

Pickerington Community Theatre

By-Laws

Article I. Name

The name of this non-profit community theater shall be Pickerington Community Theatre, Inc., henceforth known as PCT.

Article II. Purpose and Operation

The organization shall:

- A. Preserve, promote, and perform all types of living theater in the community. This mission will be achieved through the encouragement of intergenerational participation.
- B. Welcome and encourage all those who wish to participate, help, and express themselves through the theater, both onstage and off.

Article III. Membership

- A. Voting Membership. Membership is open to anyone 18 years or older who wishes to be active in the organization.
- B. New members may join at any time by paying dues to the Treasurer; membership is not pro-rated; renewal happens at Annual Meeting/summer picnic
- C. Rights of Members. All members shall receive:
 - a. The PCT Newsletter and other notices of events occurring at the theater.
 - b. Invitations to performances, meetings, workshops, award ceremonies, the Annual Meeting/summer picnic, and related public events.
 - c. All members are encouraged to attend any General Membership Meetings and may attend any Board Meeting, excluding annual retreat.
 - d. Upon request, members are entitled to a list of the membership.
 - e. Members 18 years and older are eligible to run for the board, and are allowed to vote for board members.
 - f. Only board members may make motions and vote on board business.

Article IV. Board of Directors

- A. Composition of the Board of Directors.
 - a. The Board of Directors shall be composed of at least nine (9) and no more than thirteen (13) members selected from the voting membership.

- b. Board members shall serve three-year terms.
- B. Removal From Office of a Board Member.
 - a. A Board Member who misses three unexcused (as determined by the President) scheduled Board Meetings in a term year, may have his/her seat declared vacant upon approval of the Board.
 - b. Twenty-five (25) percent of the membership may present to the Board a petition to remove a Board Member. The Board will review it and present it in writing to the entire Membership. A three-fourths (3/4) vote of the Membership will remove the member.
 - c. One third (1/3) of Board Members may submit a motion to the Board asking for the removal of a Board Member who has consistently not performed his/her tasks. The motion shall be voted on by the Board, including the President, by secret ballot. A three-fourths (3/4) majority vote shall be required to remove the Board Member from his/her position.
- C. Filling a Vacancy on the Board of Directors.
 - a. In the event of a resignation or vacancy on the Board of Directors, the President shall appoint a successor from the rolls of the membership upon approval of the Board.
 - b. The replacement member will serve to the conclusion of the term of the member whom he/she is replacing.
- D. Board of Director Responsibilities and Requirements. To the greatest extent possible, Board Members are expected to:
 - a. Attend all monthly Board meetings.
 - b. Attend a performance of all regularly scheduled shows.
 - c. Vote on:
 - i. the creation or disbandment of organizational committees;
 - ii. positions and position descriptions;
 - iii. season shows, and
 - iv. other proposed Board actions as needed.
 - d. Assist with the following ongoing tasks:
 - i. audition registration and related administrative processes;
 - ii. administrative duties during the performance runs of shows (e.g., volunteering for concessions, child wrangling, box office, etc.);
 - iii. show strikes;
 - iv. serving on at least one PCT committee;
 - v. marketing and show promotion endeavors; and
 - vi. community outreach events (e.g., parades, festivals, town meetings, etc.).

- e. Only board members may make motions and vote on board business.

Article V. Officers of the Board of Directors

- A. There shall be four (4) Executive officers from among the board members, namely a President, Vice President, Secretary and Treasurer.
 - a. These officers shall be elected by the Board of Directors for a one-year term at the first Board Meeting following the yearly election of the new Board Members.
 - b. The retiring officers shall be responsible for all unfinished business occurring during their term in office.
 - c. The Board Member chosen as President must have served at least the previous year on the Board of Directors.
- B. Duties of the Officers of the Board of Directors.
 - a. The President shall:
 - i. Preside at all PCT meetings.
 - ii. Act as chairperson of the Board of Directors
 - iii. Solicit meeting agenda items from Board members and voting membership.
 - iv. See that the terms of the Constitution and By-Laws are properly executed.
 - v. May assign Board Members to areas of responsibility (committees & positions), assist and make sure they fulfill their responsibilities.
 - vi. Acts as the primary liaison between PCT and facility/rental space contacts.
 - vii. Appoint special committees as needed.
 - viii. Act as ex-officio member of all committees.
 - ix. Appoint qualified voting members to fill vacancies on the Board of Directors with the approval of the Board.
 - x. Keep important records, documents, correspondence, and files for the organization.
 - xi. Act as arbitrator and mediator in a conflict situation.
 - b. The Vice-President shall:
 - i. Take the place of the President in any situation in which the President is unable to fulfill his/her duties.
 - ii. Assume the office of the President upon the President's incapacity, resignation, or death.
 - iii. Assist the President in making sure that all Board members carry out their assigned duties and responsibilities.

- iv. Oversee endeavors in social media and public outreach, ad sales promotions, fundraising, and special event coordination.
 - v. Act as arbitrator and mediator in a conflict situation.
 - c. The Secretary shall:
 - i. Be present and take minutes at all PCT meetings.
 - ii. Send out minutes of previous Board and/or Executive meetings in advance of the next meeting.
 - iii. Regularly check mailbox and distribute mail.
 - iv. Take care of assigned correspondence.
 - v. Take a roll call at each Board Meeting and keep track of attendance.
 - vi. Maintain a permanent file of the minutes of all PCT meetings and any other documents, as requested.
 - d. The Treasurer shall:
 - i. Handle all finances of PCT and set up such books, records and procedures for collecting income and paying obligations as he/she and the Finance Committee deem necessary for proper financial management.
 - ii. Make available a monthly report on the finances.
 - iii. With the Executive Committee, set up yearly budgets for the organization as well as review and reconcile show budgets.
 - iv. Prepare a financial statement for each show.
 - v. Arrange for preparation and filing of tax returns.
 - vi. Assist in fundraising whenever possible.
 - vii. Maintain files of all financial reports and business in the PCT office.
 - viii. Sit on the Finance Committee.

Article VI. Meetings

- A. Board Meetings shall be scheduled at least monthly at a time agreeable to the majority of the Board Members.
- B. Meetings shall be called by the President or any executive officer when an immediate decision is needed, or in an emergency. Meetings may be convened in person, over electronic mail, or by conference call with Board Members.
 - a. Emergency meetings may consist of any or all of the following:
 - i. Changes of deviation in policy or procedures in emergency situations.
 - ii. Necessary changes in season, directors, personnel, or the building.
 - iii. Approving expenditures up to \$1,000.
 - b. The Executive Committee will assign Committee Chairs and Positions. New committee chairs will be responsible to recruit for their committee and

schedule regular meetings. At least 50% of the newly formed committee will be PCT members (not just Board members).

- C. Quorum at Board Meetings.
 - a. Two-Thirds (2/3) members of the Board shall constitute a quorum, and may decide an issue before the Board.
- D. Voting.
 - a. The President may only vote in the event of a tie vote.
 - b. A Board Member shall be entitled to cast a vote in absentia on an issue at a Board Meeting by sending a signed letter, or email, indicating his/her vote to the meeting where the issue is being decided.
- E. General Membership meetings shall be held at least annually and may take the form of a workshop, program, party, picnic, or review of the business and action of the Board. Policy, general information and activities of the group may be shared. Major issues, as determined by the Board ahead of time, should be approved by a majority of members present.
- F. Special parties, open houses, and other events may be scheduled by the Board as deemed necessary and appropriate.

Article VII. Elections

- A. A Nomination Committee should be appointed by the Board 2 months before the annual meeting, and shall consist of 3-5 members who are a mix of Board Members and General Members. Members of the Nominating Committee are not eligible to run for the Board of Directors.
- B. If no separate Nomination Committee is appointed by the Board, then the Board itself shall act as the ad hoc Nomination Committee, as defined by Article VII.C below.
- C. Duties of the Nomination Committee.
 - a. Shall produce a slate of qualified candidates for the available positions on the Board of Directors, based on the nominations that have been submitted to the Board of Directors.
 - b. Qualifications for eligibility for serving on the Board of Directors may be demonstrated by any or all of the following:
 - i. The candidate has already participated in the majority of the duties that Board members are expected to fulfill, as defined by Article IV.D.d above;
 - ii. The candidate has been on a production team, and performed his/her duties to the satisfaction of the Board, for at least two PCT shows;
 - iii. The candidate has served as the Lead on a PCT committee for at least one year.

- c. Nominations may come from the Board, the Committee or from the General Membership.
- d. All nominations must have the consent of the nominee.
- e. Nomination Committee shall prepare a ballot of the candidates at least one week prior to the election, in order to be available for absentee ballots.
- f. Nominees shall be voted on during the annual membership meeting. Members of the Committee shall count the ballots and announce the results immediately.

Article VIII. Procedures

- A. Rules of Order shall be *Robert's Rules of Order* (cheat sheet attached here as Appendix A).
- B. The regular season shall follow the Calendar Year.
- C. Bills shall be submitted to the Treasurer for payment. Bills must always be accompanied by a PCT reimbursement form and receipt of back-up material (e.g., receipts, invoices, etc.) indicating the nature of the charge, within 90 days.
- D. Income will be submitted to the Treasurer in full amount with no deductions taken for expenses of any kind.

Article IX. Proposed Changes in By-Laws

- A. A member may petition that the By-Laws be changed, amended or rescinded.
- B. The Board of Directors shall draft the working of the changes, subject to the approval of the Membership, asking for the change.
- C. The President of the Board shall present the proposed changes to all voting members not less than fifteen (15) days prior to the vote, which shall take place at the next scheduled Board meeting.
- D. A period of two months must elapse before any proposed By-Laws changes, which fail to pass, may be resubmitted for a vote.
- E. The Board of Directors will review and amend by-laws every 5 years but may not be amended more than every 2 years.

Article X. Dissolution

PCT may be dissolved only by a unanimous vote of the voting membership responding to a notification of such vote sent by certified letter to each voting member thirty days prior to the vote. The voting members may vote by absentee ballot submitted to the President by the time of the vote referred to in in the certified letter or in person at the announced time and place. A vote to disband must be unanimous; otherwise, the members wishing to continue have the right to do so.

In the event PCT is dissolved, all real property is to be donated to another theatre group. Any available money is to be equally divided between the Pickerington high schools. All receiving organizations must be tax exempt within the meaning of section 501(c)(3) of the Internal Revenue's Code or corresponding section of any future federal tax code.

It will be the responsibility of the Board of Directors to make these determinations and to see that the disbursements are carried out. This shall be the final act of the Board of Directors.

Article XI. Ratification

These By-Laws shall become law and replace any previous By-Laws when ratified by a two-thirds (2/3) majority of the membership present at the meeting when the vote is taken or responding in absentia prior to the meeting by signed, written ballot to the President or Vice President, as indicated above in Article IX. Written and signed ballots are the only acceptable form of votes for ratification. All members shall have fifteen (15) days to examine these By-Laws prior to voting ratification.

By-Laws voted on and approved: [INSERT DATE OF APPROVAL HERE]