

BYLAWS OF THE SOUTH VALLEY CIVIC THEATRE
A NON-PROFIT CORPORATION
(Approved March 1988; Amended March 2005, March 2007, March 2008)

This is a proposed 2010 revision of the bylaws as recommended by the Board of Directors for submission to the SVCT membership. Additions and changes to the text since the 2008 version are shown in *this format*. Deletions and old text that has been changed are shown in *this format*.

ARTICLE I. GENERAL

SECTION 1. NAME

The name of this organization shall be the South Valley Civic Theatre.

SECTION 2. PURPOSE

The purpose of this organization shall be to provide our local communities with theatrical productions and the functions of the performing arts according to the community interest. As a non-profit organization, all funds received shall be used to pay the expenses the organization incurs in staging its productions and furthering the development of the fine arts in the area of stage performances—musicals, dramas and comedies.

SECTION 3. FISCAL YEAR

The organization shall operate on a fiscal year basis of January 1 through December 31.

ARTICLE II. MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP AND DUES

The classes of membership and annual dues of each shall be established by the Board prior to the year of membership.

SECTION 2. COMPLIMENTARY ITEMS

Each class of membership shall be entitled to ~~such complimentary items, i.e., tickets to productions, as may be~~ *privileges* determined by the ~~General~~ Board of Directors ~~from time to time~~.

SECTION 3. ANNUAL MEETINGS

The membership shall have one (1) annual meeting to be held during the month of March. The exact date shall be determined by the ~~General~~ Board of Directors. Notice of such meeting shall be given at least seven (7) days prior to the meeting. Said notices shall contain the place, day and hour of the meeting and shall state the general nature of the business proposed to be considered and acted upon. The outgoing President shall preside over the annual meeting.

SECTION 4. QUORUM

A quorum of the membership shall consist of ten (10) members entitled to vote.

SECTION 5. LIABILITY

No member of the organization shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to the assets of the organization for payment.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. NUMBER

The ~~General~~ Board of Directors shall consist of no less than ten (10) members including no less than seven (7) officers (as defined in Article IV, Section 1). The officers of the ~~General~~ Board of Directors shall be the Executive Board.

SECTION 2. POWERS

The Executive Board shall manage and operate the affairs of the organization. The ~~General~~ Board of Directors shall advise the Executive Board on all matters pertaining to the affairs and operation of ~~the Community~~ *South Valley Civic Theatre*. ~~The General~~ *Members of the* Board of Directors shall chair committees as necessary.

SECTION 3. QUALIFICATIONS

Each ~~General~~ board member must be a member of the organization, ~~and may be a member of the cast, or production staff, if so desired, and shall serve in an advisory capacity. The Executive Board members shall have the same minimum qualifications as a General Board member.~~ If two or more board members are from the same household, no two can hold the offices of President and Treasurer during the same term.

SECTION 4. EXPECTATIONS

Members of the Board of Directors are expected to work in some capacity on every show during their term, to attend all shows, on opening night if possible, to take an active part in all Board meetings, and to promote South Valley Civic Theatre in the community.

SECTION 5. TERM

The term of each member of the Board of Directors shall be one (1) year. There is no limit to the number of terms a board member may serve.

SECTION 6. ELECTIONS

The membership *of the organization* shall elect *the officers and all other* members of the ~~Executive Board and General~~ Board of Directors. A nominating committee shall present a slate of recommended candidates to the membership during the annual meeting to be voted upon by the membership at that time. Nominations will be accepted from the floor, providing the nominee has given his or her consent to run prior to the nomination.

SECTION 7. ACTION

The ~~Executive Board and the General~~ Board *of Directors* shall ~~each~~ act by majority vote *except as specified elsewhere below*.

SECTION 8. QUORUM

A quorum of the ~~General~~ Board of Directors *acting as a whole* shall be the number present.

~~A quorum of the Executive Board shall be at least four (4) members.~~
Participation, either in person or remotely, of at least five (5) members of the Executive Board shall be required for a quorum of that body.

SECTION 9. VACANCIES

Any vacancy or vacancies in the Executive Board of Directors resulting from death, incapacity, resignation, removal, or otherwise shall be filled by nominations and majority vote of the ~~remaining General~~ Board ~~members.~~ *of Directors. The Executive Board shall make an interim appointment from members of the Board of Directors if required before a general meeting of the Board .*

Any *other* vacancy or vacancies in the ~~General~~ Board of Directors resulting from death, incapacity, resignation, removal, or otherwise ~~shall~~ *may* be filled by nominations and majority vote of the remaining ~~General~~ Board members.

SECTION 10. REMOVAL

Any ~~board~~ member may be removed from ~~office~~ *the Board of Directors*, for cause, by *an affirmative vote of at least four members of* ~~a vote of the a majority of~~ ~~members of~~ the Executive Board ~~members~~ then in office. Failure by a board member to attend three (3) consecutive regular meetings of the Board of Directors may be cause for removal ~~as a board member~~.

SECTION 11. MEETINGS

Meetings of the Executive Board of Directors shall be held on a regular basis, normally monthly, and are open to all South Valley Civic Theatre members. each month as determined by a vote of the Board of Directors at the beginning of each term. The General Board shall meet a minimum of four (4) times a year. All board meetings shall be open to all board members. Special Executive Board meetings may be closed and are called by the President as deemed necessary.

SECTION 12. COMPENSATION

No person shall receive compensation for their services as a member or officer of the Executive Board or General Board of Directors. A Board member shall abstain from voting on any matter which involves personal compensation for other services to the Board.

ARTICLE IV. OFFICERS OF THE BOARD OF DIRECTORS

SECTION 1. EXECUTIVE BOARD AND OFFICERS

The officers of the Board shall be: President, Vice President of Box Office, Vice President of Publicity, Treasurer, Secretary, Past President, and Membership Chair. All officers serve as the Executive Board. Other officers may be added if necessary with the approval of the General Board of Directors. The officers will also serve on the General Board of Directors during their term of office.

SECTION 2. TERM

The officers of the Board of Directors shall serve a term of one (1) year from the time of election, or until their successors are elected. Officers may serve more than one term, but they must be re-elected each year. The president and the treasurer shall serve no more than two (2) consecutive terms.

REMOVED SECTION. ELECTIONS

The membership shall elect all officers of the board. A Nominating Committee shall present a slate of recommended officers to the membership during the annual meeting to be voted upon by the membership at that time. Nominations will be accepted from the floor, providing the nominee has given his/her consent prior to the nomination.

REMOVED SECTION. VAGANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled for the remainder of the term by the General Board of Directors.

SECTION 3. PRESIDENT

Subject to the control of the Executive Board, the President shall have general supervision, direction, and control of the business affairs of the organization. The President shall preside at all meetings of the General Membership, Board of Directors, and Executive Board, and shall be an ex-officio member of all committees except the Nominating Committee. *The President shall strive to submit an agenda for each Board meeting at least seven (7) days prior to the meeting.* The President shall have other such powers and duties as may be prescribed from time to time by the Executive Board.

SECTION 4. VICE-PRESIDENT OF BOX OFFICE

The Vice President of Box Office shall be responsible for staffing all activities involving ticket sales, ordering/printing tickets, depositing box office receipts, and any other box office duties. The Vice President of Box Office shall have other duties as may be prescribed from time to time by the Board of Directors ~~and duties as outlined in the appropriate job description.~~

SECTION 5. VICE-PRESIDENT OF PUBLICITY

The Vice President of Publicity shall be responsible for all activities required for accurate and timely public notification of upcoming events and activities, including but not limited to, publicity posters, newspaper coverage, and advertisements, and for preserving these materials in an orderly manner. The Vice President of Publicity shall have other duties as may be prescribed from time to time by the Board of Directors ~~and duties as outlined in the appropriate job description.~~

SECTION 6. SECRETARY

The Secretary shall keep minutes of General Membership and Board of Directors meetings. The Secretary shall submit the minutes of the meetings to each member of the Board of Directors *in a timely manner* prior to the next Board meeting. The Secretary shall conduct all correspondence necessary to the administration of affairs of the organization and shall maintain the files and records of the organization. The Secretary shall have other duties as may be prescribed from time to time by the Board of Directors ~~and duties as outlined in the appropriate job description.~~

SECTION 7. TREASURER

The Treasurer shall receive and safely keep all funds of the organization, with the exception of deposited box office receipts, and deposit ~~it~~ *them* in such bank or banks as may be designated by the Board of Directors. Such funds shall be paid out only on the check of the organization, signed by one of the following: Treasurer, President or Past President. A check written for any amount over ~~one thousand~~ *two thousand five hundred* dollars (\$2500.00) will require the signature of any two of the above-mentioned officers. The Treasurer shall provide appropriate monthly reports which indicate receipts and disbursements. These reports shall be reviewed and approved by the Board of Directors at the regular monthly meetings. Also, the Treasurer has the responsibility to prepare necessary documents for audit, in accordance with Federal and State requirements. All documents will be prepared and submitted to audit on a timely basis. The Treasurer shall maintain the post office box. The Treasurer shall have other duties as may be prescribed from time to time by the Board of Directors ~~and duties as outlined in the appropriate job description.~~

SECTION 8. PAST PRESIDENT

The Past President will assist the President in an advisory capacity on matters of the organization. In addition, the Past President shall serve as a member of the Executive Board. In the absence or disability of the President, the Past President shall perform all duties of the President, and in so doing shall have all the powers of the President. The Past President shall have other duties as may be prescribed from time to time by the Board of Directors ~~and duties as outlined in the appropriate job description.~~

SECTION 9. MEMBERSHIP CHAIR

The Membership Chair shall be responsible for organizing the annual membership drive, the membership brochure, membership letters, and any duties concerning the general membership of the organization. The Membership Chair shall maintain the membership roster. The Membership Chair shall have other duties as may be prescribed from time to time by the Board of Directors ~~and duties as outlined in the appropriate job description.~~

ARTICLE V. APPOINTED STAFF

SECTION 1. PRODUCTION STAFF

The President shall appoint a Producer *or Producers* for each production with the approval of the Board of Directors. The Producer(s), in turn, shall appoint production staff members as needed for the production such as: Show Director, Music Director, Choreographer, Stage Manager and Technical Director.

SECTION 2. PRODUCER

The Producer(s) shall have sole responsibility and authority for the production and management of the staff, and for all coordination with the Board of Directors. The Producer(s) shall be responsible for ~~preparing a proposed~~ *following the established* budget ~~and or presenting it an alternative~~ for Board approval. The Producer(s) ~~has all authority over spending.~~ *shall monitor all expenditures of the production.*

SECTION 3. SHOW DIRECTOR

The Show Director shall have authority and responsibility for the creative direction of the production for which appointed. The Show Director shall be responsible directly to the Producer(s) ~~for duties as outlined in the appropriate job description.~~

SECTION 4. OTHER PRODUCTION STAFF

All other production staff members shall be responsible to the Producer(s) ~~as outlined in the appropriate job descriptions.~~

SECTION 5. REMOVAL

The Producer(s) may remove any appointed staff. The Producer(s), subject to the approval of the Executive Board, may remove the Show Director. *A Producer can be removed by approval of the Executive Board.*

SECTION 6. FULL OR PART-TIME PAID STAFF

The Executive Board, if necessary, may hire full- or part-time paid staff members. The Executive Board shall outline the duties of paid staff members at the time of employment. The Executive Board shall require paid staff members to give regular accountings of activities for which they are compensated by the Board.

ARTICLE VI. STANDING COMMITTEES

SECTION 1. NOMINATING COMMITTEE

The Nominating Committee shall consist of no less than five (5) members of the ~~General~~ Board of Directors or the General Membership. It shall be the duty of the committee to find and recommend nominees for any vacancy which may occur during the year. The President shall not be a member of the Nominating Committee.

SECTION 2. PLAY READING COMMITTEE

The play reading committee shall consist of at least five (5) members of the ~~General~~ Board of Directors or General Membership. They shall be responsible for reading and selecting suitable material for production by the organization. The *Committee shall request publisher's rights before submitting* recommendations ~~shall be submitted~~ to the ~~General~~ Board of Directors for final approval.

ARTICLE VII. ELECTIONS

SECTION 1. NOMINATING COMMITTEE REPORT

The Nominating Committee shall present a *written* report to the Board of Directors at a regular meeting. The report of the Nominating Committee, if accepted and approved by the Board, shall be announced to the General Membership at least fourteen (14) days prior to the annual meeting.

SECTION 2. ELECTIONS

Elections shall be by voice vote, unless a written ballot is requested by any member. In the event of a written ballot, the votes shall be counted by the Secretary.

ARTICLE VIII. AMENDMENTS

SECTION 1. AMENDING THE BYLAWS

These by-laws may be amended at any meeting of the membership, provided that notice of a vote on the proposed amendments is given to members at least fourteen (14) days prior to the meeting. Proposed new by-laws and/or amendments must be made available to the General Membership upon request. Any amendment or new by-law must be approved by a two-thirds majority vote of those present.