

Yuma Community Theatre, Inc Bylaws

Article I. NAME

Section I.A The name of this organization shall be Yuma Community Theatre, Inc., hereinafter referred to as Yuma Community Theatre or YCT.

Article II. MISSION STATEMENT

Mission Statement: Our mission is to enrich and inspire the diverse community of Yuma County by providing inclusive, high-quality theatrical experiences for all ages. We are dedicated to fostering creativity, nurturing local talent, and building a vibrant cultural hub where individuals of all backgrounds can explore their passions, connect with one another, and celebrate the transformative power of the performing arts. Through engaging productions, educational programs, and community outreach, we aim to make theater accessible and impactful for everyone in our region."

Article III. MEMBERSHIP LEVELS & DUES

Section III.A Membership shall be open to anyone willing to subscribe to the objectives and abide by the rules of this organization. To be a member in good standing, all dues must be current.

Section III.B There are two levels of membership:

- (a) General Membership
 - (i) Membership required to be a participant in a YCT production, in any capacity.
- (b) Voting Membership
 - (i) Includes General Membership plus voting privileges.
 - (ii) Voting membership can be utilized only at the annual membership meeting or general membership meeting.
 - (iii) To be eligible for voting membership you must pay the proper dues and be at least sixteen (16) years old or older at the time of the annual membership meeting.

Section III.C An honorary lifetime membership may be granted by unanimous action of the Board of Directors and majority approval of the general membership at the annual meeting or any other general membership meeting.

- (a) An honorary lifetime member is defined as a member who has shown exemplary effort to the mission of YCT over at least ten (10) years.
- (b) An honorary lifetime member has all dues waived for the duration of their lifetime or until they choose not to be part of the organization.
- (c) Honorary lifetime membership includes a voting membership but no eligibility to be on the Board of Directors. To be considered for the Board of Directors, a member must pay the dues for voting membership.

Section III.D Membership dues shall be determined by the Board of Directors.

Section III.E The membership term shall be from Annual Meeting to Annual Meeting.

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- (a) Dues shall be payable on or before the Annual meeting date each year and shall not be refundable.

Section III.F Any participant in a YCT production, in any capacity, is required to become a member.

Section III.G Membership can be terminated by a majority vote of the Board of Directors, if any member (general or voting) is found in violation of these bylaws and/or the policies and procedures of this organization.

Article IV. BOARD OF DIRECTORS

Section IV.A The Board of Directors shall consist of nine (9) Board Directors. The term of office shall be three (3) years to commence upon election and to end upon the election of their successors at the Annual Meeting approximately three (3) years later. Three Board Directors' terms shall end each year.

Section IV.B In the event a Board Director is absent from three regular meetings within the year, the Board, upon majority vote, may remove such Board Director. If a Board Director is unable to attend a regular board meeting, they must notify both the President and the Secretary via written notice including but not limited to email or text message.

Section IV.C In the event a Board Director position becomes vacant, the Board may nominate and by majority vote, elect an interim replacement to serve until the next Annual Meeting. At that Annual Membership Meeting, the interim director may be ratified to serve the remainder of the term or vacate the position.

Section IV.D Only voting members in good standing may serve on the Board.

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

Section IV.F For this organization, a quorum is defined as a majority of the current Board of Directors.

Section IV.G Board Directors shall be given 48-hour notice of any meeting by the President or Secretary. Board Directors shall receive at least 24-hour notice of any change in the location, time or date of a regular or special meeting.

Section IV.H Special meetings of the Board may be called by two Executive Officers, or upon written request of any three Board Directors. A special meeting is a non-regularly scheduled meeting of the Board called to consider certain announced issues only.

Section IV.I Emergency Decisions. In the event of needed immediate action, the President (or the Vice President in the absence of the President) may put an issue to vote by electronic means. The Secretary must keep a record of the exact issue and how each Board member voted upon that issue. The record shall be presented at the next regular meeting and placed in the minutes. This vote shall be considered completed but may be amended at the next regular meeting if deemed necessary.

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Section IV.J Board meetings shall be held at a central location, determined by the board, but Board Directors who are not present in person shall have the right to participate by telephone and/or any other internet-based meeting services that are available at the time of the meeting. Subject to any limitations established in policies and procedures adopted by the Board to govern such participation.

Section IV.K Members may attend regular or special meetings and may request to be placed on the agenda for a specific topic. Members do not have voting privileges at these meetings.

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

Section IV.M Management of YCT shall be entrusted to the Board.

Section IV.N Spending Limitations:

- (a) The purchase of real property, defined as fixed property, principally land, and buildings, or any other expenditure of more than \$10,000 shall be approved by a majority vote of the members present at the annual membership meeting or any other general membership meeting.
- (b) Expenditures of between \$1,000 to \$10,000 shall require Board majority vote approval.
- (c) Any expenditures of less than \$1,000 need the concurrence of three Executive Officers.
- (d) The Board of Directors has the authority to approve an annual operating budget.
- (e) Production budgets need Board majority vote approval.
 - (i) Expenditure of any amount on an approved production budget needs to be authorized by the producer of the show.

Section IV.O The latest edition of *Robert's Rules of Order* shall be a guideline for proceedings at all Board meetings and all general membership meetings including the Annual Meeting.

Article V. EXECUTIVE OFFICERS

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

Section V.B The daily operations of YCT shall be carried out by the Executive Officers subject to the directives of the Board.

Section V.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 deemed 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.

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

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

Section V.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 that are properly authorized for payment by the Executive Officers, the Board, or the producer under the approved budget of an approved production. The Treasurer may not serve as the box office chair.

Section V.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 explanation necessary.

Article VI. NOMINATING COMMITTEE

Section VI.A The President, with Board approval, shall appoint a Nomination chair, to select a minimum of two other members, to nominate candidates for election to the Board of Directors. No more than two Board Members may serve on the Nominating committee.

Article VII. ANNUAL MEETING AND OTHER MEMBERSHIP MEETINGS; ELECTION OF BOARD OF DIRECTORS

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

Section VII.B Notice of the Annual Meeting shall be provided thirty (30) days in advance and include the slate of Board Director nominations and any suggested amendment to the bylaws.

Section VII.C The agenda shall be set by the President. At the Annual meeting, the President shall give the report. The Treasurer shall also report to the membership. Other reports or entertainment may be provided. The membership must be allowed to raise issues and conduct other business as it shall deem fit.

Section VII.D The Nominating Committee shall give its report before nominations. The persons recommended shall be deemed nominated and seconded.

Section VII.E Any additional nominations from the floor shall be accepted from the membership during the Annual Meeting. All Members in good standing shall be eligible for nominations including any former Board Members whose term was not ratified by the membership.

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Section VII.F An Election committee shall be appointed by the President at the Annual Meeting. It shall consist of three persons. The election committee shall be responsible for the distribution and counting of ballots. There shall be no proxy votes.

Section VII.G Only Voting Members in good standing are eligible to vote.

Section VII.H The election of Board Directors shall be held at the annual meeting. The membership shall elect three Board Directors to serve one three-year term each. The membership shall also ratify or reject any Board Directors elected by the Board to fill the terms of Board Directors no longer serving. The membership shall also elect Board 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 Board Directors 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 Voting Member present shall have the number of votes equal to the number of open seats on the Board to be selected.

Section VII.I The three nominees receiving the highest number of votes shall be designated Board 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 Board Director positions are filled.

Section VII.J A general membership meeting may be called by a majority of the Board or by a petition of 25% of the voting membership. The meeting shall be held within 45 days of the vote or petition. The agenda of the meeting shall be determined by the calling parties. No elections shall be held.

Section VII.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 VIII. AMENDMENT OF BYLAWS

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

Article IX: NONDISCRIMINATION POLICY

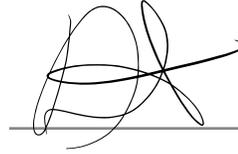
Section IX.A The organization shall not practice or permit any unlawful discrimination based on gender, age, race, color, sexual orientation, marital status, national origin, religion, political affiliation, physical handicap or disability, or any other basis prohibited by law.

ARTICLE X: DISSOLUTION OF ORGANIZATION

Section X.A: Upon the winding down and dissolution of this organization, after paying or adequately providing for the debt and obligation of this organization, any remaining monetary assets shall be distributed to to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, education, religious, and/or scientific purposes and which has established its tax-exempt status under section 501(C)(3) of the Internal Revenue Code.

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Approved and adopted by the Voting Membership on August 10, 2024.



8/10/24

Daniela Ayala
President



Justin Davis
Secretary