

# **Starkville Community Theatre Bylaws**

*Approved 1980*

*Amended 1982, 2005, 2008, 2016, 2018, 2019, 2021 and 2023*

*Revised 2021, 2024, 2026*

## **Article I. Purpose**

The Starkville Community Theatre is a non-profit (501c3) Corporation which exists for the presentation of the dramatic arts in Starkville, Miss. The Corporation is also dedicated to the education, promotion and financial support of the arts in Starkville, Oktibbeha County and the surrounding area.

## **Article II. Offices**

The principal offices of the non-profit (501c3) Corporation will be located and maintained in the city of Starkville, Miss.

## **Article III. Membership**

### **Section 1. Members**

Membership is open to all season ticket holders, active volunteers, sponsors, and donors.

### **Section 2. General Meetings**

At least two (2) general meetings are to be held annually. These will routinely take place in January and June, with the June meeting to include the yearly elections of Board Members. The date and time of each meeting will be established by the Board of Directors and made public no less than one month prior to the meeting. Each general meeting, Board meeting, executive committee meeting, and special meeting will follow Robert's Rules of Order.

### **Section 3. Quorum**

At any general meeting of the Membership at least ten (10) members will constitute a quorum.

### **Section 4. Voting and Proxies**

Each member attending a general meeting will be entitled to one vote upon each matter submitted to a vote at a meeting. The vote must be in person and not by proxy.

### **Section 5. Special Meetings**

Special meetings may be called by a majority of the Board of Directors with date and time established by the same. Notice of any special meeting called will be made public no less than one (1) week prior to the meeting.

## **Article IV. Board of Directors**

### **Section 1. General Powers**

The Board of Directors (the “Board”) shall have ultimate authority over the governance, affairs, and financial oversight of the Corporation and shall exercise all corporate powers in accordance with applicable law and these bylaws.

The Board is responsible for ensuring the organization fulfills its mission and for maintaining fiduciary oversight of all operations and assets. This includes, but is not limited to, approval of the annual budget, regular monitoring of financial performance, and ensuring appropriate financial controls are in place.

The Board shall establish and maintain the policies of the Corporation and shall be responsible for the hiring, supervision, evaluation, and termination of paid employees.

### **Section 2. Number and Tenure**

The Board shall consist of twelve to fifteen (12-15) members, and its members must be either a season ticket holder or volunteer who has invested significant time in the organization. Board members are elected from the general membership for a term of three (3) years. A Board member may serve for one additional three-year consecutive term. A past Board member may be considered for reappointment provided there has elapsed at least one (1) year since their last active directorship. Any Board member appointed to fill an urgent vacancy will also then be eligible to serve for two (2) terms consecutively at the end of the appointed term.

By April 1 of each year, the Nominations Committee shall identify anticipated Board vacancies and any additional Board positions authorized by these Bylaws for the upcoming fiscal year.

### **Section 3. Board Meetings**

The Board will meet at least six (6) times annually. The date and time of each meeting will be established by the Board and made public no less than one month prior to the meeting.

### **Section 4. Board Meeting Attendance**

Each Board member shall attend a minimum of two-thirds of all scheduled Board meetings during each fiscal year of service. A Board member who cannot attend a scheduled meeting must give notice prior to missing a meeting unless in case of emergency. A Board member missing more than the minimum required number of meetings is subject to removal at the discretion of the full Board.

### **Section 5. Quorum**

At any meeting of the Board, at least 50 percent plus one (a simple majority) of all directors will constitute a quorum.

## Section 6. Special Meetings

Special meetings of the Board may be called by the President or any two directors with the specifics of the meeting to be established by the same. Notice of any special meeting will be made public no less than one week prior to the meeting.

## Section 7. Vacancies

Any vacancy occurring on the Board, including a vacancy resulting from an increase in the number of directors, resignation, removal, death, or inability to serve, may be filled by a majority vote of the remaining members of the Board, even if less than a quorum remains.

A director elected to fill a vacancy shall serve for the unexpired portion of the term of their predecessor. The Board may choose to leave a vacancy unfilled for a reasonable period if it determines doing so is in the best interest of the Corporation.

## Section 8. Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a majority of directors consent in writing or by electronic transmission, provided that all directors are given notice of the proposed action and an opportunity to respond within a reasonable time. The results of such action shall be documented and included in the minutes of the next Board meeting.

## Section 9. Voting and Proxies

Each member attending the Board meeting will be entitled to one vote upon each matter submitted to a vote at a meeting. The vote must be in person and not by proxy.

# Article V. Officers

## Section 1. Officers

The Officers of the Corporation shall be a President, Past President, President-Elect, Secretary, and Treasurer.

The duties of the officers shall include those described in these bylaws and such additional duties as may be assigned by the Board. The Board shall maintain a Manual of Operations, which includes more detailed descriptions of the duties, responsibilities, procedures, and expectations associated with each officer's position to further define and support these roles.

## Section 2. Election and Term of Office

The election of officers shall be held at the May meeting of the Board, with officers assuming office on July 1.

Officers shall be elected by the Board from among the current members of the Board and shall serve for a term of one (1) year with the exception of Secretary or Treasurer who will

serve two years with a maximum of 2 consecutive terms or until their successors are duly elected and qualified. Election shall be by voice vote unless otherwise directed by a majority of the Directors present. A majority vote of the Directors present and voting shall be required for election.

Officers may be reelected provided they remain eligible members of the Board. No officer, except the Secretary and Treasurer, shall serve more than two (2) consecutive terms in the same office.

### Section 3. Vacancies

A vacancy in the office of President-Elect, Secretary, or Treasurer shall be filled by a Board member in good standing, to be decided by the Board at its next regular meeting. A vacancy in the office of President shall be filled by the active President-Elect immediately.

Any urgent issue pertinent to a vacant office can be handled in a special meeting of the Board if necessary.

### Section 4. President

The President shall be the principal executive officer of the Corporation, subject to the control of the Board and shall in general supervise the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the membership and Board.

The President, together with the Secretary or another officer authorized by the Board, may execute contracts, agreements, and other legal instruments on behalf of the Corporation, provided such actions have been approved by the Board. The Board may establish policies governing authorization thresholds and may delegate signing authority as appropriate. The President shall serve as a non-voting member of the Board of Directors and may cast a vote only in the event of a tie on any matter submitted for a vote by the Board or the general membership.

### Section 5. Past President

The Past President shall serve for the remainder of their Board tenure and assist the Corporation by advising the Board and Executive Committee providing continuity for the organization. If that individual's Board term will expire in the next fiscal year, the Past President will serve for one additional year on the Board. The Past President shall also serve as the chair of the nominations committee for Board Members and Officers.

### Section 6. President-Elect

The President-Elect shall assume the duties of the President at meetings of the membership and/or Board in the absence of the President. The President-Elect will maintain the Manual of Operations which includes the Bylaws and Policies and Procedures

of the organization and will meet with the season's directors to explain policies and procedures.

#### Section 7. Secretary

The Secretary shall ensure that accurate minutes are recorded for all meetings of the Corporation and shall maintain a record of attendance for members of the Board to assist in monitoring compliance with meeting attendance requirements and maintain the volunteer hours for the Board.

The Secretary shall maintain the minutes as part of the official book of minutes of the Corporation, together with other required corporate records, and shall ensure that such records are also archived in the approved location within the Board's designated file storage system.

The Secretary shall also maintain an up-to-date roster of all members of the Board, including their terms of service and dates of appointment, to ensure compliance with bylaws regarding Board composition and term limits.

In the absence of the Secretary, the President shall designate another member of the Board to record the minutes and attendance.

#### Section 8. Treasurer

The Treasurer shall oversee the financial affairs of the Corporation and ensure that accurate and complete financial records are maintained. The Treasurer shall review and monitor monthly financial statements and reports presented to the Board.

The Treasurer may work in coordination with a designated staff member, if such staff exists, who may assist with the day-to-day maintenance of the Corporation's financial records. In the absence of such staff, the Treasurer shall ensure that these duties are performed.

The Treasurer shall ensure that the Corporation's books and records are properly maintained, that appropriate financial controls are in place, and that regular financial reports are presented to the Board. Such reports shall include all bank accounts, investment accounts, and lines of credit of the Corporation.

The Treasurer shall serve as the Chair of the Finance Committee. The Committee shall present a budget for the next fiscal year at the May Board meeting.

The Board shall annually engage an independent Certified Public Accountant to conduct agreed-upon procedures or other appropriate financial review to assess financial controls and compliance.

## **Article VI. Compensation**

No compensation except reimbursement of actual out-of-pocket expenses shall be offered or paid to any Board member, officer, committee chair or other administrative volunteer.

## **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 each year.

## **Article VIII. Amendments**

These bylaws may be amended, revised or replaced by a two-thirds vote of all individuals at any general membership meeting or special membership meeting in which a quorum is present. Any proposed amendments to these bylaws must be made public at least 30 days prior to a scheduled vote.

## **Article IX. Committees**

### **Section 1. Committee Formation**

The Corporation shall establish standing committees to support the work of the Board. Each committee shall operate under the oversight of the Board and, when applicable, may work in coordination with staff. Chairs of committees shall report at each Board meeting.

The President shall appoint chairs of committees at the beginning of each annual term. The chair of each committee, with the advice and consent of the President and Board, may appoint members to the committee. The chairs are non-voting members unless there is a tie. Unless specified in the following section, each committee shall include at least three members with one being a member of the Board, and additional members shall, to the extent practicable, be drawn from the general membership and volunteers in order to encourage broader participation and provide opportunities for involvement in the management and activities of the Corporation.

To promote broad participation and effective governance, individuals should not serve as chair of more than one committee concurrently; however, the Board may approve exceptions when necessary to meet operational needs.

Committee chairs shall serve a term of two (2) years and may be reappointed for one additional consecutive term. Committee members shall serve a one-year term and may be reappointed.

The Board may establish additional standing or ad hoc committees as needed by majority vote.

## Section 2. Standing Committees

The standing committees for Starkville Community Theatre are the Executive Committee, Finance Committee, Nominations Committee, Building and Facilities Committee, Play Selection Committee, Marketing Committee, Scholarship Committee, and the Fundraising Committee.

- A. Executive Committee — The Committee shall consist of the officers of the Board. The President shall serve as Chair of the Executive Committee. The Board may designate a staff member, including the Executive Director if applicable, to serve as an ex officio, non-voting member of the Executive Committee. The Executive Committee may act on behalf of the Board between regular meetings, when necessary, provided that such actions are consistent with Board-approved policies and are reported to the Board at its next meeting.

The Executive Committee shall not have authority to:

1. Amend the Articles of Incorporation or Bylaws;
2. Elect or remove members of the Board;
3. Approve the annual budget;
4. Approve the sale, lease, or encumbrance of significant corporate assets;
5. Open, close or transact within bank accounts, investment accounts, credit card accounts, or other financial accounts in the name of the Corporation on behalf of the Corporation;
6. Borrow money, obtain loans or lines of credit, or otherwise incur indebtedness on behalf of the Corporation without prior approval of the Board.
7. Take any action reserved to the full Board by these Bylaws or applicable law.

The Executive Committee shall operate within the limits of authority established by the Board and applicable Board-approved policies and shall not replace the authority or responsibilities of the full Board.

- B. Finance Committee — The Committee shall oversee the financial planning and fiscal management of the Corporation, including the preparation of the annual budget and ongoing review of financial performance.

The Finance Committee shall review financial reports, budgets, and internal controls to help ensure the financial integrity of the Corporation and support the Treasurer in fulfilling their oversight responsibilities.

Financial reports presented to the Board shall include, at a minimum, information on all bank accounts, investment accounts, and lines of credit,

including credit card accounts, as well as a comparison of actual revenues and expenditures to the approved budget.

The Finance Committee shall consist of at least four (4) members, including at least two (2) members of the Board of Directors, one of whom shall be the Treasurer and serve as Chair, and at least one (1) non-Board member. Committee members shall be appointed by the President and confirmed by the Board of Directors.

- C. Nominations Committee —The Nominations Committee shall be responsible for identifying and recruiting qualified candidates for officers and membership on the Board. The Committee shall develop and present a slate of officers to the Board at its May meeting and a slate of prospective Board members to the general membership at the annual meeting in June.

The Nominations Committee shall present its recommended slates in advance of the respective meetings to allow for review by the Board and the general membership.

The Nominations Committee shall consist of at least five (5) members, including the President-Elect, at least two (2) additional members of the Board and at least one (1) non-Board member. The Committee shall be chaired by the Immediate Past President.

- D. Building and Facilities Committee — The Committee shall meet regularly to review facility and building-related needs and to make recommendations to the Board regarding maintenance, improvements, and enhancements to the Corporation's physical assets.

The Committee shall develop and maintain a prioritized list of projects and needs, including estimated costs, for consideration by the Board.

The Committee may, when appropriate, assist with the coordination or support of ongoing maintenance activities, consistent with Board direction and available resources.

All capital improvements, major maintenance projects, and expenditures related to facility enhancements shall require prior approval by the Board or be conducted in accordance with Board-approved budgets or policies.

The Committee shall consist of at least five (5) members, including at least two (2) members of the Board of Directors, one of whom shall serve as Chair, and at

least three (3) non-Board members.

- E. Play Selection Committee — The Committee shall be responsible for developing and recommending to the Board a proposed season of theatrical productions that supports the Corporation’s artistic mission, financial sustainability, and community engagement.

The Committee shall evaluate and recommend a slate of productions for Board approval. The Committee shall consider artistic quality, production feasibility, financial impact, and opportunities for community engagement in its recommendations.

The Committee shall present its recommended season to the Board at a Spring Board meeting to allow for timely planning and production preparation.

The Committee shall consist of nine (9) to twelve (12) members, including at least one (1) member of the Board of Directors and eight (8) to eleven (11) non-Board members.

- F. Marketing Committee — The Committee shall be responsible for supporting the promotion and public visibility of the Corporation’s productions, programs, and events. The Committee shall assist in the development and implementation of marketing and communications efforts, including the use of traditional media, digital platforms, social media, and the Corporation’s website.

The Committee shall work to enhance audience engagement, community awareness, and attendance, and shall coordinate its efforts with staff and production teams, as applicable, in accordance with policies established by the Board.

The Committee shall consist of at least four (4) members, including at least one (1) Board member and at least two (2) non-Board members. The Committee shall be chaired by a Board member.

- G. Scholarship Committee — The Committee shall be responsible for developing and administering the application and selection process for any scholarships offered by the Corporation. The Committee shall review all applications and recommend recipients to the Board for approval.

The Committee shall ensure that all applications are reviewed in a fair and consistent manner based on established criteria, in accordance with the Corporation’s Non-Discrimination policy, and consult with the Board regarding available funding for the scholarship prior to beginning their work.

The Committee shall consist of at least three (3) members, including at least one (1) member of the Board of Directors. Committee members shall serve two-year (2-year) terms.

- H. Fundraising Committee — The Committee shall support the financial sustainability of the Corporation by assisting the Board in the development and implementation of strategies to generate contributed and earned revenue, including fundraising, sponsorships, grants, and other revenue-generating initiatives.

The Committee shall consist of at least five (5) members, at least three (3) of whom shall be non-Board members. The Committee shall be chaired by a member of the Board.

### **Article X. Non-Discrimination**

The Corporation does not discriminate based on race, ethnicity, color, religion, national origin, gender or gender identity, sexual orientation, veteran status, age, disability or any other protected status under federal, state and local law.

### **Article XI. Conflict of Interest**

The purpose of this Article is to protect the interests of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the Board, officer, or committee member.

Board members, officers, staff, and key volunteers must avoid situations in which personal, financial, or relational interests could influence—or appear to influence—their decisions on behalf of SCT. Conflicts of interest are not inherently prohibited; however, they must be fully disclosed, properly managed, and documented.

A conflict of interest exists when a member has a direct or indirect financial or personal interest in a transaction or arrangement involving the Corporation. Any individual with a potential conflict of interest shall disclose the existence and nature of the conflict to the Board prior to any discussion or vote on the matter. The interested individual shall not participate in the discussion of, or vote on, the transaction or arrangement giving rise to the conflict. The Board shall determine whether a conflict of interest exists and, if so, whether the proposed transaction is fair, reasonable, and in the best interests of the Corporation. The minutes of the Board meeting shall reflect the disclosure of the conflict, the individual's recusal, and the Board's determination and decision. Each director and officer shall annually sign a statement affirming that they have received a copy of the Conflict of Interest policy, have read and understand the policy, and agree to comply with the policy.

## **Article XII. Financial Oversight and Controls**

The Board shall have ultimate responsibility for the financial affairs of the Corporation and shall ensure that appropriate financial controls and reporting systems are in place. To the extent practical, the Corporation shall maintain a system of financial controls such that no single individual has sole authority over all aspects of any financial transaction. All expenditures shall be authorized in accordance with policies approved by the Board. The Board may approve an annual budget, and expenditures consistent with the approved budget may be made without further approval, provided they remain within established limits. The Corporation shall prepare regular financial reports for review by the Board, including, at a minimum, a statement of financial position, a statement of activities, and budget-to-actual comparisons. Financial reports shall include all bank accounts, investment accounts, and liabilities of the Corporation. Such reports shall be presented at each regular meeting of the Board. The Board shall ensure that the Corporation's financial records are periodically reviewed by an independent qualified individual, which may include a Certified Public Accountant, as determined appropriate by the Board. The Board shall designate authorized signatories for all bank and financial accounts and shall establish appropriate controls over the use of such accounts, including credit cards. The Corporation shall maintain complete and accurate financial records in accordance with applicable law and generally accepted accounting principles.

## **Article XIII. Indemnification and Insurance**

The Corporation shall indemnify any current or former director, officer, employee, or committee member of the Corporation against any and all claims, liabilities, damages, and expenses (including reasonable attorneys' fees) incurred by such person in connection with their service to the Corporation, to the fullest extent permitted by the Mississippi Nonprofit Corporation Act or other applicable law. Such indemnification shall apply only to actions taken in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation, and shall not apply to acts or omissions involving gross negligence, willful misconduct, or knowing violation of law. Expenses incurred in defending any such action may be paid by the Corporation in advance of the final disposition of such action, as authorized by the Board, upon receipt of an undertaking by or on behalf of the individual to repay such amount if it is ultimately determined that such individual is not entitled to indemnification. The Corporation may purchase and maintain insurance, including Directors and Officers (D&O) liability insurance, on behalf of any person who is or was a director, officer, employee, or committee member of the Corporation, against any liability asserted against such person in such capacity, whether or not the Corporation would have the power to indemnify such person under applicable law.

## **Article XIV. Compliance and Filings**

The Corporation shall comply with all applicable federal, state, and local laws, including required filings and reporting obligations. The Board shall ensure that required filings, including the annual Form 990 filed with the Internal Revenue Service, are prepared, reviewed, and submitted in a timely manner. The Board may delegate responsibility for compliance and filings to an officer, committee, or staff member; however, the Board retains ultimate oversight responsibility.

## **Article XV. Dissolution**

### **Section 1. Dissolution**

In the event of the dissolution of Starkville Community Theatre, the Corporation shall liquidate its affairs in accordance with the Mississippi Nonprofit Corporation Act, including the application and distribution of assets and the filing of Articles of Dissolution as required by applicable law.

### **Section 2. Payment of Obligations**

All debts, obligations, and liabilities of the Corporation shall be paid, satisfied, or adequately provided for prior to the distribution of any remaining assets. Known claims and notices to creditors shall be handled in accordance with applicable provisions of Mississippi law.

### **Section 3. Restricted Assets**

Assets held subject to conditions requiring return, transfer, or conveyance upon dissolution shall be returned, transferred, or conveyed in accordance with those conditions. Donor-restricted funds and institutional assets shall be administered and, if necessary, modified only as permitted under Mississippi's Uniform Prudent Management of Institutional Funds Act (UPMIFA).

### **Section 4. Distribution of Remaining Assets**

After payment of all debts and obligations, all remaining assets of the Corporation shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code to one or more organizations then qualifying under Section 501(c)(3), or to a federal, state, or local governmental entity for a public purpose within the meaning of Section 170(c)(1) of the Internal Revenue Code, as determined by the Board.

### **Section 5. Compliance with Applicable Law**

Any dissolution proceedings involving charitable assets shall be conducted in accordance with applicable provisions of the Mississippi Nonprofit Corporation Act, the Mississippi Charitable Solicitations Act, and other applicable federal and state laws.

