

## COMMUNITY THEATRE OF TERRE HAUTE CODE OF BY-LAWS

### ARTICLE I

**NAME** The name of this Corporation shall be Community Theatre of Terre Haute, Inc.

### ARTICLE II

**FISCAL YEAR** The fiscal year of the Corporation shall begin on the first day of July each year and end on the thirtieth day of June the following year.

### ARTICLE III

**MANAGEMENT OF THE CORPORATION** The Board of Directors shall have full charge and management of the business affairs of the Corporation with full power to act on behalf of the Corporation. This shall include, but not be limited to, the making of decisions and policies concerning all fiscal and monetary matters. In addition to any powers and authorities expressly conferred by the By-Laws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts as are not prohibited. An informal audit of finances will occur annually at the conclusion of the fiscal year and an independent audit will occur every five (5) years.

### ARTICLE IV

**SECTION 1. ELECTED BOARD OF DIRECTORS** There shall be thirty (30) elected members of the Board of Directors. These Directors shall have the power to adopt and enforce by-laws, appoint or elect officers, transact all business and carry out the objectives and purposes of the Corporation.

**SECTION 2. APPOINTED BOARD OF DIRECTORS** When no elected Director is available for a specific standing committee Chair, the President may appoint a Director to Chair that committee. These Chairpersons shall be Directors only as long as they hold the position that made them appointed members of the Board of Directors. If any committee has appointed Co-Chairpersons, the President shall designate which person shall be a member of the Board of Directors. If that person shall cease to be a Co-Chairperson, the other Co-Chairperson shall automatically and immediately succeed that person as a member of the Board of Directors. Appointed Directors shall have the same privileges and responsibilities as elected Directors.

**SECTION 3. DESIGNEES TO THE BOARD OF DIRECTORS** The President may designate individuals to assist members of the Board of Directors for the duration of his/her term of office. These designees have none of the privileges and responsibilities of elected or appointed Directors.

**SECTION 4. ELECTION OF DIRECTORS** The Board of Directors shall be a self-perpetuating body. At each annual meeting of the Corporation, on the second Tuesday of May, Directors whose terms of office have expired may be considered for re-election to succeed themselves. The goal is to have one-half of the Directors elected each year at the annual meeting for a term of two (2) years. Election of Directors shall be by itemized written ballot with a majority vote required for confirmation of membership on the Board. Following the election of Directors, if elected board members should fall below thirty (30), the Board Development Committee shall submit nominations to the Board to fill such vacancies. A Director's unexpired term shall be completed by a newly-elected Director. That Director may be considered for re-election at the next annual meeting.

**SECTION 5. REMOVAL OF DIRECTOR** Any Director may be removed as a Director by vote of not less than a majority of the total voting Directors at any meeting wherein the question of removal of that Director is contained in the notice of the meeting. The vote concerning removal of that Director shall be by written ballot.

**SECTION 6. REQUIRED ATTENDANCE** Any Director who has five absences during any twelve regular consecutive meetings, during said Director's term, will be considered to have voluntarily resigned from the Board of Directors. It shall be the duty of the Board Development Committee to send a letter to said Director of his/her voluntary resignation upon the fifth absence in any twelve consecutive month period. Upon notification, confidential appeal for reinstatement based on the

circumstances of excessive absences may be made in writing to the Board Development Committee for consideration. Each director who is elected, appointed or designated is expected to abide by the Board of Directors code of Ethical Conduct.

**SECTION 7. AMENDMENT OF BY-LAWS** The power to make, alter, amend or repeal this Code of By-Laws is vested in the Board of Directors and shall be accomplished by a majority vote of the total voting members of the Board of Directors and officers transacting such other business as may be properly and validly brought before said meeting.

## ARTICLE V

**SECTION 1. ANNUAL MEETINGS** The annual meeting of the Corporation shall be held on the second Tuesday of May of each year for the purpose of electing new Directors and officers and transacting such other business as may be properly and validly brought before said meeting.

**SECTION 2. REGULAR MEETING** Regular meetings of the Board of Directors shall be held on the second Tuesday of each month beginning in July and continuing through June of the following year, commencing at a time designated in the notice of the meeting sent to the Directors.

**SECTION 3. SPECIAL MEETINGS** Special meetings may be called at any time by the President or upon the written request of ten (10) members of the Board of Directors.

**SECTION 4. PLACE OF MEETINGS** All meetings of the Board of Directors shall be held at the Hazledine-Talley Memorial Playhouse at 1431 South 25th Street in Terre Haute, Indiana, unless said location is unavailable. If a meeting is to be held at some place other than herein designated, the location of said meeting will be included in the notice of that meeting.

**SECTION 5. NOTICE OF MEETINGS** The Recording Secretary, the Recording Secretary's designee or the officer(s) calling a meeting shall send a written notice stating the place, day and hour of the meeting to each Director. Notice of a special meeting shall include the purpose for which such meeting is called. Notices of all meetings shall be transmitted at least seven (7) days before the date of the meeting.

**SECTION 6. QUORUM** One-half (1/2) of the voting members of the Board of Directors **plus one (1)** shall constitute a quorum at any meeting. If at any meeting there is less than a quorum present, a majority of those present may delay the meeting until a sufficient number is present to constitute a quorum. Except as otherwise provided in the Articles of Incorporation or in the By-Laws, business may be transacted by a majority vote of those present at any meeting at which a quorum is present.

### **SECTION 7. BUSINESS REQUIRING ONE DISCUSSION MEETING AND ONE VOTING MEETING:**

The following business shall require discussion by the Board of Directors at one or more regular board meetings, with a vote taken for business approval at a subsequent regular board meeting. The agenda shall include specifics of the matter to be discussed prior to the discussion meeting and prior to the voting meeting. In order to approve, a majority of the voting board is required.

- (a) Change of any ticket prices or categories of ticket holders: vote to be taken no later than the February board meeting to be effective for the next fiscal year
- (b) Slate of plays to be presented for the next season: vote to be taken no later than October board meeting for the next year
  - (c) A by-law revision to alter, amend, or repeal
- (d) Any new proposed program activity or the cessation of an existing program activity that has the potential to affect the organization's calendar and/or financial obligations/covenants with its constituents

**SECTION 8. ONE (1) VOTE PER DIRECTOR** Each Director shall be entitled to one (1) vote. Proxies shall not be allowed at any time.

**ARTICLE VI**

**SECTION 1. OFFICERS** There shall be a President, a Senior Vice-President, a 2<sup>nd</sup> Vice-President, a Recording Secretary, a Corresponding Secretary/Historian, and a Treasurer. No person shall hold more than one office at the same time. These officers shall be elected at the annual meeting for a one year term, which shall commence July 1st and continue until June 30th of the succeeding year.

**SECTION 2. VACANCY** When a vacancy occurs in the office of President, Senior Vice-President, 2<sup>nd</sup> Vice-President, Recording Secretary, Corresponding Secretary/Historian, and Treasurer, for any reason, the Board of Directors shall elect a replacement as soon as possible and the officer so elected shall hold office until June 30.

**SECTION 3. PRESIDENT** The President shall preside at all board meetings, discharge all duties which are expected of a presiding officer and perform such other duties as the By-Laws provide or as the Board of Directors shall prescribe. Further, the President is an ex-officio member of all Committees and shall monitor the progress of the following committees:

- |                      |                              |
|----------------------|------------------------------|
| Board Development    | Information Technology       |
| Building and Grounds | Marketing                    |
| Business Affairs     | Strategic Planning Committee |
| Drama                |                              |

**SECTION 4. SENIOR VICE-PRESIDENT** The Senior Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President and shall perform such other duties as the By-Laws may require or as the Board of Directors or President may prescribe. Further, the Senior Vice-President shall monitor the progress of the following committees:

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|------------------|-------------------|
| Front House      | Safety & Security |
| Fund Development | Sales             |
| Production       | Volunteers        |

**SECTION 5. 2<sup>nd</sup> VICE-PRESIDENT** Upon the request of the President or Board of Directors, the 2<sup>nd</sup> Vice-President shall monitor Ad Hoc Committees. He/She shall assure that the job descriptions are kept current and distributed to appropriate parties and shall maintain an up-to-date notebook with all job descriptions.

**SECTION 6. RECORDING SECRETARY** The recording secretary shall give proper notice of all meetings and keep a record of the attendance of members at Board meetings and minutes of meetings and perform such other duties as the By-Laws may require or as the Board of Directors may prescribe. Further, the Recording Secretary shall keep current a listing of the Board of Directors and shall send minutes of all meetings of the Board of Directors to Board members in the most effective manner.

**SECTION 7. CORRESPONDING SECRETARY/HISTORIAN** The Corresponding Secretary/Historian shall be responsible for correspondence regarding sympathy, illness or appreciation cards and letters, as requested by the President or Board of Directors and shall perform such other duties as the By-Laws may require or as the Board of Directors may prescribe. Further, he/she shall act as the official historian of Community Theatre of Terre Haute.

**SECTION 8. TREASURER** The Treasurer shall keep correct and complete records of account accurately showing at all times the financial condition of the Corporation. He/she shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation. At all meetings or whenever requested, the Treasurer shall furnish a statement of the financial condition of the Corporation and shall perform such other duties as the By-Laws may require or the Board of Directors may prescribe.

**SECTION 9. ABSENCE OF OFFICERS** In case of the absence of any officer or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such office to any other director. Such delegation of powers or duties shall be temporary.

## ARTICLE VII

**SECTION 1. EXECUTIVE COMMITTEE** There shall be an Executive Committee consisting of the following:

President	Past President
Senior Vice-President	Recording Secretary
2 <sup>nd</sup> Vice-President	Treasurer

The President shall chair this committee. The Executive Committee shall have the power to transact all business of the Corporation between meetings, but the Executive Committee must report all of its decisions at the next meeting of the Board of Directors. All decisions of the Executive Committee shall require agreement and consent of at least a majority of the total committee membership. Meetings of the Executive Committee shall be held when called by the President. Notice of such meetings need not be in writing.

**SECTION 2. STANDING COMMITTEES** There shall be the following standing committees:

Board Development	Marketing
Building and Grounds	Production
Business Affairs	Safety & Security
Drama	Sales
Front House	Strategic Planning
Fund Development	Volunteers
Information Technology	

The outgoing President shall call a meeting with the incoming President for the purpose of appointing Standing Committee chairs.

The President shall appoint the person(s) chairing each of the standing committees. The persons chairing the Marketing and Sales Committees shall be appointed by the President before the April Board meeting of each year. The person(s) chairing each standing committee shall appoint the members of his/her sub-committees, with the approval of the President. plus such members as are recommended to the President for approval by the Chairperson of Business Affairs for the positions of Finance Chairman and Legal Advisor.

Whenever possible, elected Directors shall be appointed by the President as Chairpersons.

**SECTION 3. FINANCE COMMITTEE** The Finance Committee shall submit a proposed budget at the April meeting of the Board of Directors and the budget shall be adopted by the Board of Directors at its May meeting. The Finance Committee is composed of the Standing Committee Chairs and the Officers.

**SECTION 4. AD HOC COMMITTEE** Other committees shall be appointed by the President as necessary for various projects or tasks. Said committees shall immediately be dissolved upon completion of their respective appointed tasks.

**SECTION 5. ANNUAL REPORTS** The person(s) chairing each standing committee shall report annually, in writing, the activities of the committee during the preceding year and make suggestions for future composition or conduct of said committee, if necessary. Reports shall be submitted to the Records and Retention Committee at the regular meeting in May.

## ARTICLE VIII

The current edition of Robert's Rules of Order shall prevail and shall be followed in the conduct of all meetings of the Board of Directors.