

BY-LAWS

ACT 2 THEATRE COMPANY

ARTICLE I - NAME, SEAL, OFFICES, PURPOSE

Section 1: Name. The name of this corporation is The ACT 2 Theatre Company, and the corporation is authorized hereby to do business as “The ACT 2 Theatre Company: A Community Theatre,” and will hereinafter in these By-Laws be referred to as ACT 2.

Section 2: Seal. The seal of the corporation shall be circular in form and shall bear on its outer edge “The ACT 2 Theatre Company” and “A Community Theatre.”

Section 3: Location. The principle location of the corporation shall be in Harrison County, West Virginia.

Section 4: Purpose. The corporation shall provide to the people of Harrison County and surrounding areas opportunities to participate in and enjoy community theatre and associated cultural and educational activities.

ARTICLE II - MEMBERSHIP

Section 1: Classification. The members of this corporation shall be divided into the following classes:

Class A: Individuals who participate (as actors, designers, technicians, etc.) in at least one theatre production or activity per year as produced by the corporation.

Class B: Individuals who are yearly season ticket holders.

Class C: All other individuals.

Individuals in Class A and B are regarded as regular, voting members. individuals in Class C are designated as non-voting members.

ARTICLE 3 - MEETINGS AND VOTING PRIVILEGES

Section 1: Annual Meeting. There shall be an annual meeting of members at a time and place fixed by the Board of Directors or by majority vote at any membership meeting. At this annual meeting, an opportunity shall be provided for having a business meeting for consideration of business of the corporation, for action on the Board of Director’s programs for

the ensuing years and for hearing and considering reports of committees.

Section 2: Date, Time and Place of Meetings. The Board Chair shall designate the date time and place of all meetings.

Section 3: Quorum for Membership Meetings. At any meeting of the members, nine (9) members of the corporation present in person shall constitute a quorum for all purposes. In all matters voted upon, a majority of the members present in person and voting shall prevail, unless otherwise required by law.

Section 2: Board Meetings. The Board of Directors shall meet regularly at least four times each year. Special meetings of the Board of Directors may be called by the President as deemed necessary, or by any five (5) directors. Notice of such special meeting stating the place, date and time of such meeting, and the purpose where required by those By-Laws, shall be given to all members of the Board of Directors.

Section 3: Quorum for Board Meetings. A quorum shall consist of a majority of the directors.

Section 4: Voting. Each voting member may cast one (1) vote. There will be no proxy votes.

Section 5: Notice of Annual Business Meeting. Written or printed notice stating the place, day and hour of the meeting shall be advertised in the local newspapers and distributed to a current list of all members not less than fourteen (14) days before the date of the meeting.

ARTICLE IV - FISCAL YEAR

The corporation shall operate on a fiscal year of July 1 - June 30, and all corporations activities shall be planned and budgeted on this basis. All proposed activities and budgets therefore shall be submitted to the Finance Committee and the Board according to a schedule established by the Board from time to time as corporate policy.

ARTICLE V - BOARD OF DIRECTORS

Section 1: Number and Term of Office. The business of the corporation shall be managed by a Board of Directors comprised of nine (9) Directors elected for a term of three (3) years by the members at the annual business meeting.

Section 2: Initial Elections. The initial elections shall be organized so that the terms of board members do not expire together. The Incorporators of the Corporation shall be

responsible for organizing the initial elections and setting initial terms of office.

Section 4: Election of Officers. The Board shall elect the officers of the corporation from the Board at a meeting to be held immediately after the annual meeting of the membership.

Section 5: Officers. The officers of the corporation shall be a President, Vice-President, Secretary, Treasurer, and the Immediate Past President.

Section 6: Vacancies. The Board of Directors shall nominate individuals to fill any Board vacancy created by the death, resignation, or disability of any elected officers of the association. The Board will then vote on those nominees. The replacement to serve until the next regular election. Election of a replacement officer by the Board of Directors shall be supervised by the highest ranking remaining officer.

Section 7: Unexcused Absences. Three consecutive unexcused absences from regular meetings of the Board of Directors shall result in an officer contacting the absent member about continued interest in participating on the board. The President of the Board of Directors shall have the authority to dismiss any member who fails to attend three consecutive regular meetings of the board. The Board of Directors shall have the authority to fill vacancies in its membership as recommended by the Nominations Committee. Such new directors shall fulfill the unexpired term if approved at the next annual meeting of the organization.

ARTICLE V - EXECUTIVE COMMITTEE

The elected officers of the Corporation shall constitute the Executive Committee. The Executive Committee shall act for, and have the power of, the Board of Directors in the interim between Board of Directors meetings, but any action taken under this authority must be reported to the full Board of Directors at its next meeting. This committee shall meet at the call of the President.

ARTICLE VI - OFFICERS

Section 1: President. The President shall not serve more than two (2) consecutive full terms. After an absence of one (1) year, a President may be re-elected. The President shall:

- A. preside at all meetings of the members, the Executive committee, and the Board of Directors.
- B. appoint the chairpersons and members of all committees unless otherwise provided for in the By-Laws with approval of the Board of Directors.
- C. be a member ex-officio of all committees.
- D. appoint special committees as deemed necessary.
- E. develop and maintain close contact with other organizations and foundations (such

as the West Virginia Theatre Conference and the Southeaster Theatre Conference) that might give support to or require assistance from this corporation, through appointment of Liaison Officers or other means.

- F. travel, when necessary, representing the corporation.
- G. perform other such duties as normal pertain to the President of an organization.

Section 2: Vice-President. The Vice President shall:

- A. Execute the duties and responsibilities of the President during his or her absence.
- B. annually solicit and maintain updated manuals of operations from all officers and standing committees of the corporation.

Section 3: Secretary. The Secretary shall:

- A. keep an accurate record of the proceedings before the Executive Committee, the Board of Directors, and all membership meetings.
- B. shall have custody of all papers books, documents, and records of the corporation as required by law and the Board.
- C. shall have custody of the corporate seal and affix the same, whenever necessary or proper to do so.
- D. shall perform such other duties and the Board may, from time to time, prescribe.^A

Section 4: Treasurer. The Treasurer shall:

- A. be primarily responsible (along with the Finance Committee, Artistic Director and Administrative Director) of the preparation of budgets and anticipated income and expenses.
- B. serve as chair of the Finance Committee.
- C. report to the membership at the annual business meeting upon the total fiscal condition of the Corporation.
- D. perform all duties of a Treasurer by law, by these By-Laws, or which may be delegated to him/her by the President or the Board of Directors.

Section 5: Past-President. The immediate Past-President shall be the Chairman of the Nominating Committee.

ARTICLE VII - STANDING COMMITTEES

Section 1: Nominating Committee. The Nominating Committee shall consist of the Immediate Past President as chair, and two members elected by a majority vote at the annual membership meeting. All members of the organization are eligible for elected membership on the committee

with the exception of those who have served on the committee within the preceding year. The duties of the Nominating Committee shall be:

- A. nomination of candidates for the Board of Directors.
- B. nomination of candidates for the next Nominating Committee.

Section 2: By-Laws Committee. The By-Laws Committee shall review all proposals for changes in the Articles of Incorporation, By-Laws, or Rules and make recommendations to the Board of Directors.

Section 3: Finance Committee. The Finance Committee shall consist of the Treasurer and two members appointed by the President. One shall be a director who is not currently on officer and one shall be a member who is not a Board member. The tentative budget presented by the Artistic Director and Administrative Director shall be approved by the Finance Committee before submission to the Board of Directors. The Committee shall explore additional sources of revenue and make periodic reports as directed by the President and or the Board of Directors on projected income, expenses, and related matters, to the Board of Directors for its consideration and action. The committee shall make recommendations to the Board of Directors on general fiscal responsibility.

Section 4: Program Committee. The Program Committee shall consist of the five members , three of which must be on the Board of Directors. The President of the Board of Directors shall appoint the Chair of the Program Committee from among the five Board members appointed to the committee. It is the function of the Program Committee to insure that all ACT 2 artistic programs are consistent with the goals and mission of the organization.

The Program Committee shall make recommendations to the Board of Directors on programs such as: play selection, artistic personnel (including guest artists), sponsorship of touring programs, and other artistic programs and projects.

Section 5: Fund Raising. The Fund Raising Committee shall consist of a chair and a minimum of two members appointed by the President. The Fund Raising Committee develops an annual fund raising plan based on priorities identified by the Board of Directors, prioritizes the organization's financial needs, and develops specific fund raising events and activities. The committee assists the Board by identifying granting sources, writing grant applications, and identifying individual and corporate donors.

Section 6: Marketing Committee. The Marketing Committee shall consist of a chair and a minimum of two members appointed by the President. The Marketing Committee's charge is to work closely with the Company Administrator to plan and implement projects that seek to increase, broaden, and diversify ACT 2's audiences

Section 7: Theatre Facilities Committee. The Theatre Facilities Committee shall consist of a chair and a minimum of two members appointed by the President. The Theatre Facilities Committee is responsible for securing personnel for all "front-of-house" activities for all productions. These

areas of responsibility include: box office, house management, concessions, lobby display, receptions, ticket tearing, and season ticket displays. In addition, the committee seeks ways to improve and maintain the facilities ACT 2 utilizes with special attention to accessibility issues.

ARTICLE VIII - MANAGEMENT OF THE ORGANIZATION

Section 1: The Board of Directors may employ or appoint an Artistic Director or Associate Artistic Directors, a Company Administrator, and other professional assistance for the operation of the organization.

Section 2: The President shall appoint a Board of Directors liaison for each production. The liaison will address any issues that might arise during the course of rehearsals and production and assist the Company Administrator by promoting and supporting the show. Duties may include (but are not limited to): promotion, facilities management and box office scheduling. The board liaison should attend at the first rehearsal of the show to explain their position and availability to the cast. The board liaison should also attend the first technical or dress rehearsal to explain their position to the crew and to address any issues associated with the move-in.

ARTICLE IX - BOOKS AND RECORDS

Section 1: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and Executive Committee, and shall keep a record giving the name and addresses of the members entitled to vote.

Section 2: All book and records of the Corporation may be inspected by any member, his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X - CONTRACTS

The Board or the Executive Committee, except as otherwise provided in the bylaws, may authorize any officer or employee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. No officer or employee shall have any authority to bind the corporation by any contract or agreement, or to pledge its credit, or render it liable for any purpose or to any amount unless so authorized by the Board or the Executive Committee.

ARTICLE XI - SPECIAL ACCOUNTS, ENDOWMENTS

Special accounts for endowments and other funds to be preserved, held and administered for

special purposes may be established, regulated and abolished from time to time by the Board or the Executive Committee. Except as otherwise provided by the Executive Committee, all such special accounts shall be held and administered by three (3) Trustees elected by the Board to serve for three (3) year terms. Trustees may serve no more than two (2) consecutive terms and after an absence of one (1) year, may be re-elected.

ARTICLE X II - AMENDMENTS

Section 1: These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by two-thirds vote of the Board of Directors at any meeting of the Board of Directors provided that at least fourteen (14) days notice is given to the Directors of the intention to alter, amend, repeal or adopt new By-Laws at such meeting.

Section 2: These By-Laws may be altered, amended or repealed only as compatible and consistent with the Laws of the State of West Virginia and permitted by the intendment of Section 501 (c) (3) of the 1954 United States Internal Revenue Code.