

# **Starkville Community Theatre Bylaws**

**Approved 1980**

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

Revised 2021, 2024

## **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. Meetings**

### *Section 1. General Meetings*

At least three (3) general meetings are to be held annually. These will routinely take place in February, June and October, with the June meeting to include the yearly elections. The specifics of each meeting will be established by the Board of Directors and made public no less than one month prior to the meeting.

### *Section 2. Quorum*

At any general meeting, at least ten (10) people will constitute a quorum.

### *Section 3. Voting and Proxies*

Each person 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 4. Special Meetings*

Special meetings may be called by a majority of the Board of Directors with specifics established by the same. Notice of any special called meeting 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 (or the "Board") shall supervise the affairs and maintain the fiduciary responsibility of the corporation. The Board is accountable for the approval of the annual budget and the monitoring of corporate finances. The Board shall also be responsible for establishing and maintaining the policies of the corporation and for the hiring, termination and review of any paid employees, including the executive director.

### *Section 2. Number and Tenure*

The Board shall consist of nine to twelve (9-12) directors, and its members must be either a season ticket holder or volunteer with invested service hours. Board members are elected from the general membership for a term of three (3) years. A director may serve for one additional consecutive three-year term. A past director may be considered for reappointment provided there

has elapsed at least one (1) year since their last active directorship. Any director 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.

The determination of the need for additional directors for the upcoming year shall be made by the Nominations Committee by no later than April 30 of the existing fiscal year.

### *Section 3. Board Meetings*

The Board of Directors will meet at least six (6) times annually. The specifics 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*

Board members are required to attend a minimum of two-thirds of all scheduled meetings. 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 of Directors, 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.

## **Article V. Officers**

### *Section 1. Officers*

The officers of the corporation shall be a president, past president, vice president, a secretary and a treasurer. All officers must maintain active paid or volunteer membership in the corporation. Additionally, the president and vice president must be elected from the Board of Directors and maintain concurrent status during their terms. No person shall be entitled to hold more than one office at the same time.

### *Section 2. Election and Term of Office*

Officers of the corporation shall be elected annually at the general membership meeting in June. The term of office is one (1) year, but officers with additional years of eligibility may be reelected.

An officer shall serve for no more than two (2) consecutive terms. An officer may be considered for reelection at the end of a fiscal year, provided they remain eligible for additional consecutive service on the board and has not already served two (2) consecutive years as an officer.

### *Section 3. Vacancies*

A vacancy in the office of vice president, secretary or treasurer shall be filled by a corporation member in good standing, to be decided by the Board of Directors at its next regular meeting. A vacancy in the office of president shall be filled by the active vice president effective 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 concurrently serve as a non-voting director of the Board. The president shall approve the agenda for all corporation meetings as prepared by the executive director. The

president shall supervise and assist the executive director with the business affairs of the corporation and may conduct emergency business of the corporation as warranted until such a time as a special meeting of the Board can be called.

The president shall, when present, preside at all corporation meetings and can call special meetings of the Board. The president may cast a vote to break a tie in any matter subject to a vote by the Board or the general membership.

#### *Section 5. Past President*

The past president shall serve for the remainder of his or her board tenure. If that individual's board term is expired, the past president will serve for one additional year on the board of directors.

#### *Section 6. Vice President*

The vice president shall concurrently serve as a director of the Board. The vice president shall assume the duties of the president at meetings of the membership and/or Board of Directors in the absence of the president.

The vice president shall also serve as the chair of the nominations committee.

#### *Section 7. Secretary*

The secretary shall serve as a voting member of the Board of Directors. The secretary shall assist the executive director with the business affairs of the corporation. The secretary shall maintain an active copy of these corporate bylaws, as well as all official policies of the organization. The secretary shall, when present, ensure that minutes are kept of all corporate meetings. When the secretary is absent, the president may designate any other active member of the Board to ensure the same.

#### *Section 8. Treasurer*

The treasurer shall serve as a voting member of the Board of Directors. The treasurer shall assist the executive director with the business affairs of the corporation. This assistance shall include a periodic review and annual audit of all financial records of the corporation. The treasurer shall prepare an annual budget for the following fiscal year to be presented to the Board by no later than April 30 each year.

### **Article VI. Compensation**

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

### **Article VII. Executive Director**

The executive director of Starkville Community Theatre is entitled and entrusted to act on behalf of the corporation under the supervision of the Board of Directors.

The executive director shall be responsible for the day-to-day operation and management of the corporation and is expected to advocate on behalf of SCT as its agent. The executive director shall maintain an active copy of these corporate bylaws, as well as all official policies of the organization. The executive director is an ex-officio member of all standing committees.

Once annually, in a manner determined by the president, the Board of Directors shall officially review the executive director.

The Board of Directors, by majority vote, has the authority to create and dissolve this and other paid positions as needed. Details pertaining to the wages and benefits for paid positions are determined and maintained by the Board.

## **Article VIII. Fiscal Year**

The fiscal year of the corporation shall begin on the first day of July and end on the 30<sup>th</sup> day of June each year.

## **Article IX. Amendments**

These bylaws may be amended, revised or replaced by a two-thirds vote of all individuals at any general or special 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 X. Committees**

### *Section 1. Committee Formation*

The corporation shall designate several standing committees supplementary to the Board of Directors. Each of these committees will operate with the assistance and advice of the executive director. Committee chairpersons shall report regularly to the Board of Directors.

The president of the Board of the Directors shall appoint Committee chairs at the beginning of his or her annual term. The chair of each committee, with the advice and consent of the president, may recruit members of his or her committee. All committees shall include at least one member of the Board of Directors.

Additional committees can be formed for temporary or permanent intent by a majority vote of the Board of Directors.

### *Section 2. Standing Committees*

The standing committees for Starkville Community Theatre are the Nominations Committee, the Play Selection Committee, the Marketing Committee, the Scholarship Committee, the Capital Improvements Committee and the Finance Committee.

- A. ***Finance Committee*** — The Finance Committee shall consist of the Treasurer, who shall serve as chair and shall include at least two (2) members of the of the Board of Directors. The fiscal and budgetary affairs shall generally be directed by the Finance Committee.
- B. ***Nominations Committee*** — The Nominations Committee is chaired by the vice president and shall include two members of the Board of Directors and a past president. The Nominating Committee will present a slate of officers and prospective members of the Board of Directors at the general meeting.
- C. ***Capital Improvements Committee*** — The Capital Improvements Committee shall meet regularly to discuss/review building issues and make recommendations to the Board of Directors for enhancements to the building and its contents.
- D. ***Play Selection Committee*** — The Play Selection Committee will develop a vetted list of plays for the Board of Directors to review and choose for an upcoming season to include a minimum of four (4) productions and one (1) season extra production. The list should be presented to the Board of Directors no later than the April Board of Directors meeting.
- E. ***Marketing Committee*** — The Marketing Committee shall be charged with promotions and publicity for all SCT productions, programs and events, including traditional and social media and the website.
- F. ***Scholarship Committee*** — The Scholarship Committee is charged with reviewing all applications for the any scholarships offered by Starkville Community Theatre and selecting the recipients.

## **Article XI. 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.