

# **Morehead Theatre Guild, Inc.**

## **By-Laws**

The mission of the Morehead Theatre Guild is to provide opportunities for area residents to encounter quality theatrical art and to develop and encourage the technical and creative skills necessary for participation in and appreciation of the performing arts.

### **ARTICLE I**

#### **Board of Directors**

##### **1.01 General Powers**

The business and the theatrical affairs of this non-profit corporation shall be managed by its Board of Directors, who shall be elected as hereinafter provided.

##### **1.02 Number, Tenure, and Qualifications**

The Board of Directors shall consist of ten members. Each director shall hold office until the next annual meeting of the membership and until his successor shall have been elected and qualified. The terms of the members of the Board of Directors voted upon at the 1989 annual meeting shall be staggered in the following manner: two directors shall serve for one year each; two directors shall serve for two years each; and three directors shall serve for three years each. The terms of the members of the Board of Directors voted upon at the 1994 annual meeting shall be staggered in the following manner: three directors shall serve for three years each; one director shall serve for two years, and one director shall serve for three years. The length of the terms shall be determined by lot. Thereafter, each director shall be elected for a term of three years. No Board member shall be permitted to succeed him/herself after the completion of his/her second consecutive term, unless and until there has been a period of one year from the date of the completion of his/her last term on the Board, it being the intent of this provision that the terms of office shall be staggered to promote both continuity and freshness of ideas. The members of the Board of Directors, hereafter elected by the membership must be members of the Morehead Theatre Guild, Inc., as defined herein below.

##### **1.03 Regular Meetings**

The regular meeting of the Board of Directors shall be held without other notice than these by-laws, immediately after, and at the same place as the annual meeting of the membership. The Board of Directors may provide, by resolution, the time and place, either within or without the Commonwealth of Kentucky, for the holding of additional regular meetings without other notice than such resolution.

##### **1.04 Special Meetings**

Special meetings of the Board of Directors may be called by the President or a majority of the Board. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Commonwealth of Kentucky, as the place for holding any special meeting of the Board called by them.

### **1.05 Notice**

Notice of any special meeting shall be given at least five days previous thereto by written delivered personally or mailed/e-mailed to each director at his last known address.

### **1.06 Quorum**

Directors present, provided there are at least four, in the office shall be necessary to constitute a quorum for the transaction of business. Any question coming before the Board shall be determined by a majority vote of those present, except as otherwise provided by statute, the articles of the incorporation, or the by-laws. The President of the corporation, as defined herein below, shall have a vote only at such time as his vote is needed to break a tie vote of the other directors.

### **1.07 Removal from Office**

The General Membership shall have the power and duty to remove from office by a vote of its members, any officer, director, or agent elected, appointed, or hired by the Board of Directors, whenever in its judgment the best interest of the corporation would be served by said removal. This shall be done at a special meeting whose notice shall include a statement of purpose of the meeting.

### **1.08 Vacancies**

A vacancy occurring in the Board of Directors shall be filled by the affirmative vote of the majority of the general members voting at a special meeting called for such a purpose. Should a vacancy exist at the time of the annual meeting of the membership (whether due to resignation, lapse in membership, or removal as described in Article I Section 7), the vacancy may be filled at the annual meeting of the general membership without additional notice. A director entitled to fill a vacancy shall be elected for the unexpired term of his predecessor in office or for that period of time as designated in the by-laws.

## **ARTICLE II**

### **Officers**

#### **2.01 Number**

Officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. At the discretion of The Board, the offices of Secretary and Treasurer may be held by the same individual, this person then accepting the responsibilities of both positions. The Board may appoint such other officers and agents as it shall deem necessary.

#### **2.02 Election and Term of Officers**

At the annual meeting of the Board of Directors, the Directors shall elect the officers for a one-year term from among the ten directors elected by the general membership. Each officer shall hold office until the successor has been duly elected. At the discretion of the Board, the Treasurer and/or the Secretary may be filled by electing an individual from the general membership. Such persons would then be Treasurer and/or Secretary to the Board, but would not be a member of the Board, nor would they have any rights associated with members of the Board.

### **2.03 Duties**

Duties of the officers and agents of the corporation shall be such as are usually performed by corporate officers and agents or as may be fixed from time to time by the Board.

## **ARTICLE III**

### **Miscellaneous**

#### **3.01 Fiscal Year**

The corporation's fiscal year shall end December 31.

#### **3.02 Parliamentary Procedure**

All questions of parliamentary procedure of any meeting of the membership, the Board of Directors, or any committee shall be settled according to the latest edition of Robert's Rules of Order, Revised except where otherwise provided for in the by-laws of this corporation.

#### **3.03 Notice to Directors or Members**

Whenever any notice is required to be given to any director or member of this corporation under the Laws of Incorporation or by statute, a waiver thereof in writing, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE IV**

### **Adoption and Amendment of By-Laws**

#### **4.01 Adoption and Amendment of By-Laws**

The initial by-laws of the corporation shall be adopted by the general membership. The power to alter, amend or repeal the by-laws or to adopt new by-laws is vested in the general membership based on a two-thirds majority vote. The by-laws may contain any provision for the regulation and government of the affairs of the corporation not inconsistent with law, the Articles of Incorporation, or the corporation's status as a tax-exempt corporation pursuant to the Internal Revenue Code.

## **ARTICLE V**

### **Special Committees**

### **Executive Producers/Directors, and Other Agents or Employees**

#### **5.01 Special Committees**

With the approval of the Board of Directors, the President shall appoint special committees to assist in the promotion of those objects and purposes for which this corporation is formed. The said committee shall be comprised of at least one member of the Board of Directors and such other individuals, whether members of the corporation or not, as the

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President shall determine. These committees shall be established and shall serve for such periods of time as the President and the Board of Directors shall deem necessary.

#### **5.02 Executive Producers/Directors**

The Board of Directors may appoint an Executive Producer/Director, whose duties shall be to direct and coordinate the activities of any specific production of the performing arts then scheduled. This Executive Producer/Director, with the approval of the Board of Directors, may appoint such other directors, to include musical director and/or technical director, as he/she shall feel needed.

## **ARTICLE VI**

### **Membership**

#### **6.01 Annual Meeting**

The first annual meeting of the membership shall be held on the first Monday after January 1<sup>st</sup> of each year, at a time determined by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The date, time, and location will be provided to the current general membership in compliance with Section 4 of this article.

The Board of Directors may, at its discretion, determine that the annual meeting shall be on another date and time, provided that such notification be given in compliance with Section 4 of this article.

#### **6.02 Special Meetings**

Special meetings of the membership, for any purpose or purposes, may be called by the President of the Board of Directors, a majority of the Board of directors, or not less than 20 per cent of the membership entitled to vote at a meeting.

#### **6.03 Place of Meeting**

The Board of Directors may designate any place, either within or without the Commonwealth of Kentucky, as a meeting location for any annual meeting or any special meeting called by the Board of Directors.

#### **6.04 Notice of Meeting**

The Secretary of the Board of Directors shall give notice of any and all meetings to each member of record entitled to vote at such meetings by postal mail and/or email to addresses on record. Such notification will be provided at least 14 days prior to such meetings.

#### **6.05 Quorum**

At the annual meeting of the membership, a quorum shall be such members as are present.

## **6.06 Voting and Other Privileges of Membership**

Each member of the corporation, regardless of class of membership, shall be entitled to one vote at a meeting of the membership and such other privileges as the Board of Directors shall from time to time designate. There shall be no voting by mail, e-mail, or proxy. A couple holding a single sustaining, patron, or life membership shall have one vote.

## **6.07 Classes of Membership**

Any person interested in furthering the goals and objectives of the Morehead Theatre Guild, Inc. shall hereinafter be eligible for membership upon payment of dues. There shall be two classes of individuals only membership: (1) General Membership and (2) Student Membership. There shall be three classes of couples or individual membership: (1) Life Membership; (2) Patron Membership; and (3) Sustaining Membership. Membership classification shall be based on financial support (dues or fees), the amount to be determined by the Board of Directors annually.

# **ARTICLE VII**

## **Use of Musicians and Musical Accompaniment**

### **7.01 Musical Director**

In the case where a director wishes to produce a show requiring musicians and/or musical accompaniment, the intended director shall chose a musical director prior to making a presentation to the Play Selection Committee. The Committee shall take into consideration the experience and expertise of the director and musical director, as well as the type of show being proposed. Criteria to be considered shall include: targeted audience, cast size and technical requirements of show, rehearsal pianist, requirements of pit regarding instrumentation, and any other considerations the Board of Directors and/or Play Selection Committee deem necessary. Once the Play Selection Committee has agreed upon the show to be produced, the Chair of the Committee and director shall present recommendations to The Board of Directors, whom shall give final approval regarding selection of any show to be produced.

### **7.02 Budget**

Once the Board of Directors has given approval for a show to be produced, the director shall present an intended budget to the Board of Directors for approval. This should include proposed payment to musical director and/or rehearsal accompanist, as well as payment to musicians. It shall be the responsibility of the musical director to recruit and secure musicians for the approved show. Musicians shall be volunteers except in cases where the number of musicians and/or skill of musicians available are insufficient to successfully produce the approved show. At that time, the director shall make a proposal to the Board of Directors regarding the musical director's recommended intended imbursement of musicians. The Board of Directors shall give final approval regarding imbursement of musicians prior to musicians being hired. The Board of Directors shall make final determination regarding need and use of legal contracts for the purpose of hiring musicians.

### **7.03 Communication**

Monthly communication between the director and Board of Directors shall occur at each scheduled board meeting. Any proposed changes to the music budget, pit composition, or other factors directly influencing the success of the show should be discussed with the Board of Directors.

**7.04 Post-Mortem**

Following completion of the show, the director shall submit to the Board of Directors a final cost and revenue, as well as a production report and a presentation regarding the production process. This Post-Mortem shall include successful components, problem areas, and areas needing change in the process prior to future shows.