

Bylaws

Theatre of North Texas

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Bylaws for Theatre of North Texas

Article I Name

The name of this organization is Theatre of North Texas

Article II Objectives and Purposes

Section 1: Objectives

First: To present live theatre productions for the cultural education, entertainment and inspiration of the community.

Second: To foster and develop, through theatrical workshops and appropriate means, the artistic talents and skill of local performers, youth and any other interested persons.

Third: To provide a program of educational experiences in all aspects of theatre for youths and adults.

Section 2: Collection of Revenue

In furtherance of these objectives, and in accordance with the powers conferred by its Certificate of Incorporation, Theatre of North Texas may collect admission fees, gratuities, and bequests; may buy or otherwise acquire, sell, or otherwise dispose of, and mortgage or otherwise hypothecate real, personal, and mixed property of all kinds; and may, in general exercises all of the powers granted by corporate law in the State of Texas.

Section 3: Non-Profit

Theatre of North Texas is a not-for-profit corporation. No member of the organization shall profit in any tangible way from its activities. All funds are to be disbursed in furtherance of the objectives set forth in Article II, Section 1.

Section 4: Political Activities

Theatre of North Texas organization is nonpolitical in character and shall not engage in political activities of any nature.

Article III Organization

Section 1: Executive Board Members

The Executive Board Members of this organization shall be elected annually. They shall consist of a President, Vice President, Secretary, and a Treasurer.

Section 2: Board of Trustees

Any member in good standing may be appointed by Founding Trustees, or the four (4) most senior Trustees, to serve as a Trustee. They shall elect a Chairman, an Executive Board Liaison, and a Secretary-Treasurer from within their own membership.

Section 3: Removal from Office

Any Executive Board Member and Staff may be removed from office or terminated by a unanimous vote of the Executive Board. Such a vote may be cast by written ballot. Cause for removal may include, but is not limited to, inactivity, failure to attend annual meeting, inappropriate conduct, and inappropriate usage of Theatre Board Position or Property.

Section 4: Vacancy

Vacancy occurring by reason of death, resignation, or removal, shall be filled by a majority vote of the remaining members of the Executive Board. Such appointees shall serve for the unexpired term of the vacant position. If a vacancy occurs in the office of President, a special meeting of the membership shall be called by the Vice President and a willing member shall be elected to serve as President for the unexpired portion of the term.

Section 5: Dissolution

In the event of the dissolution of this organization, all monies, property, and physical assets of the organization shall be disturbed to any other Non-profit organization, in accordance with a majority of the votes cast at a final meeting of membership called for that purpose.

Article IV Conduct

Section 1: Working Environment

All Staff and Executive Board Members must maintain a standard of conduct befitting a professional working environment. All interactions involving Theatre of North Texas must be professional and ethical. Any abuse of title, in-appropriate conduct or moral improprieties will result in removal from office or termination per Article III Section 3.

Section 2: Conflict of Interest Policy

Every member of the Staff, Board of Executives, and Board of Trustee's must review and sign a Conflict of Interest Policy (See Attachment A) every year. Yearly, at the annual meeting, the Board of Executives must review and affirm the Conflict of Interest Policy.

Section 3: Appropriate Conduct

Inappropriate conduct shall be considered, but is not limited to: misappropriation of organizational funds, inappropriate use of board or staff privileges, failure to attend meetings or immoral conduct.

Section 4: Amendments

The Chairman of the Board of Trustees will, at the annual meeting, submit any amendments to Article IV Section 2 yearly. To be approved by a majority vote of the Board of Trustees.

Article V Meetings

Section 1: Meeting Location and Written Notice

All meetings of the general membership shall be held at a convenient public or private meeting location to be designated by the Executive Board. Written notice of such meetings, containing statement of the purpose, shall be sent to the membership not less than ten (10) days in advance.

Section 2: Annual Meetings

An annual meeting of the both the Board of Trustees and the Executive Board shall be each spring. The meetings shall be called for election of officers, and the transaction of such other business as may properly be brought before the meeting.

Section 3: Special Meetings

Special meetings of the Executive Board may be called by the President and are subject to the requirements of appropriate notice. The President shall be obligated to call a special meeting upon request of the Executive board, the Board of Trustees, or upon the receipt of a petition signed by at least five (5) members of the general membership.

Section 4: Executive Board Meeting

Meetings of the Executive Board shall be held at least quarterly, at the call of the President, to discharge the duties of the Board consistent with attainment of the objects of the organization.

Section 5: Meetings of Board of Trustees

A. One month after election, the most senior member of the Trustees will call a meeting for the purpose of organizing the Trustee Board and electing the Chairman, Executive Board Liaison, and Secretary-Treasurer. If a majority decision cannot be reached, the most senior member (in total years on the Board) will automatically assume the Chairmanship for that year. The most junior member (in years) will become the Secretary-Treasurer. The Chairman will appoint any vacant position with any remaining Trustee for that year.

- B. Subsequent meetings shall be held quarterly as well as a result of the following:
1. Called by the chairman thereof as required in the discharge of the duties of the Board.
 2. Upon the petition of any two Trustees
 3. In response to requests by the Executive Board President for reports or actions by the Trustees in furtherance of the objectives of the organization.

Section 6: Quorum

The following number of attendees is required to establish a quorum for the conduct of business, with minimum of 4 Executive Board Members or 3 Board of Trustees, a majority of members in attendance.

Section 7: Voting

Each member present shall be entitled to one vote. The majority vote of the quorum present at the meeting shall constitute the act of the body unless a greater number is required by these Bylaws.

Article VI Terms of Office

Section 1: Officers

All officers of the Executive Board shall serve for a term of one year from July 1 to June 30. No officer shall serve more than five (5) consecutive terms in the same office

Section 2: Trustees

Trustees shall serve unlimited terms.

Article VII Finances

Section 1: Policy

Theatre of North Texas states that their basic financial policy shall be to acquire funds and property and erect buildings suitable for the following purposes in keeping with the objectives of the organization:

- A. Presentation of theatrical productions, and provisions for workshop activities, and meeting facilities.
- B. The conduct and support of worthy activities, such as instruction in the theatrical arts.

Section 2: Funds

The organization shall divide its properties and assets into the following funds:

- A. Working Funds - These funds represent the allocation of assets in an amount necessary for the performance of the routine administrative and operational tasks of the organization including, but not limited to, staff salaries the budgeting of theatrical productions, the administrative expenses, advertising, expenses of the Board of Trustees and Executive Board, and correspondence. The working funds are under the custody of the Executive Board and are disbursed in accordance with direction of the Executive Producers.

B. Permanent Funds - These funds represent the balance of the organization's assets after the allocation of the Working Funds and are available for, but not limited for use, facility costs, growth investments and the acquisition of real property designed to enable to organization to accomplish its objectives as defined in Article II hereof. The Board of Trustees shall administer the Permanent Funds on behalf of the organization.

Section 3: Gifts, Gratuities, and Bequests

These funds shall be handled in the following manner:

A. The solicitation mechanism for acquiring these funds shall be designated by the Executive Producers under the guidance of the Executive Board and Board of Trustees

B. Donations for gifts, gratuities, and bequests shall be separated into two categories:

1) Those for operating expenses shall be administered by the Executive Producers

2) Investments into the permanent fund shall be administered by the Executive Board. Unless otherwise designated by the donor, the funds will be put into the building fund.

Section 4: Banking Practices

All monetary assets of the organization shall be maintained in a banking institution designated by the Board of Trustees. Withdrawals may be made only to meet the financial obligations of the organization. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of Theatre of North Texas shall be signed by the Executive Producers, Executive Board President, or Chairman of the Board of Trustees.

Section 5: Interest in Assets

No member of the organization shall have any right, title or interest in any property of the organization. Nor person, whose membership in the organization is terminated, whether by death, resignation, or any other means, shall have any right, title or interest in any asset or property of the organization.

Article VIII Executive Board

Section 1: The President

The President shall call meetings of the general membership and the Executive Board, shall preside at such meetings, and ensure all obligations from these bylaws are upheld in every operation of Theatre of North Texas.

Section 2: The Vice President

The Vice president shall assume all the duties of the president in the event of his absence, or see Article III, Section 4. The Vice President shall also assist in the operations of the Board of Executives by providing written operating procedures for guidance to all members. Such procedures shall require the prior approval of the Executive Board.

Section 3: The Secretary

The Secretary shall keep accurate and legible minutes of meetings of all Board of Executive Meetings. He or she shall provide copies of the minutes to all members of both the Board of Executives and Board of Trustees. The Secretary shall carry on all official correspondence of the Board of Executives as directed by action of the Executive Board.

He or she shall maintain an official, current membership list, including addresses; Send notices of meetings to the Executive board members or Trustees as appropriate, and transmit the slate of nominees with the required notice of meetings at which elections are to be held; and transmit the text of proposed amendments to these Bylaws or other agenda items when so directed by the President of the Executive Board.

Section 4: Treasurer

The treasurer shall keep the records of the Working Funds of the Organization. He or she shall receive, keep and disburse such monies of the organization at all meetings of the Executive Board as required. He or she shall be responsible of an accounting of the funds of the organization at all meetings to the Executive Board as requested. He or she shall submit the financial records to audit at the conclusion of his or her term of office or upon request of the President. The Treasurer shall be responsible for disbursing working funds to the in accordance with Article VII, Section 2.

Article IX Duties of the Executive Board

Section 1: Responsibilities

A. The Executive Board shall administer the general business of the organization. It shall refer any point upon which it fails to agree to the Board of Trustees.

B. The Executive Board shall report the status of the Working Funds to the Board of Trustees on a regular basis following their annual meeting or as often as maybe required.

C. An annual written Activity and Financial report shall be filed with the minutes of the Annual Meeting

D. The minutes of the meetings of the Executive Board shall be open to review.

Section 2: Plays

The Executive Board shall approve the scheduled plays for the upcoming season after their selection by the Executive Producers. The Executive Board must approve prior to publication or advertisement of any production.

Section 3: Finances

The Executive Board shall be responsible for the management of the Working Funds of the Organization: Staff Salaries, and Benefits. It shall approve the budget for each play or social event, which will be prepared and presented with the proposed annual season.

Section 4: Compensation

Members of the Executive Board shall not receive any salaries or other compensation for their services, but, by resolution of the Executive Board, may be reimbursed for any actual expenses incurred in the performance of their duties for the Theatre, as long as a majority of disinterested Board approves the reimbursement. The Organization shall not loan money or property to, or guarantee the obligation of, any Executive Board Member.

Article X Duties of the Board of Trustees

Section 1: Responsibilities

A. The Trustees shall have custodianship of and shall be responsible for all purchases, sales, exchanges, and assignments of all real property owned by Theatre of North Texas, as well as all monies held as reserve funds or for investments.

B. Maintenance, repair, replacement, or modifications of the theatre building including roof, walls and structural members, heating and cooling units, plumbing, and building electrical service may be initiated by either the Trustees or Executive producers of Theatre of North Texas, but shall require the approval of the Trustees.

C. The Trustees will notify the Executive Board of any plans for repairs or alterations of any structure under their jurisdiction.

D. The Trustees shall review any use of real property owned by Theatre of North Texas for other than stated purposes of the organization (see Article II) and advise the board of potential issues.

E. The Board of Trustees shall report the status of the Permanent Funds to the Executive Board on a regular basis following their annual meeting or as often as maybe required.

F. An annual written Activity and Financial report shall be filed with the minutes of the Annual Meeting

G. Members of the Board of Trustees shall not be required to give bond for their faithful performance of their duties

H. The minutes of the meetings of the Board of Trustees shall be open to review.

I. It shall be the duty of the Trustees to exercise prudent financial judgment in investments of reserve funds to the organization so as to protect the purchasing power of the funds entrusted to it from the effects of inflation and general economic changes. To this end, such funds may be invested in savings accounts, certificates of deposits, savings bonds, and other interest bearing instruments.

Section 2: Permanent Funds

- A. The Board of Trustees shall administer the Permanent Funds defined as follows:
1. Twelve monthly mortgage/lease payments to cover principal, interest, and fees, and/or building improvement payments.
 2. Annual payment of taxes on all property.
 3. Annual insurance payments for the policy(s) on the building, land, and other properties to cover:
 - a. General Liability (theatrical floater).
 - b. Fire, wind damage, vandalism.
 4. The sum equal to at least 10% of the sum of items 1,2,and 3 to be accumulated in saving or checking accounts, or other suitable investment, for the following purposes:
 - a. 60% Minor building repair, equipment, and equipment maintenance.
 - b. 25% Board of Trustees expenses such as legal, auditing, etc.
 - c. 15% Held in reserve for one year.
 - d. At the end of each fiscal year, any excess funds, including those held in reserve, may then be transferred to investment accounts in accordance with Article X, Section I, J.
- B. Monies for the mortgage, insurance, and taxes will be placed in escrow to be paid when due.
- C. Withdrawal or transfer of funds from, or within, any account may be by any two of the three signatures, but normally by the Chairman and Secretary-Treasurer.
- D. All donations and gifts received by Theatre of North Texas, for purpose of real property purchases or improvements shall be transferred to the appropriate purpose.
- E. Excess monies present to the Trustees by the Executive Board will be placed in investment accounts.
- F. All costs in connection with transfers of ownership resulting from the Board's activities shall be paid out of Permanent Funds.

Section 3: Real Property.

The Board of Trustees shall represent the organization in the ownership of all real property and the management of the Permanent Funds. They shall exercise prudence in the management. When acquisition or disposal of property is approved, the Trustees shall negotiate such matters.

ARTICLE XI Dues And Charges

Section 1: Public Admission.

Admission tickets may be sold to the general public from the Theatre of North Texas productions unless otherwise determined by the Executive Board. Prices for admission tickets shall be established by the Board of Trustees and the Executive Producers.

Section 2: Social Events.

Charges for attendance at social events shall be established by the Board of Trustees.

ARTICLE XII ELECTIONS

Section 1: Method of Electing.

All officers shall be elected by written ballot at the Annual Meeting. The slate will be comprised of nominations made from the floor, provided consent of the nominee has been obtained in advance. Nominations will be provided from the floor.

Section 2: Nominations from the Floor.

Nominations made from the floor shall be received by the presiding officer and do not require seconds. Floor nominees must agree to nomination.

ARTICLE XIII THEATRICAL POLICY

Section 1: Policy.

Theatre of North Texas states the following to be their basic theatrical policy:

- A. That a goal of the organization is to achieve a finished production of any theatrical presentation.
- B. That plays shall be selected with due regard for excellence, audience appeal, and production practicality.
- C. That further goals shall be provide the opportunity and media for the exercise and enhancement of the creative talents and skills of interested persons; foster the enjoyment of the production staff in presenting the best of live theatre; and improve the cultural education and development of the community through the presentation of theatrical productions.

Section 2: Casting.

The selection of performers to fill the roles of a play shall be based solely on the candidates' abilities to portray and project the roles in question, and, in the case of season ticket plays, must be based on public auditions. The casting of a play shall be under the control of the Director and Executive Producer. Advance public notice of auditions must be made. Auditions shall be held over a sufficient period of time to provide all interested persons an opportunity to appear.

Section 3: Directors.

A Director shall be chosen for each play by the Executive Producers and approved by the Board of Trustees prior to the beginning of the theatrical season. Due regard shall be given to the ability and experience of the candidates. The Director shall be responsible for the overall production of the presentation.

ARTICLE XIV FISCAL YEAR

The Fiscal Year of the Theatre of North Texas shall be from July 1 to June 30.

ARTICLE XV AMENDMENTS

Section 1: Method of Amending.

Amendments to these Bylaws may be proposed by any member of the Executive Board or Board of Trustees. They shall be submitted in writing by the sponsoring member and be distributed to each member of the Board of Trustees and Executive Board for the purpose of review.

Section 2: Adoption.

These Bylaws may be amended by the two third affirmative vote of the Executive Board voting at a general, specific, or annual meeting at which there is a quorum present.

ARTICLE XVI PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall govern this organization, except insofar as they may be inconsistent with these Bylaws.