

STARKVILLE COMMUNITY THEATRE BYLAWS

Approved 1980

Amended 1982, Amended 2005, Amended 2008, Amended 2016, Amended 2018

ARTICLE I. PURPOSE

This corporation is organized to further civic improvement in the City of Starkville and in Oktibbeha County, Mississippi, and elsewhere, by means of establishing a Community Theatre for the presentation of the dramatic arts; to stage and produce plays and dramatic performances and to do and engage in all forms of activity commonly associated with the theatre or entertainment; to hold, own, operate and lease real and personal property needful and necessary to carrying out the stated purposes of the corporation; to do, engage in, and promote any and all activities needful and necessary for carrying out the purposes of said corporation, and to make reasonable efforts to support the educational development and entertainment for the general public; to contract with any and all entities as may be reasonably necessary to carry out the stated purposes of the corporation; and to engage in any and all related business activities which may be necessary by reason of the stated purposes of the corporation.

ARTICLE II. OFFICES

The principle office of the corporation in the state of Mississippi shall be located in The City of Starkville, County of Oktibbeha. The corporation may have such other offices, either within or without the State of Mississippi, as the Board of Directors may designate or the business of the corporation may require from time to time. The registered office of the corporation, required by Section 11-3 of the Mississippi Code of 1972, as annotated, to be maintained in the State of Mississippi may be, but need not be, identical with the principal office in the State of Mississippi, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III. MEMBERSHIP

Section I. Meetings

The meetings of the membership shall be held no fewer than four (4) times in a fiscal year to be determined by the Board. Members are patrons, donors, and volunteers.

Section II. Quorum

At any business meeting of the membership, no fewer than ten (10) people will constitute a quorum.

Section III. Voting

Subject to the provisions of these Bylaws, each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of the membership.

Section IV. Proxies

At all meetings of the membership, a member must vote in person and not by proxy.

Section VI. Place of the meeting

The Board of Directors may designate any place, either within or without the State of Mississippi, as the Place of any regular meeting or any annual meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section I. General Powers

The business and affairs of the corporation shall be under the supervision of its Board of Directors. The Board shall be responsible for the establishing of policies and operating procedures of the corporation, including the hiring and termination of employees, and shall assist the officers in fulfilling the purposes of organization.

Section II. Number and Tenure

There shall be seventeen (17) Directors of the corporation, including eight (8) officers who shall serve a term of two (2) years and nine (9) rotating positions who shall serve a term of three years. By no later than May 15th, three Directors shall be elected to the Board of Directors by the membership. A printed ballot of nominees shall be prepared by the Nominating Committee; nominees must have consented to serve, if elected. A Director who has served two, three-year, consecutive terms will not be eligible for re-election for a period of one year. If a vacancy on the Board occurs, a Director to fill the unexpired term shall be recommended by the President and voted on by the Board. A Director will be automatically removed after three (3) consecutive unexcused absences.

Section III. Officers

The President of Starkville Community Theatre shall serve as *ex officio* member of the Board and as the non-voting Chairman/Chairwoman of the Board except in cases of a tie.

Section IV. Regular Meetings

The Board of Directors may provide, by resolution, the time and place, either within or without the State of Mississippi, for the holding of regular meetings without notice other than such resolution.

Section V. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Mississippi, as the place for holding any special meeting of the Board of Directors called by them. The Meetings shall be governed by *Robert's Rules of Order*.

Section VI. Notice

Notice and agenda of any special meeting shall be given at least seven (7) days prior to the called meeting. Written notice shall be delivered personally or emailed to each Director. Any Director may waive his or her notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the

express purpose of objecting to the transaction of any business because the meeting is not properly called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors needs be specified in the notice. The President may call an emergency meeting with good cause by preferred communication method with at least twenty-four (24) hours' notice.

Section VII. Quorum

A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors in attendance may adjourn the meeting from time to time without further notice.

Section VIII. Manner of Acting

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section IX. Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken via email or text and acted upon by a majority vote.

Section X. Compensation

No compensation except actual out-of-pocket expenses for any member of the Board shall be offered or paid.

ARTICLE V. OFFICERS

Section I. Officers

The officers of the corporation shall be a President, a President-Elect, a Vice-President in charge of Play Selection, a Vice-President in charge of membership, Vice-President of Publicity, a Secretary, a Treasurer, and a Past President elected by the membership. Such other officers and assistant officers as may be deemed necessary may be elected by the membership or appointed by the Board of Directors with the consent of the membership. No person shall be entitled to hold more than one office at the same time.

Section II. Election and Term of Office

Officers of the corporation shall be elected by the membership by no later than May 15th and shall assume their offices in July. (Newly elected officers should work with the outgoing officer in a transition period from May to June). The term of office is two years.

Section III. Removal

Any officer or agent may be removed by the Board of Directors or by the membership whenever in their judgment the best interest of the corporation will be served thereby. Any Director with three (3) consecutive unexcused absences from meetings will be automatically removed.

Section IV. Vacancies

A vacancy in any office may be filled at the next regular meeting by an election by the Board of Directors for the unexpired portion of the officer's term.

Section V. President

The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the membership. The President with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, will sign deeds, mortgages, bonds, contracts, notes, or other instruments which the Board of Directors has authorized to be executed, excepting cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section VI. President Elect

The President Elect shall perform all duties as set forth by the President. In the absence or incapacitation of the President, the President Elect shall perform the duties of the President, with all attendant powers and restrictions. This officer shall ascend to the Presidency.

Section VII. Vice-Presidents

The Vice-Presidents shall perform such duties as may be assigned to them by the President.

Section VIII. Secretary

The Secretary shall (a) Keep the minutes of the proceedings of the membership and of the Board of Directors in one or more books provided for that purpose; (b) See that all notices are given in accordance with the provisions of these Bylaws or as required by law; (c) Be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; and (d) In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section IX. Treasurer

The Treasurer shall (a) Have charge and custody of and be responsible for all funds and security for the corporation; (b) Receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; and (c) In general perform the duties incident the office of Treasurer and such other duties from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of all duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section X. Past President

The immediate past president shall serve as an *ex officio* officer.

Section XI. Salaries

No Director of the corporation shall receive a salary for services, though each officer may be recompensed for actual out-of-pocket expenses.

Section XII. Nominating Committee

A nominating committee of at least three (3) members shall be named by the President no later than March. The committee shall prepare a printed ballot of candidates to be voted on by the membership at the April business meeting. Candidates must have consented to serve in the offices, if elected.

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section I. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the corporation, and such authority may be general or consigned to specific instances.

Section II. Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section III. Checks, Drafts, and Other Payments

All checks, drafts or other orders for the payment of money, notes and other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in the manner as shall from time to time be determined by resolution of the Board of Directors.

Section IV. Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or depositories as the Board of Directors may select.

Section V. Paid Positions

The Board of Directors by majority vote can create and dissolve paid positions as needed.

ARTICLE VII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the 30th day of June in each year.

ARTICLE VIII. CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the State of the Corporation and the words "Corporate Seal."

ARTICLE IX. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these Bylaws or under the provisions of the articles and corporation or under the provisions of the Mississippi Code of 1972, as annotated, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X. AMENDMENTS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted at any regular or special meeting of the membership. Proposed changes must be presented, in writing, one month before they are to be voted on.

ARTICLE XI. EXECUTIVE COMMITTEE

Section I. Executive Committee

The officers of the corporation as specified in Article V will constitute the Executive Committee. The designation of such a committee shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section II. Quorum

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the Executive Committee must be authorized by the affirmative vote of the majority of the present at a meeting at which a quorum is present.

Section III. Actions Without a Meeting

Any action required or permitted to be taken by the Executive Committee at a meeting may be taken via email or text and acted upon by a majority vote.

Section IV. Vacancies

Any vacancy in the Executive Committee shall be filled under the provision of Article IV of these Bylaws.

Section V. Resignation or Removal

Any member of the Executive Committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors. Any members of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE XII. COMMITTEES

Section I. Committee Appointment

All committees, as needed, shall be appointed from the membership by the President.

Section II. Duties

Any committee organized under the authority of this article shall have any duties and obligations as are necessary to carry out the purposes of their organization.

ARTICLE XIII. NON-DISCRIMINATION

The corporation does not discriminate on the basis of race, color, religion, national origin, sexual orientation, veteran status, age or disability, or any other protected status under federal, state, or local law.