



# Bylaws of Old Church Theater, Inc.

## **Article I: NAME**

The name of the corporation is Old Church Theater, Inc. (“OCT”).

## **Article II: PURPOSE**

- A. OCT is a community organization whose purpose is to promote and present staged and/or multi-media productions for the residents of Bradford, Vermont and area communities.
- B. OCT is committed to the following:
  - 1. Presenting quality works.
  - 2. Encouraging community participation in theater and the theater’s participation in community activities.
  - 3. Encouraging personal growth of participants by stretching their abilities and talents.
  - 4. Raising expectations for community theater.
  - 5. Participating with local merchants and community members to promote good will and our local culture.

## **Article III: MEMBERSHIP**

- A. Any interested person who has participated in OCT in any of the following ways may become a Member for the current Membership Year upon submission of a Membership Request Form.
  - 1. Directed, acted, or been a participant in a production as Set Crew or Backstage Crew (including lighting and sound) within three years of request.
  - 2. Ushered, run the box office, or performed other other board-designated volunteer work three or more times within two years of request.
  - 3. Contributed to OCT at the Patron level or higher within two years of request.

4. Been a paid Season Ticket holder within two years of request.
  5. Been a member of the Board of Directors within five years of request.
- B. The Membership Year shall run from January 1 until December 31.
- C. Membership shall become effective immediately upon receipt and verification thereof by the Board.
- D. The Board may, at its discretion, approve other participants as members or life-time members.
- E. The Secretary shall maintain a list of current Members and review the membership list annually.
- F. Only Members for the current Membership Year may vote at a meeting of Members.
- G. Membership is not necessary to participate in OCT activities, except as specified above.

## **Article IV: MEETINGS OF MEMBERS**

### **A. Annual Meetings of Members**

An Annual Meeting of Members shall be held in 4th Quarter of the calendar year. The date will be determined by the Board.

The Annual Meeting shall be for the purposes of presenting reports, electing Directors to serve until the next Annual Meeting, and transacting any other business that may come before the meeting.

### **B. Special Meetings of Members**

1. A Special Meeting of Members may be called at any time by any three Directors or by a petition signed by 10 or more Members. Any such petition shall specify the proposed date, time, place, and purpose of the meeting, and shall be presented to the President or the Vice President, who shall, if the petition is found to be proper, cause notice of the meeting to be sent to all Members.
2. Business at a Special Meeting of Members shall be limited to those items warned in the notice of the meeting.

### **C. Meetings of Members; Notice Required; Quorum; Voting; Treasurer's Report**

1. Notice of an Annual Meeting and any Special Meeting of Members, setting forth the date, time and place, and if a Special Meeting (or an Annual Meeting at which it is proposed to amend these bylaws) the purpose, shall be mailed, emailed, or telephoned to all current Members and, at the discretion of the President, to some or all of the persons who paid dues for the previous Membership Year and to some or all persons who participated in OCT activities within the previous 12 months. However, only notices to Members whose dues are current shall be required to properly convene a meeting of Members. Notice of any meeting of Members shall be given at least seven days before the date of the meeting.
2. A current Membership list shall be available at all Meetings of Members to determine the current Membership status of those present, for purposes of voting.
3. Except as provided in Articles VI and VII, 20% of the Members, as determined by the Secretary, shall constitute a quorum at all Meetings of Members, and, if a quorum is present, the affirmative vote of a majority of the Members present and voting shall constitute an action of the Members.

## **Article V: BOARD OF DIRECTORS**

The term “Director” in these Bylaws shall refer to a member of the Board of Directors. The term “director” shall refer to the director of a play and/or show.

### **A. Number of Directors**

The Board shall consist of such number of Members as shall be elected as Directors at the Annual Meeting of Members but shall be no fewer than five nor more than eleven in number.

### **B. Meetings of the Board; Notice Required; Election; Vacancies; Quorum; Voting; Director Positions**

1. Board meetings will generally be held once a month and may be called by the President, the Vice President or by any three Directors. All Directors shall be notified by telephone or email at least 24 hours prior to any Board meeting.
2. Directors are elected at the Annual Meeting by voice vote or, at the request of any Member, by paper ballot. Directors shall be nominated from the floor and a nominee need not be present provided the nominee has previously indicated in writing to the President that the nominee is willing to serve as a Director.
3. The top vote-getters, up to the maximum allowed, on the first ballot are considered elected. If there is a tie that would result in more than the maximum allowed elected, a runoff vote among those tied individuals shall take place immediately.

4. A Director shall serve until the following Annual Meeting, unless the Director resigns, dies, or is removed for cause by 2/3 vote of all active Directors at a duly convened Directors Meeting. A Director may also be removed by a by 2/3 vote of the Members present at a duly convened Special Meeting of Members.
5. If at any time the number of Directors in office shall be fewer than the maximum allowed, the Board may elect one or more additional Directors (up to the maximum allowed) to serve until the next Annual Meeting of Members.
6. A majority of the Directors shall constitute a quorum at all meetings of the Board and, if a quorum is present, the affirmative vote of a majority of the Directors present and voting shall constitute an action of the Board.
7. The general duties and authorizations of the Board include, but are not limited to, the following:
  - a) Selecting a schedule of plays and/or shows.
  - b) Setting show dates, times, and places.
  - c) Appointing directors and producers for the plays and shows.
  - d) Approving contracts for performances.
  - e) Providing theatrical expertise.
  - f) Arranging for financial support and the borrowing of money for OCT.
  - g) Approving necessary expenditures.
  - h) Approving purchase of construction supplies and equipment.
  - i) Setting dates, times and places for all meetings.
  - j) Setting OCT policy.
  - k) Canceling a performance or production.
  - l) Maintaining OCT assets.
  - m) Ensuring that appropriate insurance is maintained to minimize liability of the Corporation and its board members.
8. The Directors shall assign to each Director one or more of the following Positions. Initial assignment shall be made at the first Board meeting following the Annual Meeting of

Members. The duties of each Position are as follows and may, after notice to, and agreement by, the President or the Vice President, be delegated:

a) **President**

- (i) Preside at Board meetings, Annual Meetings and Special Meetings.
- (ii) Set agenda for all Board meetings.
- (iii) Serve as a liaison to the general community outside the OCT.

b) **Vice President**

- (i) Act for and as President in President's absence.

c) **Secretary**

- (i) Take and maintain minutes of all meetings; distribute within 14 days of meeting completion.
- (ii) Conduct correspondence for OCT except for financial matters.
- (iii) Provide notice of all Meetings, as specified above.
- (iv) Maintain Bylaws.

d) **Treasurer**

- (i) Maintain all financial reports and records.
- (ii) Conduct all financial correspondence.
- (iii) Assist director and/or producer with budget for each production.
- (iv) Report on financial status of OCT at every Board meeting and each Annual Meeting.
- (v) Receive and disburse monies on behalf of OCT.

e) **Public Relations Director**

- (i) Organize publicity for all productions and public activities.

f) **Librarian**

- (i) Keep and maintain all scripts.
- (ii) Obtain new scripts and licenses as required.

g) **Historian**

- (i) Maintain an ongoing history of OCT to include posters, photos, programs, and news releases and reviews.
- (ii) Ensure that all new performances are documented for the OCT historical record.
- (iii) Organize and maintain all historical properties of the theater.

**h) Technical Director**

- (i) Supervise technical aspects of each production.
- (ii) Maintain, and supervise use of, lighting and sound equipment.

**i) Director at Large**

- (i) Fulfill duties not enumerated for other officers, such as bringing additional perspective to policy discussions.

**j) Board Assigned Activities**

The following duties shall be assigned by the Board:

- (i) Maintaining a database of all Members and participants past and present.
- (ii) Selling program advertising.
- (iii) Selling season tickets.
- (iv) Seeking other revenue sources.
- (v) Ensuring box office, house management, and usher staff are coordinated for all productions.
- (v) Arranging for production programs (playbills) in consultation with the directors of the productions.
- (vi) Managing facilities.
- (vii) Managing props.
- (viii) Managing costumes.

9. Position holders may be removed or reassigned by majority vote of the other Directors at a duly convened Board meeting, but only if specific notice of the removal proposal was provided to **all** Directors as specified above.

10. All Directors are required to read the Conflict of Interest Policy, which is incorporated into these bylaws by attachment, and complete the Annual Statement within 14 days of election to the Board.

**Article VI: AMENDMENTS**

These By-laws may be amended by the affirmative vote of two-thirds of the Members present and voting at a duly convened Annual Meeting or Special Meeting of Members.

Non-substantial changes (formatting, spelling corrections, etc.) that do not affect the meaning of the bylaws may be made by the Secretary or other board's designee without a vote. When such changes are made, the full board shall be notified.

The Secretary or other board's designee, shall promptly record all Amendments, including non-substantive edits, in the revision history section including a description of changes and date of change.

## **Article VII: DISSOLUTION**

If (a) the Board determines that operations of OCT are no longer practical, or (b) the Board fails to hold a meeting for a period of 12 months, any person or group of persons who were Members as of the last convened and held Annual Meeting of Members may call a Special Meeting of such persons to consider the dissolution of OCT, and the transfer of all its remaining assets, after payment of all its liabilities and expenses, to one or more specified organizations exempt from taxation under Internal Revenue Code Section 501(a) and described in Code Section 501(c)3, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or a state or local government for a public purpose.

If two-thirds of the such persons present and voting at the Special Meeting vote in the affirmative for dissolution, the person or persons calling the Special Meeting shall thereafter promptly take all steps necessary to dissolve OCT and distribute its assets in the manner described in the notice of the Special Meeting.

## **Article IX: FISCAL YEAR**

The fiscal year of OCT shall be the calendar year (January 1st to December 31st).

## **Revision History**

**Date:** October 23, 2011, Initial Adoption of Bylaws.

**Date:** November 23, 2014, Annual Meeting - Revision of Number of Directors and Membership Year.

**Date:** February 18, 2015, Special Meeting of Members - Revision of Membership (Article III).