

BYLAWS OF PANHANDLE COMMUNITY THEATRE, INC.

Revised, December 10, 2019

ARTICLE I: NAME

The name of this organization is Panhandle Community Theatre, Inc.

ARTICLE II: OBJECTIVES AND PURPOSES

Section 1. The objectives and purposes of this organization are to:

present live theatre productions for the cultural education, entertainment, and inspiration of the community.

foster and develop, through live productions, theatrical workshops, and other appropriate means, the artistic talents and skills of organization members, local writers and playwrights, and other interested persons.

engage in and subsidize social activities designed to foster the foregoing purposes of the organization as limited by the laws.

Section 2. In the furtherance of these objectives and purposes and in accordance with the powers conferred by its Certificate of Incorporation, Panhandle Community Theatre, Inc. may:

Collect membership dues, admission fees, gratuities, and donations.

Solicit unencumbered sponsorships.

Apply for and receive grants.

Buy or otherwise acquire, sell, or otherwise dispose of, and mortgage or otherwise hypothecate real, personal, and mixed property of all kinds.

Exercise all of the powers granted by corporate law in the state of Florida.

Section 3. Panhandle Community Theatre, Inc. is a nonprofit, charitable corporation. No member of the organization shall profit in any tangible way from its activities. All funds are to be disbursed in furtherance of the objectives and purposes set forth in Article II, Section 1.

Section 4. In the event of the dissolution of this organization, all monies, property, and physical assets of the organization shall be distributed for any worthy purposes, or to any worthy nonprofit organization, in accordance with a majority of the votes cast at a final meeting of the membership called for that purpose. In the event dissolution occurs and Panhandle Community Theatre, Inc. has outstanding debts to individuals or businesses, any money remaining in Panhandle Community Theatre, Inc. checking, savings, or cash accounts shall be distributed to those owed in an effort to resolve the indebtedness prior to distribution of remaining monies.

Section 5. The Panhandle Community Theatre, Inc. organization is nonpolitical in character and shall not engage in political activities of any nature.

ARTICLE III: MEMBERSHIP

Section 1. DISCRIMINATION: Discrimination in any form shall not be practiced, accepted, or tolerated. Any person of any age, race, creed, color, gender or sexual orientation may become a member of the Panhandle Community Theatre, Inc. upon payment of the required membership dues as determined by the Executive Board.

Section 2. HARASSMENT: Harassment in any form shall not be practiced, accepted, or tolerated.

Section 3. MEMBERSHIP RIGHTS, PRIVILEGES, ACTIVITIES, AND DUTIES: There shall be no differences among membership regarding rights, privileges, activities, or duties of membership.

ARTICLE IV: ORGANIZATION

Section 1. OFFICERS: The officers of this organization shall consist of the President, *Vice President*, Recording Secretary, Treasurer, Publicity Director, and two or four board appointed members-at-large.

Section 2. EXECUTIVE BOARD: The Executive Board shall consist of President, *Vice President*, Recording Secretary, Treasurer & Publicity Director.

Section 3. HONORARY BOARD MEMBERS: Honorary Board Members may be appointed by the Executive Board. Such members might include: the immediate Past President, a member of the General Membership, and/or one from the community at large.

Section 4. REMOVAL FROM OFFICE: Any Executive Board Member may be removed from office by a majority vote of the joint meeting of all the remaining members of the Executive Board. Such a vote may be cast by written ballot or by a show of hands. Grounds for automatic removal of office: any behavior or action adversely affecting a production and/or the theatre group; missing three board meetings annually without valid excuse.

Section 5. VACANCY: With the exception of the President, any Executive Board Member vacancy occurring by reason of death, resignation or removal, shall be filled by a majority vote of the remaining members of the Executive Board. Such appointees shall serve for the unexpired term of the vacant position. If a vacancy occurs in the office of the President, the *Vice President* will serve as President for the unexpired portion of the term.

Section 6. TEMPORARY VACANCY: In the event any Board Member, with the exception of the President, is unable to serve for a period of not less than 1 or more than 6 months, the President may appoint a substitute to fulfill that member's duties during his/her absence. Such appointment shall be subject to the concurrence of the Executive Board at the first regular meeting following the appointment or by written/electronic concurrence of the Executive Board.

ARTICLE V: VOTING

Section 1. QUORUM: The following number of attendees is required to establish a quorum for the conduct of business:

Board Meetings must have a minimum of three Executive Board members.

General Membership Meetings must have a minimum of 5 attendees.

Section 2. VOTING: Each member *present at a General Membership Meeting* shall be entitled to one vote. The majority vote of the quorum present at a meeting shall constitute the act of the body. In the event of a tie vote, the measure shall be sent to the Executive Board for discussion and action. Voting by proxy is prohibited.

ARTICLE VI: TERMS OF OFFICE

Section 1. OFFICERS: All officers shall serve a 1 year term. The term of office is from January 1 through December 31 of the appropriate calendar year. *Officers may be elected to serve the following year.*

Section 2. APPOINTED BOARD MEMBERS AND COMMITTEE CHAIRS: Appointed Board Members and Committee Chairs shall serve for a term of 1 year from January 1 through December 31. Persons in such positions shall be eligible for re-appointment the following year.

ARTICLE VII: DUTIES OF OFFICERS

Section 1. PRESIDENT: The President shall call meetings of the general membership and the Executive Board, shall set the agenda for and preside over such meetings, and shall appoint the chairpersons of Standing Committees, subject to the approval of the Executive Board.

Section 2. VICE PRESIDENT: The *Vice President* shall chair the Bylaws Committee and provide officers and standing committee chairpersons with guidance in performing their duties in accordance with the organizations *bylaws and policy & procedures.*

Section 3. RECORDING SECRETARY: The Recording Secretary shall keep accurate and legible minutes of meetings of the general membership and Executive Board. He or she shall provide copies of minutes of all meetings to the President and all members. Copies may be provided in written or electronic form. The Recording Secretary shall keep an electronic copy as part of the historical files of the organization.

Section 4. TREASURER: The Treasurer shall:

- A. keep and maintain all financial records of the organization.
- B. receive, deposit, and disburse monies as required.
- C. provide a verbal accounting of all organization funds at all general membership meetings or as required by any Executive Board Member.
- D. provide a written copy of all organizational funds detailing annual receipts and expenditures to all Executive Board Members at each general membership meeting or as requested by any member.
- E. maintain an annual Bank Summary spreadsheet.

- F. submit the financial records for audit at the conclusion of his or her term of office or upon the request of the President.
- G. be required to file the appropriate Tax Form(s) to the IRS within 20 days of the conclusion of his or her term of office.
- H. not be required to give bond for the faithful execution and performance of his or her duties.
- I. prepare an Annual Budget for the next fiscal year to be submitted for approval by the Executive Board at the September Executive Board meeting.

Section 5. PUBLICITY DIRECTOR: The Publicity Director shall prepare and arrange for all publicity for the organization, including releases of a general nature and those related to individual productions.

ARTICLE VIII: DUTIES OF THE EXECUTIVE BOARD

Section 1. GENERAL BUSINESS: The Executive Board shall administer the general business of the organization.

Section 2. PLAYS: The Executive Board shall approve the plays recommended by the Reader's Committee.

Section 3. FINANCES: The Executive Board shall be responsible for the management of the funds of the organization. The Executive Board shall approve the budget for each play and social event and for the operation of the various Standing Committees.

Section 4. STANDING COMMITTEES: The President shall appoint chairpersons, as needed or required, of Standing Committees, with the exception of those vested in the *Vice President*, subject to the approval of the Executive Board.

ARTICLE IX: STANDING COMMITTEES

Section 1. ESTABLISHMENT: With the exception of the Bylaws Committee, the chairpersonship of which *is* vested in the *Vice President*, the President shall appoint the chairpersons of all Standing Committees, subject to the approval of the Executive Board.

- A. *Bylaws:* This committee shall receive all suggestions for amendments of these Bylaws; shall prepare them in proper form and identify them as amendments to specific Articles and Sections; shall refer them to the sponsors for correctness; shall present them to the Executive Board for consideration; and shall transmit them, with the recommendation of the members, 10 days prior to the membership meeting at which the proposed amendment(s) is/ are to be considered. A quorum of 5 members must be present at such meeting. The committee shall consist of the *Vice President* and two members.
- B. *Membership:* In addition to the chairperson, this committee shall consist of a sufficient number of members (to be determined by the Chairperson and the President) to ensure that an active and timely campaign for paid membership is made each year, prior to the start of the theatrical season. Efforts should be made each year to enlarge the membership roster. The committee shall be responsible for keeping and maintaining accurate records of

membership and of funds transmitted to the Treasurer. Subject to the approval of the Executive Board, the committee may arrange with community service groups and others for the conduct of a vigorous membership campaign.

- C. *Nominations and Elections*: This committee shall consist of a chairperson and sufficient number of members (to be determined by the Chairperson and the President). Prior to the November meeting of the Executive Board, the committee shall prepare for the Executive Board a list of nominees for the elections to be conducted at the 4th quarter general membership meeting. This list shall contain at least one nominee for each of the Executive Board positions to be filled. Nominees be members and consent to serve in office nominated for. The committee shall submit its report to the Executive Board for approval at the November meeting of the Executive Board. The slate of nominees shall then be incorporated as part of the notice to the general membership of the 4th quarter meeting. The committee shall administer the election in accordance with policy and procedures.
- D. *Publicity*: This committee shall consist of the Publicity Director and sufficient number of members (to be determined by the Publicity Director and the President). The Publicity Committee shall prepare and arrange for all publicity for the organization, including releases of a general nature and those related to individual productions. Publicity activities shall be subject to the prior approval of the Executive Board.
- E. *Fundraising*: This committee shall identify fundraising activities and associated dates and shall present them to the Executive Board for approval. All funds collected shall be used to pay expenses incurred, if any, for the fundraising activities with the remaining monies collected to be used for the furtherance of the objectives and purposes of the Panhandle Community Theatre, Inc.
- F. *Production Coordinator* is appointed by the President for each theatrical production. Responsible for playbill production, ensuring concessions are stocked, cleanliness of audience portion of theatre/ restroom, manning of box office, and coordination of any production needs/problems with the board. May enlist volunteers as needed to assist.
- G. *Artistic Director* is appointed by the President with the concurrence of the board. The Artistic Director is responsible for:
 - a. the conception, development and implementation of the artistic vision and focus of the organization.
 - b. developing performance budgets for selected plays.
 - c. supervising the *Reading* Committee.
 - d. the selection of plays to be performed by the Panhandle Community Theatre and presents the selections to the Board for final approval.

ARTICLE X: ELECTIONS

Section 1. BALLOTING: Elections shall be conducted by secret written ballot, or as agreed upon by the general membership present at the Election meeting to employ voice or hand vote. If there is only one nominee for a given office, the presiding officer may accept a voice or balloting by show of hands. The Committee on Nominations and Elections shall act as tellers, supply blank ballots and pencils, if required, and shall distribute, collect, and count the ballots if necessary. The Chairperson of the Committee, or his or her delegate, shall announce the results of the secret written ballot.

Section 2. ORDER OF ELECTION: The presiding officer shall, first, restate the Nominations and Elections Committee's nomination(s) for *President*. He or she shall then call for nominations from the floor. After passage of a motion to close the nominations, he or she shall direct that the ballots be distributed for this office or as agreed upon by the general membership present at the Election meeting to employ voice or hand vote. If conducted by secret written ballot, the ballots for *President* shall be collected and counted. A majority of votes cast shall be required to elect. If no candidate shall have received a majority, a re-balloting shall be directed to decide between the two candidates receiving the largest pluralities as the remaining nominees, and a majority of such votes cast shall be required to elect. After the results of the election of a *President* have been announced, the same procedures shall then be followed for the remaining offices in the order in which they are listed in the Bylaws.

ARTICLE XI: FISCAL YEAR

The Fiscal Year of Panhandle Community Theatre, Inc. shall be from January 1 to December 31.

ARTICLE XII: AMENDMENTS

Amendments to these Bylaws may be proposed by any member. They shall be submitted in writing by the sponsoring member to the Committee on Bylaws, which shall act upon each in accordance with the provisions of Article IX, Section 1, Paragraph A. These Bylaws may be amended by a two-thirds affirmative vote of the general membership voting at a general, special, or 4th quarter meeting at which there is a quorum present, provided that written notice of the proposed action was provided the members as required by Article IX, Section 1, Paragraph A.