

HABERSHAM COMMUNITY THEATER

By-Laws

Amended October 26, 2020

ARTICLE I – NAME

The name of this organization shall be Habersham Community Theater.

ARTICLE II – MISSION

The mission of HCT is to provide live entertainment; to offer opportunities for personal growth through use of creative talents in drama, music, art, and dance; to contribute to the cultural enrichment of the community; and to share emotions that enrich our perceptions of life and our understanding of others.

ARTICLE III – VOTING CONTROL

Habersham Community Theater is a non-profit organization with no capital stock or stockholders. The voting control is vested in and limited to persons who are members under provisions of the by-laws.

ARTICLE IV – MEMBERSHIP

4.0 The membership of this organization shall be composed of individual, family, institutional, and honorary members.

4.1 Membership is granted upon payment of annual dues. The amount is to be determined annually by the Board of Directors. Honorary memberships may be granted by the Board and require no payment of dues.

- 4.2 Limitations on voting members are as follows:
- a. Each individual member has one vote.
 - b. Each family membership is limited to two votes.
 - c. Each institutional membership is limited to two votes.
 - d. Honorary members have no vote.
 - e. Voting members must be at least 18 years of age.

ARTICLE V – BOARD OF DIRECTORS

5.0 A Board of Directors shall govern this organization and shall manage the affairs and exercise all the rights, duties, and powers of this organization not excluded elsewhere in these by-laws.

5.1 The Board of Directors shall consist of at least nine (9) but no more than fifteen (15) members. The Immediate Past-President may serve as an ex-officio, non-voting member. Approximately one-third (1/3) of the Board shall be elected by the membership each year for a three-year term, with the exception of the Treasurer (see Article VI). Board members must be members of the organization. After a one-year separation from Board service, a director will be eligible for re-election to the Board.

5.2 Any vacancies that occur during a fiscal year may be filled by the Board for the unexpired term. If the unexpired term is twelve (12) months or less, the appointee may be elected for a full term without the year's hiatus. (The maximum length of service in this case would be four (4) years.) The Board of Directors may remove any Director with cause as determined by a vote of three-fourths (3/4) of the membership.

5.3 The Board shall meet monthly at a time, date, and place determined by the Board at the first meeting. Meeting dates may be changed by a majority of the Executive Committee with seven (7) days notice, except in the case of an emergency. Additional meetings may be called by the President, or any two (2) members of the Executive Committee, with seven (7) days written or email notice.

5.4 A quorum, which shall consist of a majority of the voting members of the Board, shall be required for any vote of the Board.

5.5 When circumstances require the Board to quickly decide an issue, the President shall be authorized to poll Board members regarding a specific proposal. The poll and the member votes must be in writing or e-mail. A majority vote of the Board is required for adoption. Decisions resulting from the poll will be presented at the next regular meeting.

5.6 No committee, officer, or member shall have the authority to make any contract, incur any indebtedness, obligation, or liability in the name of, or on behalf of, the organization, without the authority and approval of the Board. Once a budget is approved by the Board, any change requires additional Board approval.

ARTICLE VI – OFFICERS

All officers shall be elected annually by the Board of Directors at the August meeting upon recommendation of the nominating committee, with the exception of the Treasurer(s). The Board shall be responsible for appointing a Treasurer(s) to serve without term limitation, but to be confirmed at the August Board meeting. The Treasurer shall serve as a voting member of the Board of Directors.

- a. President – shall preside at all meetings and be chairperson of the Board of Directors; shall appoint all necessary committees not otherwise provided for;

shall present an annual report to the membership and perform all other duties assigned by the Board; shall appoint a nominating committee at least sixty (60) days prior to the August meeting.

- b. First Vice President – shall be designated by the nominating committee and shall assist the President, performing the duties of the President in his/her absence. Other Vice Presidents shall also be officers, performing duties as determined by the Board.
- c. Secretary – shall record attendance and take minutes at all regular meetings of the Board and the membership. The Secretary shall be responsible for notifying members of time and place of the meetings and coordinating with the nominating committee as required.
- d. Treasurer – shall collect all membership dues and contributions, make all disbursements, and keep full and accurate accounting of receipts and disbursements. The Treasurer shall maintain all contracts and financial and legal documents of the organization. The Treasurer shall present a financial report at each meeting and maintain a list of membership. The Treasurer shall file any forms or reports as required to maintain the organization's non-profit status. The books are the property of the organization and shall be open to inspection at all times. The Treasurer shall submit all records for an internal audit at the discretion of the Board.

ARTICLE VII – STANDING COMMITTEES

7.0 The Standing Committees shall consist of the Executive Committee and the Nominating Committee. Others committees may exist at the discretion of the Board.

7.1 The Executive Committee shall consist of the President, the Vice President(s), the Secretary, and the Treasurer(s). During the intervals between the meetings of the Board of Directors, the Executive Committee has the authority to meet for discussion pertaining to all matters of the organization. However, proposals arising from those discussions must be presented to the Board of Directors in a formal motion for Board approval. In unusual circumstances and/or when an emergency decision is deemed necessary and a quorum is not possible by means of an in-person or electronic vote, the Executive Committee may exercise all rights and powers of the Board of Directors. Under such circumstances, all decisions made by the Executive Committee must be ratified by the Board of Directors within thirty (30) days.

7.2 The Nominating Committee, as appointed by the President, shall consist of a minimum of three (3) members, with at least one (1) of the three being an active Board member. Each year the Nominating Committee will solicit nominations to fill upcoming board vacancies. The Committee shall be responsible for conducting the nomination

process, in coordination with the Secretary, vetting new nominees, and counting the ballots. The Nominating Committee shall present the slate of nominees for the Board of Directors and recommendation of Officers to the Board at the July meeting.

ARTICLE VIII – MEMBERSHIP MEETINGS

8.0 The fiscal year shall be September 1 through August 31.

8.1 The Annual Membership Meeting shall be conducted each August by mail or e-mail according to member contact on file. Election of new Board Members shall take place at this meeting. Additional membership meetings may be called by the Board.

8.2 Installation of the Board and election of Officers shall take place at the August meeting.

8.3 The President and Treasurer shall prepare and distribute annual reports to the membership within sixty (60) days of the close of the fiscal year.

8.4 A quorum shall consist of the members present and voting. A simple majority vote shall be the authorization to decide business.

8.5 The Annual Membership Meeting, as referenced in 8.1, must take place at least fifteen (15) days prior to the August Board meeting.

ARTICLE IX – AMENDING THE BY-LAWS

These by-laws may be amended at any meeting of the organization by a two-thirds (2/3) vote of the members present and voting, provided that notice of such proposed amendments shall have been made available to all known members at least fifteen (15) days prior to said meeting.

ARTICLE X – DISSOLUTION

Upon dissolution of this organization, the residual assets of the organization shall be turned over to one or more organizations which are themselves exempt organizations as described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code, or corresponding sections of any prior or future Internal Revenue Code or to the Federal, State or local governments for public purposes. The Board of Directors shall select which qualified organization(s), or to which government body, distribution shall be made. Under no circumstances shall any of the property or assets of this organization,

during the existence thereof and/or dissolutions thereof, go to or be distributed to any officer or member.

ARTICLE XI – INCLUSION POLICY

No person shall, on the basis of sex, age, disability, race, religion, color, or national origin, be excluded from participation in, be denied the benefits of, or be subject to discrimination under any program or activity presented or produced by Habersham Community Theater.

ARTICLE XII – RULES

Robert's Rules of Order Newly Revised shall govern in all matters of procedures not covered by these by-laws.