

Great Midwestern Educational Theatre Company (GMETC) Bylaws

Article I - Purpose

Section 1

The purpose of the Great Midwestern Educational Theatre Company, Inc. is to promote learning and engage the creative spirit in children of all ages by presenting relevant, thought-and-emotion provoking experiences in the theatre arts.

Article II - Board of Directors

Section 1 Duties and Powers Shall Be To:

- A. Manage all business of the Corporation.
- B. Elect officers and fill vacancies pursuant to the provision of Article IV, Section 3 of these By-Laws.
- C. Make all rules and regulations which they deem necessary and proper for governing the Corporation as well as for the due and orderly conduct of the affairs of the Corporation.
- D. Make all rules and regulations for the management of its property not otherwise inconsistent with the Charter and By-Laws.
- E. Appoint such employees and/or agents as may be necessary to conduct business of the Corporation.
- F. Formulate and approve an annual budget and all fundraising projects for the Corporation.
- G. Make special appropriations as deemed necessary for the efficient maintenance of the Corporation. Any such appropriations shall be reported at the next meeting of the General Membership.
- H. Set both short and long range objectives to accomplish their stated purpose(s).
- I. Informal Action by Directors. Action taken by a majority of the Directors without a meeting is nevertheless a Board action, if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

Section 2 Number of Directors and Dismissal

- A. The number of Directors constituting the Board of Directors (henceforth referred to as Board) shall be no less than six (6) and no more than eleven (11), including officers, plus the immediate past president, as an ex-officio member of said Board, as well as other ex-officio members as the Board may designate.
- B. Any Director missing three (3) consecutive board meetings shall be removed from the Board. Any exceptions to this ruling will be made by the Board.

Section 3 Elections

- A. Directors shall agree to serve for two (2) years. No person shall serve more than 2 consecutive terms, and may be re-elected after a period of one year's absence from the Board.

- B. Directors shall be elected by an affirmative vote of a majority of the members present at the annual meeting and assume office on the first day of the following calendar year.
- C. Any member not attending the annual meeting may vote by absentee ballot. This request must be received in writing by the board prior to the annual meeting.

Section 4 Vacancies

- A. Any vacancy occurring on the Board shall be temporarily filled by the Board for the remainder of the vacated unexpired term.
- B. An affirmative majority vote of the Directors is required to fill a vacancy. This vote shall take place during a meeting at which a quorum is present.
- C. Approval of this appointment will be required at the next meeting of the General Membership.

Section 5 Meetings and Quorum

- A. The Board shall meet monthly. Special meetings may be called by the President or at least five (5) or more Directors upon five (5) days written notice to other members of the Board.
- B. The number of Directors necessary to constitute a quorum shall be one (1) more than half the members of the Directors serving.
- C. Manner of Acting: The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board. Each Director shall have one vote.

Article III - General Membership

Section 1 Membership is open to all who are interested and willing to subscribe to the general purpose of the organization. A person becomes a member upon payment of annual membership dues and submission of a completed membership application that is accepted by a majority vote of the Board.

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

Section 3 Members shall meet at least two (2) times a year. The annual meeting will be held no later than the third week of April of each calendar year.

Section 4 A special meeting may be called by the President upon two (2) weeks written notice or upon written notice by a majority of the Board.

Section 5 Any member may be removed either with or without cause by a majority vote of the Directors at any regular meeting or special meeting of the Board of Directors.

Article IV - Executive Committee and Offices

Section 1 Members of the Executive Committee shall be composed of the President, Business Vice President, Production Vice President, Secretary and Treasurer.

Section 2 Duties of the Executive Committee

- A. Shall set the agendas for all Board and General membership meetings.
- B. Shall transact any urgent business that might arise between Board meetings.
- C. The results of any Executive Committee action, including the votes of Executive Committee members, will be recorded in the minutes of the next meeting of the entire Board.

Section 3 Officers

- A. The officers of the organization shall consist of a President, Business Vice President, Production Vice President, Secretary, and Treasurer.
- B. The officers shall be elected by the Board and will serve for three (3) years or until their successors shall qualify. Neither the President nor Vice Presidents shall serve more than two (2) consecutive terms in the same office. Officers shall be elected at the organizational meeting of the Board of Directors.
- C. The Board may, by resolution, require any officer, agent or employee of the organization to be bonded by the organization, with sufficient sureties. Conditioned on the faithful performance of the duties of his/her respective office or position, and to comply with such other conditions as may be required by the Board of Directors.

Section 4 Duties of Officers

- A. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall, in general, supervise and control the business and affairs of the Corporation. The President shall preside at all meetings of the Membership, Board of Directors and the Executive
 - i. May appoint special committees as required, with the approval of the Board.
 - ii. Shall present the annual report to the Membership.
 - iii. Shall sign, with the Secretary, any deeds, mortgages, bonds, contracts or other instruments which the Board authorized to be executed.
 - iv. Shall, in general, perform all other duties incident to the office of the President and such duties as may be prescribed by the Board.
- B. The Business Vice President may serve as President Elect and shall be responsible for these committees:
 - i. Budget and Finance
 - ii. Nominating-Membership
 - iii. Public Relations/Community Action
 - iv. Other committees assigned by the Board
- C. The Production Vice President may serve as President Elect, shall be the Producer of all plays and be responsible for these committees:
 - i. Play Selection/Technical/Play Production
 - ii. House
 - iii. Education/Workshop
 - iv. Public School /Facility Use
 - v. Other committees assigned by the Board.
- D. The Secretary may serve as President Elect and shall:
 - i. Handle all necessary correspondence of the Corporation.
 - ii. Keep the minutes of the meetings of the Board, Executive Committee and General Membership.

- iii. See that all notices are duly given to Directors and members of their respective meetings in accordance with the provisions of these By-Laws or as required by law.
 - iv. Be custodian of the corporate records, with the exception of the financial records, and of the corporate seal, and shall see the corporate seal affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized.
 - v. Sign, with the President, any deeds, mortgages, bonds, contracts or other instruments which the Board authorizes to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board or these By-Laws to some other officer or agent of the organization, or shall be required by law to be otherwise signed or executed.
 - vi. Perform all duties incident to the office of Secretary, including performing the role of parliamentarian at all meetings and other such duties as may be assigned to the Secretary by the Board.
- E. The Treasurer may serve as President Elect and shall:
- i. Have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such depositories as shall be selected by the Board.
 - ii. Prepare and present a monthly financial report to the Board, and prepare and present a yearly report to the General Membership.
 - iii. Prepare or have prepared a true statement of the Corporation's assets and liabilities as of the close of each fiscal year, which is the calendar year, all in responsible detail. This statement shall be made and filed at the corporation's principal place of business in the State of Wisconsin by April 1 of the following year and kept at said office for a period of at least 10 years.
 - iv. Perform all duties incidental to the office of Treasurer and any other such duties as may be assigned to the Treasurer by the Board.
 - i. Keep all box office records
- G. The President Elect shall
- i. Be elected by the members of the Board
 - ii. Perform the duties of the President, in the President's absence, death, inability or refusal to act. When serving in this capacity, this officer shall have all the powers of and be subject to all restrictions upon the President. Should the office of President be vacated prior to the annual election, the President Elect shall succeed to the Presidency.

Article V Acting Company

Section 1

- A. The Board may establish a company of professional actors for GMETC productions.
- B. The Board will establish the pay scale for the theatre company annually.
- C. The auditions for the company actors will be open to the public.

Article VI Play Production

Section 1

The Director of a production shall have complete control over the production and presentation of the play, subject to the following:

A. An accurate estimate of all costs shall be submitted to the Board before it is accepted for the season's program.

B. Roles not filled with Company actors, shall be open to the general public. Auditions shall be publicized at least one (1) week prior to occurring and be held at least on two (2) different dates. GMETC members shall receive audition information ten (10) days before the auditions are held.

C. In the event the director chooses not to, or cannot fulfill his/her commitment, he/she must relinquish duties to the Board. No show may be removed from the season without the consent of the Board.

D. Complimentary ticket policy shall be a joint decision between the director and the Board.

Article VII Dissolution

Section 1

Authorization for the dissolution of the Corporation shall be effected in the following manner:

A. The Board of Directors shall adopt a resolution recommending that the Corporation 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. Written notices stating the purpose of such meeting is to consider the advisability of dissolving the Corporation shall be send to each member entitled to vote at such a meeting in the manner set forth in Article III, Section 3 of these By-Laws.

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

Section 2

Upon members adoption of the resolution, the Corporation shall cease to conduct its affairs except as may be necessary to notify creditors, collect assets and apply and distribute them, pursuant to a resolution duly adopted, as required by Wisconsin State Law.

Section 3

No plan of distribution of assets may be adopted which allows such assets to be distributed in any manner or to any organization(s) other than in such a manner which disposes of all assets of the Corporation exclusively for the purpose of all corporation, or to such organizations or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time of dissolution qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article VIII Amendments

Section 1

These By-Laws may be amended, or repealed, and new By-Laws adopted by the following procedure.

- A. The prospective change(s) in the By-Laws shall be presented in writing at any regular Board meeting. Those Directors not present at this meeting shall have prospective changes mailed (or emailed) to them.
- B. A vote of two-thirds of the Directors then holding office at the next regular meeting shall adopt the change.
- C. For the purpose of this Article only, Directors may in writing, give their proxy to the Secretary.

Section 2

The Board shall have no power to adopt By-Laws which:

- A. Prescribe quorum or voting requirements for action by Directors different than those prescribed by law.
- B. Allow the Corporation, or any Director, officer, employee or agent thereof, on behalf of the Corporation, to engage in any activity which is inconsistent with the non-profit community, and cultural purposes of the Corporation:
- C. Permit or authorize any activity by the corporation, or any Director, officer employee, or agent thereof, on behalf of the Corporation, which would not be permitted to be carried on:
 - i. By a Corporation exempt from federal income tax under Section 501c (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law; or
 - ii. By a Corporation, contributions to which are deductible under Section 170c (2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.