater, Inc.

“Regular Meeting” means a regularly scheduled monthly meeting of the Board where a quorum is present and business is conducted.

“Special Meeting” means a non-regularly scheduled meeting of the Board called to consider certain announced issues only.

“Yuma Community Theater” or “YCT” refers to Yuma Community Theater, Inc.

### **ARTICLE II: OBJECTIVES**

The objectives of YCT shall be to: a) produce works of theater, b) promote community interest in theater, and c) provide opportunities for members to participate in various phases of community theater work.

### **ARTICLE III: MEMBERSHIP**

Section A. Membership shall be open to anyone who is willing to subscribe to the objectives and abide by the rules of this organization. Except for honorary lifetime members, dues are required to be paid in order to be a member in good standing.

Section B. By unanimous action of the Board and majority approval of the membership, a lifetime honorary membership may be granted.

### **ARTICLE IV: DUES**

Section A. Membership dues shall be determined by the Board.

Section B. The term of membership shall be from Annual Meeting to Annual Meeting. Dues shall be payable on or before the date of the Annual Meeting each year and shall not be refundable.

Section C. Members who have paid their dues on or after March 1<sup>st</sup> but before the Annual Meeting shall not be required to pay dues for the following year.

Section D. Any participant in a YCT production is required to become a Member upon acceptance of a role in any capacity, whether on stage or back stage.

### **ARTICLE V: BOARD OF DIRECTORS**

Section A. The Board shall consist of nine Directors. The term of office shall be three years to commence upon election and to end upon election of their successors at the Annual Meeting approximately three years later. Three Director terms shall end each year.

Section B. Management of YCT shall be vested in the Board.

Section C. In the event a Director has unexcused absences from three consecutive regular meetings, the Board, upon majority vote, may remove such Director.

Section D. In the event a Director position becomes vacant, the Board may nominate and by majority vote, elect an interim replacement to serve for the remainder of the term, subject to ratification by the membership at the next Annual Meeting.

Section E. Only members in good standing may serve on the Board.

Section F. Regular Meetings shall be scheduled monthly as ordered by the Board.

Section G. A majority of the then serving Directors shall constitute a quorum.

Section H. Directors shall be given 48 hours notice of any meeting. Directors shall receive at least 24 hours notice of any change in the location, time, or date of a regular or special meeting. Notice may be waived by verbal or written consent. Notice is always deemed waived by attendance at the meeting.

Section I. Members may attend Regular or Special Meetings and may request to be placed on the agenda for a specific topic.

Section J. Special Meetings of the Board may be called by two Executive Officers, or upon written request of any three Directors.

Section K. Emergency Decisions: The President (or, the Vice President in the absence of the President) may decide that certain actions should have the approval or disapproval of the Board and that there is no opportunity to wait for a Regular or Special Meeting of the Board. The President, in his sole discretion, may put an issue to vote by e-mail or telephone. The President must keep a record of the exact issue and how each Director voted upon that issue. That record shall be presented at the next Regular Meeting and placed in the minutes. The issues voted upon must be placed upon the agenda at the next Regular Meeting and may be ratified, modified, or disapproved. The Executive Officers may consider the emergency decision binding until the matter is reconsidered at the next meeting of the Board.

Section L: The Board may adopt standing rules, policies, and procedures.

Section M: Spending Limitations: The purchase of real property or any other expenditure of more than \$10,000 shall be approved by a majority vote of the members present at a general membership meeting. Expenditures of between \$1,000 and \$10,000 shall require Board majority vote approval. Any expenditures of less than \$1,000 need only the concurrence of two Executive Officers. Show budgets only need Board majority vote approval. Expenditure of any amount on an approved show budget need only be authorized by the producer of the show.

Section N: The latest edition of "Robert's Rules of Order" shall govern the order of proceedings at all Board meetings and all general membership meetings including the Annual Meeting.

#### ARTICLE VI: EXECUTIVE OFFICERS.

Section A. The Executive Officers of YCT shall be elected from among the Directors at a meeting which shall take place directly after the election of new Directors at the Annual Meeting or as soon thereafter as practical. The term of the Executive Officers shall be for one year from the date of election until successors are elected at the first Board meeting after the next election of new Directors at the Annual Meeting.

Section B. The day to day business of YCT shall be carried out by the Executive Officers subject to the directives of the Board.

Section C. The President shall preside at all Board meetings and all meetings of the membership including the Annual Meeting. The President shall appoint committee members as he deems necessary. The President shall serve as a member ex-officio on all YCT committees except the Nominating Committee, the Election Committee, and the Financial Review Committee. The President shall present an annual report to the membership at the Annual Meeting.

Section D. The Vice President shall preside in the absence of the President and shall assist in the administration of the business of YCT.

Section E. The Secretary shall keep minutes and record of attendance of all meetings. The Secretary shall administer all corporate correspondence as directed by the Board or the President. The Secretary shall ensure all corporate administrative files and records are properly maintained. The Secretary shall notify the Directors of Special Meetings. The Secretary shall ensure the media is notified of the Annual Meeting.

Section F. The Treasurer shall ensure all financial records are maintained. The Treasurer shall give a financial report at all Regular Meetings and at the Annual Meeting. The Treasurer shall honor only those bills which are properly authorized for payment by the Executive Officers, the Board, or from the producer under the approved budget of an approved show. The Treasurer may not serve as box office chairman.

Section G. The President may appoint a Financial Review Committee to review the financial records of the corporation and to report back to the Board. Neither the President nor the Treasurer shall be on the committee but shall cooperate by making available all requested financial records for inspection and by providing any explanations necessary.

#### ARTICLE VII: NOMINATING COMMITTEE

Section A. The President, with Board approval, may appoint a Nominating Chairman, to select a minimum of two other Members, to nominate candidates for election to the Board of Directors. No more than two Directors may serve on the Nominating Committee.

#### ARTICLE VIII: ANNUAL MEETING AND OTHER MEMBERSHIP MEETINGS; ELECTION OF BOARD DIRECTORS

Section A. The Annual Meeting shall be held in June of each year at a time and place determined by the Board.

Section B. The agenda shall be set by the President. At the Annual Meeting, the President shall give his report. The Treasurer shall also report to the membership. Other reports or entertainment may be provided. The membership must be given an opportunity to raise issues and conduct other business as it shall deem fit.

Section C. The election of Directors shall be held at the annual meeting. The membership shall elect three Directors to serve three year terms. The membership shall also ratify or reject any Directors elected by the Board to fill terms of Directors no longer serving. The membership shall also elect Directors to fill the remaining portions of any vacant terms. The procedure shall be as follows: First the membership shall vote as to whether to ratify the election of any Director elected by the Board to serve a partial term. Next, the President shall determine how many vacancies there are on the Board. In the election, each Member present shall have the number of votes equal to the number of open seats on the Board to be selected.

Section D. An Election Committee shall be appointed by the President. It shall consist of three persons. The Election Committee shall be responsible for distribution and counting of ballots. There shall be no proxy votes.

Section E. Only Members in good standing are eligible to vote. A Member must have paid his dues for the upcoming year to be in good standing.

Section F. The Nominating Committee may give its report prior to nominations. The persons recommended shall be deemed nominated and seconded.

Section G. Additional nominations from the floor may be accepted from the membership during the Annual Meeting. All Members shall be eligible for nomination including any former Director whose term was not ratified by the membership.

Section H. Written consent must be obtained from any candidate unable to attend the Annual Meeting, whether selected by the Nominating Committee or otherwise nominated.

Section I. The three nominees receiving the highest number of votes shall be designated Directors to fill the three year terms. Other nominees receiving the next highest number of votes shall fill any vacant two year terms with the next highest filling any vacant one year terms until all vacant Director positions are filled.

Section J. A membership meeting shall be held within 45 days of a majority vote of the Board or petition of 25% of the membership. The agenda of the meeting shall be open to the will of the membership. No elections shall be held.

Section K. Any notice required to be given to the membership may be accomplished by mail or by any electronic means including but not limited to posting on the official YCT website, e-mail, telephone, etc.

#### ARTICLE IX: AMENDMENT OF BY-LAWS

The bylaws may only be amended by a majority vote of the membership at the Annual Meeting or other general membership meeting.