



Johnson City Community Theatre

600 East Maple Street
Johnson City, Tennessee 37601

By-Laws

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General

Name and Location

Johnson City Community Theatre
600 East Maple Street
Johnson City, Tennessee 37601

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Preamble

The mission statement of Johnson City Community Theatre, Inc. shall be to stimulate interest in the theatrical arts and to provide a premier artistic, educational, and diverse contribution to the community.

Bookkeeping

ADMINISTRATION OF BUSINESS

The business of the Johnson City Community Theatre, Inc. shall be conducted in accordance with the Carter, the By-Laws, the Policy Manual, and Robert's Rules of Order.

In the event of the dissolution of Johnson City Community Theatre, Inc., all assets shall be distributed exclusively to the organizations that qualify as tax exempt under Section 501(c)(3) of the Internal Revenue Code.

Finance

A. FISCAL YEAR

The fiscal year shall be from January 1 through December 31.

B. FUNDS

All funds shall be deposited to the credit of the organization under such conditions and in such banks and/or depositories as designated by the Board of Directors.

C. TITLE

Title to all property shall be held in the name of the organization.

D. AUTHORIZED EXPENDITURES

All expenditures must be approved by the Treasurer and/or President. Any individual expenditure as part of the original budget, in excess of \$250.00, requires prior approval by the Board of Directors.

E. AUDIT

The Treasurer shall conduct an annual audit with the help of a certified public accountant.

Amendment and Repeal

Upon submission of proposed changes, these by-laws may be amended by a majority vote of the Board of Directors, subject to a ratification vote at general or special meeting of Johnson City Community Theatre, Inc. membership. Ratification requires a two-thirds (2/3) majority vote. Changes to the by-laws are considered operative upon ratification by the voting.

Members

Definitions of Membership

The membership of the Johnson City Community Theatre shall consist of three (3) classes of members. Membership is open to all interested parties, without regard to sex, age, race, color, religion, creed, handicap, status, national origin, or sexual orientation. The designations are as follows:

Types of

A. Active Voting Members

1. All persons involved with the organization are eligible for a voting membership upon up-to-date payment of dues, and completion of volunteer service hours, not to include acting or performing, rehearsals and on stage time, to be determined annually by the Board of Directors.
2. Each individual voting member is entitled to one vote at general membership meetings on each matter submitted to a vote. Members must be at least 14 years of age. There shall be no proxy voting, however, voting by absentee ballot is permitted through procedures adopted by the Board of Directors.
3. Voting membership is required to fill all elected positions. Any person elected or appointed to the Board of Directors shall be an Active Voting Member or an Active Voting Lifetime Member of the organization.
4. All voting members are eligible for discounts, early sales, and other amenities and opportunities as deemed appropriate by the Board of Directors.
5. The Board of Directors may remove any individual member from membership for activity contrary to the goals, mission, best interests or the purposes of the organization. A 2/3 majority of the sitting Board of Directors shall be required for removal. Any person removed may also be reinstated by the same majority vote.

B. Active Voting Lifetime Members

1. The general membership may award a Lifetime Membership to any person who has given exemplary service to the theatre.
2. The Lifetime Member is exempt from paying dues.
3. The Lifetime Member will receive two complimentary tickets to each production.
4. Each individual lifetime member is entitled to one vote at general membership meetings on each matter submitted to a vote. There shall be no proxy voting, however, voting by absentee ballot is permitted through procedures adopted by the Board of Directors.
5. Voting Lifetime Member may hold an elected position and may be appointed to the Board of Directors.

C. Active Non-Voting Members

1. All persons involved with the organization are eligible for a Non-Voting Membership upon up-to-date payment of membership dues. This includes all participants, subscribers, patrons, donors, as well as vendors of in-kind services.
2. The Board of Directors may remove any individual member from membership for activity contrary to the goals, mission, best interests or the purposes of the organization. A 2/3 majority of the sitting Board of Directors shall be required for removal. Any person removed may also be reinstated by the same majority vote.
3. Non-voting members are only entitled to early sales for events and shows, unless otherwise deemed appropriate by the Board of Directors.

Responsibilities

Active Participation - Active participation in the event of the organization including general meetings, social events, ticket sales, and productions.

Service - Service on committees or service as committee chairperson when requested by the Board of Directors.

Demeanor - Punctuality at rehearsals, meetings, and productions with appropriate behavior and professional attitude when at the above events.

Responsibility for Property - Responsibility and care for any property owned, leased or borrowed by the theatre which is in their possession.

Dues

The Board of Directors shall establish the annual dues for membership. The billing and collection of dues shall be in a manner prescribed by the Board of Directors.

Officers and Board of Directors

General

The Board of Directors shall be the President, the Vice President of the Board, the Secretary, the Treasurer, the Vice President of Operations, the Vice President of Production and 3 members at large. The term of office for each director is three years. Elections will be staggered such that three directors will come up for election each year. The Vice President of Production and the Vice President of Operations shall serve different rotations.

Election Procedures

The President and Vice President shall be elected annually by the newly elected Board of Directors at a meeting called by the current President, subsequent to the annual election of Directors, but before December 31 of each year. The Secretary and the Treasurer shall be elected annually by the newly elected Board of Directors by the conclusion of the first scheduled board meeting of the new term. Each officer shall hold office until his or her successor shall have been elected, or until the officer becomes incapacitated, resigns or is removed.

A. Nomination

A Nominating Committee, appointed by the President, shall present a slate of candidates to the annual general meeting. Additional nominations from the floor shall be permitted. All names included for nomination must be selected from a list of active voting or active voting lifetime members. Nominations will be made only with the member's consent, or in writing if the member is unable to attend the annual general meeting.

B. Election

The officers of the organization shall be elected by a majority vote of the active voting members present at the annual general meeting by written ballot. They shall assume their duties at the beginning of the calendar year for which they were elected.

Terms of Office

Board members will serve no more than two (2), three (3) year, consecutively elected terms. A one (1) year hiatus will be required before a Board member may return to the Board. A Board member on hiatus may not accept a Board appointment during his/her hiatus.

Duties

The duties of the officers shall be:

1. PRESIDENT

The President shall preside at all meetings of the organization and of the Board of Directors. He/she shall approve chairs of the following committees: Archive; Costume; Fundraising; Grounds; House; Membership; Property; Publicity; Reading; and Technical. He/she shall also approve special committees when the need arises as suggested by the board. He/she shall have the responsibility of supervision and management of all the activities of the theatre. They shall undertake all business arrangements, approve all contracts and agreements in connection with business matters as specifically instructed by the Board of Directors. They shall be responsible for the development and implementation of the artistic vision and focus of the organization, and for major decisions regarding the ongoing development of the aesthetic values and activities, after extensive consultation with the Board of Directors. Should the Board of Directors recommend the discharge of a member, it shall be the duty of the President to so inform the member. The office of President shall be limited to no more than two years.

2. VICE PRESIDENT

The vice president of the board, who may also be called the vice chair, is prepared at all times to assume the role of board president, if necessary. The vice president, whose knowledge and commitment mirrors that of the president, may serve in the president's place for board activities and in the spokesperson capacity.

3. SECRETARY

The Secretary shall keep attendance records and record the minutes of all Board of Directors meetings, and General Membership meetings. They are responsible for the creation and timely distribution of the agenda for all Board of Directors meetings, and General Membership meetings. The Secretary is also responsible for the creation and maintenance of an up-to-date board planning calendar outlining matters to be on the board's agenda over the course of a year. They shall keep and file minutes from committee meetings. They are responsible for the maintenance of a full contact list of board members including board member appointment dates, and term of appointment. In the event that the Secretary is unable to attend a meeting where minutes or notes are to be taken, it is the secretary's responsibility to find an alternate.

4. TREASURER

The Treasurer shall be custodian of the funds of the organization. He/she shall pay all authorized bills. He/she shall keep full and accurate accounts and shall present financial reports at the Board of Director and Annual General Membership meetings. He/she shall file the annual Income Tax Report(s) at the appropriate time. He/she shall prepare an annual budget to be presented to the Board of Directors and presented at the Annual General Meeting.

5. VICE PRESIDENT OF OPERATIONS

The Vice President Operations shall undertake all business arrangements, make and execute contracts and agreements in connection with business matters as specifically instructed by the Board of Directors. They shall be responsible for the upkeep and maintenance of the facilities, both interior and exterior. They shall be responsible for the risk management of the organization.

6. VICE PRESIDENT OF PRODUCTION

The Vice President-Production shall be responsible for coordinating with the director of each production the areas of set construction, properties, costumes, and sound and lighting. He/she shall maintain technical supplies for the organization. He/she serves as liaison between the board and the production team in all matters, following the guidelines in the directors manual.

Fairness

It is recognized that no set of by-laws can cover all circumstances. In the event of an issue arising which is not covered by these by-laws or policies and procedures, the issue will be decided by the Board of Directors on the basis of fairness, the good of the Johnson City Community Theatre being the paramount concern.

Replacement During Absences and Vacancies

If, for any reason, the President is unable to perform the duties of his/her office, and if, for any reason, the Vice President cannot assume the duties of the President, one of the members at large shall be appointed to temporarily assume the duties of that office. It shall be the duty of the Board of Directors, within thirty (30) days after the vacancy of the office(s), to set the date and submit a slate of candidates for the vacancy(ies) on the Board of Directors, to be voted upon by the Active Voting and Lifetime Membership at said election. All names included for nomination must be selected from a list of active voting or active voting lifetime members. Nominations will be made only with the member's consent, or

in writing if the member is unable to attend said election. Nominations may also be made by the General Membership at said election. Vacancy in any other office shall be filled through appointment by the Board of Directors to fulfill the term of the vacating Board member.

All vacancies will be filled by the approval of a majority vote from the current board of directors.

PROCEDURE FOR REMOVAL FROM OFFICE

A current board member can be removed from office with a procedural vote by the majority of the current board of directors.

Organizational Areas

For organizational purposes, theatre business shall be classified into one or more of the four areas, each of which shall be headed by a member of the Board of Directors. Each committee will be classified under one or more of these areas. Committee chairmen shall work together with the appropriate member of the Board of Directors. (Committee assignments into areas are specified in Article VIII.)

A. Administration

Chaired by the Vice President, this area is responsible for the Reading Committee, Archive Committee, marketing and publicity committee, and Planning Committee. Matters of policy not clearly applicable to other areas shall also be dealt with by this area.

B. Finance

Chaired by the Treasurer, this area is responsible for all financially related business and financial transactions. The committees included in this area are Membership and Audit

C. Operations

Chaired by the Vice President of Operations, this area includes all matters relative to the interior and exterior building, organizational contracts, including obtaining rights and scripts for production, and any general business concerns of the organization. The committees included in this area are Fundraising, Grounds, House, and Special Events Committee.

D. Production

Chaired by the Vice President of Production, this area is responsible for all artistic/technical considerations of each production. The Technical, Property and Costume committees are within this area.

The preceding areas are formed as a mechanism by which all business concerns may be directed into committee process. Any question regarding jurisdiction, classification or area of any consideration shall be determined by the President.

Committees

The President may, with concurrence of the Board of Directors, form and appoint members to any committee, including the chair of said committee, created for the performance of any special duties not specified in these By-Laws. This action may/will after review by the board and just cause has been found.

Standing Committees

There shall be ten regular standing committees. All committee chairmen and members shall be appointed by the President.

A. Archive Committee

This committee is responsible for the written and pictorial documents of each theatrical season. Chaired by the Historian, this committee is under the area of Administration and is responsible to the Vice President

B. Audit Committee

A special auditing committee shall be appointed annually to make an examination of the financial accounts of the organization. A report of the examination shall be submitted to the Board of Directors within ninety (90) days following the end of the fiscal year. This committee shall be included in the Area of Administration and finance

C. Special Events Committee

The special events committee will oversee all aspects, including planning, coordinating volunteers, and execution of events that are not related to actual productions being performed at the theatre. Events to be considered are visiting acts, festivals, fundraisers, special awards celebrations, season reveal party, and other events to take place in or away from the theatre. All events shall be presented to the Board for further discussion and approval. This committee shall be included in the Area of Operations with an oversight by Administration.

D. Costume Committee

This committee is responsible for the care and maintenance of the costume holdings and costume rooms. A relatively current inventory of all costumes shall be kept and revised annually. This committee is under the area of production and responsible to the Vice President of Production.

E. Fundraising Committee

This committee is responsible for grant applications, fundraising drives (corporate) and any other fundraising activities deemed necessary by the Board of Directors. The committee may sell

program or season support ads as needed for productions. This committee is under the area of Operations and is responsible to the Vice President-Operations.

F. Grounds Committee

This committee is responsible for the maintenance and upkeep of the exterior of the building and interior structural concerns. This committee is under the area of Operations and is responsible to the Vice President-Operations.

G. House Committee

This committee is responsible for the cleaning and general maintenance of the interior areas of the theater. It is also responsible for the box office activities, ushers, reservations, and refreshments. This committee is under the area of Operations and is responsible to the Vice President-Operations.

H. Membership

This committee is responsible for conducting the annual membership drive and keeping current records of all members including names, addresses, telephone numbers, and email addresses. The Secretary and the Treasurer are ex-officio members of the committee.

I. Property Committee

This committee is responsible for the organization, care, and maintenance of the property room and its contents. A relatively current inventory of properties held shall be kept at all times and ideally revised annually. This committee is under the area of production and is responsible to the Vice President of Production.

J. Publicity and Marketing Committee

This committee is responsible for providing continuous reports of all theatre activities to area communications media and for all advertising of productions. The committee shall maintain good public relations for the theatre. This committee is under the area of administration and is responsible to the Vice President.

K. Reading Committee

This committee is responsible for reading, selecting and submitting a list of six plays plus two in reserve for the next theatrical season to the Board of Directors for consideration and approval. This committee is under the area of Administration and is responsible to the Vice President.

L. Technical Committee

This committee is responsible for all technical facilities of the theatre including the shop; the care and maintenance of the light board, cables and instruments; and the sound and electrical systems. The committee chairman shall keep a current inventory of all technical equipment. This committee is under the area of Production and is responsible to the Vice President-Production.

Special Committees

- A. The President may, with the concurrence of the Board of Directors, form and appoint members to any committee created for the performance of any special duties not specified in these By-Laws.
- B. Special committees shall serve until their duties are completed.

Meetings

A. Regular

Board meetings shall be held once a month. General membership meeting shall be held quarterly. Any member, voting or non-voting, may attend any Board of Directors meeting with a voice, but no vote.

B. Special

Meetings shall be called at the discretion of the President, the Board of Directors, or upon written request of five (5) active voting members.

C. Quorum

All meetings, regular and special, shall follow Robert's Rules of Order in establishing a quorum. Per Robert's Rules of Order; a quorum is a simple majority. For General membership meetings, those who are present and eligible to vote shall constitute a quorum.