



RICHMOND HILL COMMUNITY THEATRE BYLAWS

Article I – Name

The legal name of this organization shall be the ‘Richmond Hill Community Theatre, Inc.’ (RHCT). It is a voluntary, charitable organization of persons interested in amateur, non-remunerative theatre.

Article II –Purpose

Section 1. The mission of the Richmond Hill Community Theatre is to enrich, entertain and educate the community of Richmond Hill, GA through quality theatrical productions.

Section 2. The RHCT will be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including, without limitation, the publishing, lobbying or distribution of statements) any political campaign on behalf of or against any candidate for public office. Notwithstanding any other provisions of these bylaws, the RHCT shall not carry on any other activities not permitted to be carried on by: (a) an organization exempt from Federal income tax under I.R.C. Section 501(c)(3), as amended; or (b) an organization, contributions to which are deductible under I.R.C. Section 170(c)(2), as amended.

Article III – General Membership

Section 1. Membership is open to all persons who are interested in, and willing to support, the purposes of the organization, without regard to race, religion, sex, color, age, sexual orientation or national origin.

Section 2. No member may act as a representative of the organization without explicit approval of the Board.

Article IV – Meetings and Quorum

Section 1. The members shall nominate and elect the members of the Board of Directors at the Annual General Meeting. This meeting is to be held no later than the first week of May each calendar year.

Section 2. A Special Meeting may be called by the President upon receipt of two (2) weeks written notice to the general membership by any Board member or upon written notice by a majority of the Board.

Section 3. A Special Membership Meeting may be called within 30 days upon the written request of ten percent (10%) of the membership. The purpose of such a meeting is limited to what is stated in the notice.

Section 4. The time and place of membership meetings shall be set by the Board. Notice shall be given to all members at least fourteen (14) days prior to such meetings, except for emergencies, via their preferred method of contact. An agenda shall be available at least three (3) days prior to the meeting.

Section 5. A quorum¹ of any membership meeting shall consist of those members present at the meeting. Each member is entitled to one vote on matters before the membership, provided that: (a) they are 18 or older; and (b) they have been a member for at least thirty (30) days. Voting may, but need not be, by ballot. A plurality² of voting members in attendance shall elect Board members, while in all other matters voting may be by membership majority, unless stated otherwise by these bylaws. Absentee ballots are permitted, and must be given to a member of the Board at least twenty four (24) hours prior to the vote.

Article V – Board of Directors

Section 1. The Board of Directors shall consist of a President, who is also the Chairman,

¹ A quorum is the minimum number of members of a deliberative assembly necessary to conduct the business of that group.

²

A plurality vote is a vote in which a candidate takes more votes than any other candidate without necessarily winning the majority of votes. In order for a plurality to occur, there must be at least three candidates, as in a two candidate race, one candidate would obviously win the majority of the votes.

Vice President, Recording Secretary, Financial Secretary and three Members-at-Large.

Section 2. Board members shall be elected by the membership at the Annual General Meeting. Nominations shall be presented on a slate prepared by the Board and additional nominations will be permitted from the floor.

Section 3. Each term of office will begin June 1st and extend for the period of two (2) years, or until a board member is removed or has resigned, and his or her successor is elected and qualified.

The President, Recording Secretary, (Volunteer Management) Member-at-Large, and (Internet Management) Member-at-Large shall be elected in even numbered years, and the Vice President, Financial Secretary, and (Historian) Member-at-Large shall be elected in odd numbered years. The exception to this is any position that has been vacated may be filled for the remaining term via an election in any year.

Section 4. The Board shall act lawfully, in good faith and in a cooperative manner to manage the business and affairs of the RHCT, including (but not limited to):

- making recommendations to the membership;
- appointing agents and advisors, and performing such duties as are specified in these bylaws;
- determining and establishing all rules and regulations which they deem necessary and proper for the governing of the RHCT;
- formulating and approving an annual budget and all fundraising projects;
- setting both short and long range objectives to meet the stated mission;
- creating, managing, modifying and dissolving committees to advise and carry out the various duties and functions of the RHCT.

Section 5. Any Board member missing three (3) consecutive meetings shall be removed from the Board. Any exceptions to this ruling will be made by the Board.

Section 6. Any vacancy occurring on the Board shall be filled temporarily at the Board's discretion for the remainder of the vacated unexpired term. Approval of this appointment will be required at the next General Meeting.

Section 7. The Board shall meet monthly, during which meetings, the Board members shall report on their areas of responsibility and deal with any business that may arise. The Board shall set the time and place of meetings. Any meeting may be held by

telecommunication or cyber communications, provided all members are able to participate. Board members shall inform the President or Secretary if they will be late or absent. General members of the RHCT are permitted to attend Board meetings, however are not afforded the opportunity to vote on issues that arise. Further, all actions of the Board shall be taken in open meeting. Exceptions to this are that the Board may meet in executive session solely for discussion of unusual or delicate matters.

Section 8. A quorum of the Board shall consist of one more than half the number of Board members.

Section 9. No-one may use the name, logo or any other representation of the RHCT without the approval of the Board.

Article VI - Programs

Section 1. All productions produced by the RHCT shall be cast using open auditions. Audition notices will be reasonably publicized within the community at least two (2) weeks prior to auditions. No roles will be pre-cast.

Section 2. Any person requesting to direct a production must complete a 'Director's Application', supplying accurate information on all relevant details and costs, and present it to the Board for approval. The casting and direction of a production shall be the responsibility of the director, including the appointment of a production team if necessary. Each production must have a producer who will act as liaison between the director and the Board. If a director cannot, or will not, fulfill their commitments in accordance with the RHCT policies and practices, they shall resign and relinquish their duties to the Board. Any such person may be removed for cause by a two thirds vote of the entire Board at any meeting called, provided the member is notified in advance of the intent to remove. Only the Board is authorized to cancel or replace a show, workshop or other program.

Section 3. The Board only shall determine ticket prices for each show and any complimentary ticket policies.

Article VII – Fiscal Management

Section 1. The fiscal year shall be from January 1st to December 31st for the purposes of

income reporting. These dates may be changed by the Board.

Section 2. The Board shall adopt a Seasonal Operating Budget which shall be from June 1st to May 31st each year. Additionally, the Board shall adopt a budget for each show, and may devise supplemental budgets and approve additional expenditures at any time. The Financial Secretary may expend monies as authorized by the Board. Expenditures that exceed a budgeted amount by greater than 10% or \$100 must be approved by the Board. The Board may grant specific spending authority within an approved budgeted amount to show directors and other agents.

Section 3. All contracts, checks, drafts and other instruments executed or delivered on behalf of the RHCT shall be signed by such officer(s) or agent(s) and in such manner as shall from time-to-time be determined by the Board.

Section 4. All funds of the RHCT not otherwise being utilized shall be deposited to the credit of the RHCT in banks or other depositories as selected by the Board. The funds may be invested in a reasonably prudent manner by the Board or any investment manager appointed by the Board.

Section 5. The RHCT shall keep accurate and complete books, records of account, and minutes of proceedings of the Board and any committees having any of the authority of the Board. All books and records may be inspected by any Board member, agent or attorney at reasonable times for any purpose to the extent permissible by Non-profit Laws.

Section 6. No loans shall be contracted nor evidences of indebtedness issued on behalf of the RHCT unless authorized in a resolution of the Board. Such authority may be general or confined to specific instances.

Section 7. The Board may accept any contribution, gift, bequest or devise for any lawful purpose for the RHCT, and may give reasonable recognition to the donor.

Section 8. The Board will ensure that no part of the net earnings of the RHCT shall inure to the benefit of any member, trustee, director, officer of the board, or private individual (except that reasonable compensation may be paid for services rendered to or for the RHCT).

Article VIII-Parliamentary Authority

Section 1. ‘Robert’s Rules of Order, Revised’, shall govern this organization, except insofar as they may be inconsistent with these bylaws.

Article IX-Dissolution

Section 1. Authorization for the dissolution of the RHCT shall be affected in the following manner:

(a) The Board of Directors shall adopt a resolution recommending that the RHCT be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting, either special or regular, of the general membership.

(b) Notice, specifically stating the purpose of the meeting is to consider the advisability of dissolving the RHCT, shall be sent to each member entitled to vote at such a meeting in the manner set forth in Article IV, Section 4 of these bylaws.

(c) The resolution shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by the members present.

(d) Upon member adoption of the resolution, the RHCT shall cease to conduct its affairs immediately, except as may be necessary to notify creditors and to collect and distribute assets.

Section 2. The property and assets of the RHCT are irrevocably dedicated to charitable purposes, and, on dissolution, none of its assets shall inure to any individual, but shall be distributed to a fund or a foundation whose property is dedicated to exempt purposes as specified in I.R.C. Section 501(c)(3). Property (but not assets) may be used by said group with the understanding that it will be returned to the RHCT should it re-form within five (5) years.

Article X-Amendments

Section 1. The bylaws may be altered, amended or repealed by a two-thirds vote of the general membership voting at a Specific or Annual Meeting, except where an amendment would: (a) affect the rights or criteria of membership, (b) affect RHCT’s purpose or mission, or (c) affect the RHCT open casting policy.

Section 2. Proposed amendments shall be submitted to the Board at least two (2) weeks before voting.