

## Bylaws Ankeny Community Theatre

Adopted April 8, 1985

Effective July 8, 1985

Revised September 14, 2015

Effective immediately

Revised September 18, 2017

Effective immediately

### ARTICLE I Miscellaneous Provisions

Section 1. Name The name of this corporation shall be Ankeny Community Theatre, LTD. (herein called "ACT")

Section 2. Purposes ACT is organized for the following general purposes:

- To make available meaningful involvement in all phases of theatre for all ages of persons
- To present live theatre to the community and
- To encourage educational opportunities for all persons in the field of theatre

Section 3. Incorporation ACT shall be an Iowa non-profit corporation. It shall not take part in or lend its influence or facilities directly or indirectly to promote the candidacy of any individual for public office nor shall it sponsor or participate in meetings of a political nature.

ACT shall have no capital stock, no dividends shall be paid and no income shall be distributed or inure to the benefit of the directors, officers, or employees of ACT, except that reasonable compensation may be paid to employees for services rendered. All income and all other assets of ACT shall be used exclusively for non-profitable purposes.

### ARTICLE II General Membership

Section 1. General Membership The general membership of ACT shall be open to all individuals or institutions interested in supporting theatre arts in the community.

Section 2. Membership Year The membership year shall be established by the Board of Directors.

Section 3. Procedures for Membership Applications for membership become effective for the designated membership year upon payment of membership dues.

Section 4. Annual Meeting The annual meeting of the membership shall be held in September at the date and time to be set by the current Board of Directors. At such meetings, the president- elect and new Board Members

shall be elected, reports of the affairs of ACT shall be made, budgets for the ensuing year shall be considered and any other business that may properly come before the meeting shall be transacted.

Section 5. Notice of Annual Meeting Written notice of the annual meeting shall be given to each member, either in person or by mail addressed to such member at such member's last known address, at least ten (10) days prior to the date of the meeting. Such notice shall specify the place, dates, and time of such meeting and the general nature of the business to be transacted.

### ARTICLE III Board of Directors

Section 1. Membership The Board of Directors shall be composed of twelve (12) voting members of ACT. The past president serves as an ex-officio (non-voting) member unless it occurs during the third (3rd) year of their term.

Section 2. Term of Office The term of office for each director shall be three (3) years, with 4 positions being elected each year. Directors shall not be elected to consecutive terms. Directors who are recruited to complete an un-fulfilled term of 12-months or less can run for a regular 3-year term without taking a year off. Directors who are recruited to complete 13 months or more of an un-fulfilled term must take the minimum of 1 year off Board service before running for another term.

Section 3. Officers The elected officers of ACT shall be president, past president, and president-elect. The president-elect shall be elected by the general membership and shall move progressively to the position of president then to past-president. One director each shall be appointed to the offices of secretary and treasurer by the Board of Directors at the first Board meeting held following the annual meeting.

Section 4. Eligibility All members of ACT shall be eligible to serve on the Board of Directors. Eligibility for the office of president-elect shall be contingent upon service of at least one (1) year on the Board of Directors.

Section 5. Absences Any director with three (3) unexcused absences from board meetings annually shall automatically forfeit such office and membership on the Board.

Section 6. Vacancies If a vacancy occurs, a Board member shall be appointed from the general membership by the majority of the remaining Board to complete the unexpired term.

Section 7. Voting of Directors Each Board member shall be entitled to one (1) vote upon each matter submitted to a vote at any meeting. All questions shall be decided by majority vote of the directors.

Section 8. **Meeting** The Board shall meet regularly once a month at a day, time, and place as determined by the majority of the directors.

Section 9. **Special Meetings** Special meetings of the Board for any purpose may be called at any time by the president or upon the request of two (2) Board members.

Section 10. **Quorum** The presence of seven (7) Board members shall constitute a quorum for transaction of business and to decide questions presented at a meeting. Such members may continue to do business until a meeting is adjourned even though some members may withdraw during the course thereof.

Section 11. **Compensation** No officer or other member of the Board shall receive any salary, fee or other compensation for serving as such member.

## ARTICLE IV Duties of the Officers

Section 1. **Overall function** The Board shall manage the affairs of ACT. Responsibilities include:

- define and establish long-term goals and objectives
- develop funding to finance activities
- promote ACT
- establish the production season, secure works and directors
- see to the realization of ACT purposes

Section 2. **Membership Year/Dues** The Board shall annually establish the membership year, membership dues, season ticket prices and benefits pertaining thereto. Categories of membership and benefits pertaining thereto shall be reviewed and established annually by the Board.

Section 3. **Review of Bylaws** The Board shall annually review the ACT Bylaws and recommend amendments to the Bylaws as needed. Such amendments shall be placed on the agenda of the annual meeting and shall be adopted upon receiving a simple majority of affirmative ballots from the members voting.

Section 4. **Responsibilities** Board members shall fulfill responsibilities as outlined in the most current version of the ACT Board of Directors Responsibilities document.

## ARTICLE V Duties of the Officers

Section 1. **President** The president shall preside at all meetings of the Board and the annual meeting. The president shall act as the chief executive officer of the organization and have other such powers and duties as prescribed by the Board.

Section 2. President-Elect The president-elect shall perform all duties of the president in the event the president is unable to serve. The president-elect shall have other such powers and duties as prescribed by the Board.

Section 3. Past-President The past-president shall be responsible for advising the officers and the Board. The past-president is also responsible for chairing the nominations process for new Board members and president-elect. The past-president shall have other such powers and duties as prescribed by the Board and is a non-voting member except in the case of a tie.

Section 4. Secretary The secretary shall be responsible for all records related to the operation of ACT. The secretary shall record the minutes of each meeting and the annual meeting and shall distribute the minutes of each meeting at least one (1) week before the next regularly scheduled meeting of the Board.

Section 5. Treasurer The treasurer shall be the chief financial officer of the organization. The treasurer shall maintain ACT financial accounts and pay all claims against ACT that have been approved for payment by the Board. The treasurer shall prepare a financial report at the close of the financial year for presentation to the general membership at the annual meeting, after which it shall become part of the permanent records of ACT. The treasurer will lead the ACT Board in the annual budgeting process. A financial review shall be conducted every three (3) years, unless otherwise needed, by an independent auditor appointed by the Board.

Section 6. Committee membership All directors are expected to actively participate in at least two (2) standing committees.

## ARTICLE VI Committees

Section 1. Standing Committees The standing committees of ACT shall be defined by the Board on an annual basis at the first meeting of the year, published to the general public.

Section 2. Nominations Committee The past-president and at least two (2) other ACT Board members shall serve as the Nominations Committee. This committee is responsible for securing candidates for the position of president-elect and open director positions for the coming year. This committee shall submit their list of nominees to the Board for approval at least one (1) month prior to the annual meeting, to create the slate that will be presented for the membership vote.

Section 3. Other Committees There shall be other such committees as the president or the Board may authorize. The members of such committees shall be appointed by the president and approved by the Board.

**Section 4. Authorization** No committee or any member thereof shall represent ACT in support of or in opposition to any action without the expressed authorization of the Board, nor shall any committee or member thereof incur any financial obligations for or on behalf of ACT without authorization from the Board.

## **ARTICLE VII** **Compliance**

All actions of the Board and the ACT members shall reflect adherence to all applicable local, state, and federal laws and regulations.

## **ARTICLE VIII** **Fiscal Year**

The fiscal year of ACT shall begin September 1 and end August 31.

## **ARTICLE IX** **Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern ACT in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order ACT may adopt.

## **ARTICLE X** **Amendments**

The Board may recommend amendments to these bylaws and shall cause such amendments to be brought before the general membership at the annual meeting. Amendments which have Board approval shall be adopted by the general membership with a single affirmative majority of the member voting. Other amendments submitted in writing to the secretary and presented to the membership without Board approval require a two-thirds majority of the members voting.

Approved September 18, 2017