

**By Laws**  
of  
**Wisconsin Association of Community Theatre, Inc.**  
A Wisconsin Non-Profit Corporation

**Article I – Name**

The name of the corporation shall be Wisconsin Association of Community Theatre, Inc., hereinafter called the Corporation.

**Article II – Place of Business**

The Corporation shall maintain in the State of Wisconsin a registered office and a registered agent, at such office and may have other offices within or without the State.

**Article III – Purpose**

**Purpose:** The purpose of the Corporation shall be to support the continuation and expansion of Community Theatre in Wisconsin by encouraging and facilitating communication and cooperation among Wisconsin Community Theater Groups. The Corporation is organized exclusively for charitable, and educational purposes, including for such purposes, the making of distributions to organizations under section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501 (c) (3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code or (b) by a corporation, contribution to which are deductible under section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

**Article IV – Membership**

**Eligibility:** Any person or organization with an interest in fostering Community Theatre is eligible for membership.

**Categories of Membership:** The Board of Directors shall designate various categories of membership and standards of eligibility within these categories. The categories and standards of eligibility shall be set forth in the Manual of Operations.

**Fees and Privileges:** Annual fees shall be established by the Board of Directors and set forth in the Manual of Operations. The Board of Directors shall set membership privileges commensurate with membership fees.

**Voting:** After thirty days of continuous membership, each member shall be entitled to one vote on each matter submitted to a vote of the members. Each Organizational member shall designate one person to cast the organization's vote.

## Article V – Membership Meetings

**Annual Meeting:** An annual meeting of the members shall be held at such place and time, as the Board of directors shall designate.

**Special Meetings:** Special meetings may be held at the call of the President, the Board of Directors, or on the petition of at least twenty-five percent (25%) of the members of the Corporation.

**Written Notice:** Written notice stating the place, date, and hour of any meetings of the members shall be mailed, faxed, or delivered via electronic means to each member thirty (30) days to ninety (90) days before the date of such meeting. In the case of a special meeting or when required by statute or by these By Laws, the purpose for which the meeting is called shall be stated in the notice. The notice of the meeting shall be deemed delivered when deposited with prepaid postage thereon in the United States mail; if otherwise delivered, the notice of the meeting shall be deemed delivered at the date and time of transmission.

**Quorum:** The members attending any regular or special meeting shall constitute a quorum at such meeting. At least two Officers of the Corporation must be in attendance.

## Article VI – Board of Directors

**Powers:** The Board of Directors shall conduct, manage, and control all of the affairs, and business of the Corporation, shall have primary responsibility for raising fund, and generally shall supervise and regulate the activity of the Corporation. The Board shall maintain a codified Manual of Operations designating specific duties and procedures of operation. Such manual will be reviewed annually.

**Number:** The Board of directors shall consist of not less than four (4) and not more than thirteen (13) individuals.

**Election:** Board members shall be elected for three-year terms. Each Director shall be eligible to serve three consecutive three-year terms. Following nine years on the Board of Directors a person may continue to serve by a 3/4 vote of the membership at the annual membership meeting where election of board members takes place.

**Nominations:** The Nominating Committee, appointed by the President, shall nominate Candidates to the Board of Directors. To be nominated a candidate must be a member in good standing for

fewer than thirty days (30) prior to the Membership Meeting at which elections shall take place. The Board of Directors may set forth additional qualifications which shall be set forth in the Manual of Operations.

**Meetings:** The Board of Directors shall meet immediately following the annual membership meeting for the purpose of electing the Officers of the Corporation. The Directors shall also establish other regular meetings at stated intervals. Special meetings of the Board of Directors shall be held whenever called by the President or upon application in writing of any two Directors.

Meeting of the Board of Directors may be conducted by conference call, teleconference, or other electronic means, as permitted by law, provided that all persons can communicate with one another, and all persons are otherwise able to fully participate in the meetings. Votes of the members of the Board of Directors received in such a manner shall have the same force and effect as votes at a meeting at which the members of the Board of Directors are physically congregated.

**Quorum:** A simple majority of the board, which shall include at least two officers, attending any regular or special meeting, shall constitute a quorum at such a meeting.

**Action by Electronic Mail:** In between formal Board of Directors meetings, the President may originate and submit motions requiring action to Board Members by electronic mail for their approval or disapproval. These motions will not need to be seconded and subsidiary motions will not be allowed. This process is intended to deal only with necessary and non-controversial items. Therefore, in order for an item to be approved by electronic mail it is necessary that: (1) the originating electronic mail message deal only with one specific item (2) the item may not alter or negate any previous Board action (3) there be positive responses from a minimum of 75% of current Board members, (4) there are no negative responses. Responses should be sent to both the President and the Secretary within ten (10) business days of the date stamp of the originating electronic mail message. Any motion that has not received enough votes to pass within the proscribed time limit will be considered to have failed. The motion will be considered passed or failed upon the concurrence of the President and Secretary as to the results of the voting. Any motion dealt with by electronic mail will be recorded in the minutes of the next Board Meeting.

**Resignation:** Any Director may resign by written notice to the Board.

**Vacancies:** Any vacancy occurring among the Officers or Directors shall be filled by the vote of a majority of the remaining members of the Board of Directors. Such elections shall be for the unexpired term of the vacancy.

The Board of Directors shall have the power to declare that any office, is vacant and therefore appoint a successor whenever:

- A director or Officer is permanently absent or absent for three consecutive meetings, or for such periods of time as to make it impossible to discharge the duties of the Director or other officer.
- A Director or Officer ceases to be a member.

- A Director or Officer fails or refuses or is unable for any reason to discharge the duties of his office, and the remaining Directors determine by three-fourths vote that such cause exists.

## Article VII – Officers

**Officers:** The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be elected by the Board.

**Duties:**

- **President:** The President shall preside at all meetings of the Corporation and shall act as Chief Executive Officer, performing all duties normally performed by such an Office. He/she shall prepare an agenda for all meetings of the members and Board of Directors, and shall include in such agenda all matters, which he/she anticipates, will arise at such meeting, in addition to any matter requested to be included therein by an Officer.
- **Vice-President:** The Vice-President shall ensure that financial and business-aspects of the Corporation, other than record keeping, are properly attended to. In the absence of the President, the Vice-President shall preside at meetings of the Corporation and shall perform the duties normally performed by such an Officer. He/she shall also review the Manual of Operations for the Corporation and make recommendations to the board regarding such revisions as necessary.
- **Secretary:** The Secretary shall keep minutes at all meetings of the membership and Board of directors. The Secretary shall be responsible for all records of the Corporation, shall keep and maintain the list of members of the Corporation, shall have custody of the Corporate seal, provide all required notices of meetings of the membership and Board of Directors and perform all duties normally performed by such an Officer.
- **Treasurer:** The Treasurer shall keep the financial records of the Corporation and shall be responsible for the disbursements and receipts of all funds. The Treasurer shall recommend budgetary revisions as necessary, prepare operating statements, and submit an annual report of the financial condition of the Corporation.

## Article VIII – Staff

The Board of Directors may employ such staff as deemed necessary to carry out the policies and programs of the Corporation. Salary will be determined by action of the Board of Directors.

## Article IX – Committees

The President shall designate Committee assignments for Directors, determine appropriate size, and make committee appointments from the membership as necessary. The President will appoint

committees and respective committee chairs at the beginning of his or her term. Each committee shall report regularly to the Board.

## Article X – Contracts, Checks, Deposits, and Funds

**Contracts:** The President of the Board of Directors is authorized to enter into any contract or execute and deliver any adjustment in the name of and on behalf of the Corporation. The Board of Directors may additionally authorize any officer of the Corporation to enter into any contract or execute and deliver any adjustment in the name of and on behalf of the Corporation.

**Checks and Drafts:** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination the Board of Directors, such instruments shall be signed by the Treasurer or Secretary and counter signed by President or Vice-President of the Corporation.

**Deposits:** All funds shall be deposited in such depositories as the Board of Directors may direct, promptly upon the receipt of the same.

**Gifts:** The Board of directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or device for the general purposes of or for any special purposes of the Corporation.

**Fiscal Year:** The fiscal year of the corporation shall begin on the first day of August and end of the last day of July each year.

## Article XI - Dissolution

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

The Board of Directors shall adopt a resolution recommending that the Corporation be dissolved, and directing the question of such dissolution be submitted to a vote at a meeting, either special or regular, of the general membership.

Written notices stating the purpose of such meeting shall be sent to each member entitled to vote at such a meeting in the manner set forth in Article V of these By-Laws.

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

Upon membership 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 provided by the Wisconsin General Statutes.

**Distribution of Assets:** 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 dis-

poses of all assets of the Corporation. Such assets may be distributed only to such organizations organized and operated exclusively for the purpose of artistic endeavors related to theatre or theatre production. Such group(s) shall at the time of dissolution qualify as an exempt organization(s) 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 XII – Manual of Operations**

The Board shall maintain a codified manual of operations designating specific duties and procedures of operation. The Board of Directors under the direction of the Vice President will review such manual annually.

## **Article XIII – Amendments**

The By Laws may be recommended for amendment or new By Laws recommended for adoption at any time by an affirmative vote of a majority of the members of the Board of Directors at a regular meeting or a special meetings of the Board of Directors called for that purpose, provided that the full text of any proposed amendment shall be made available to all Board members at least ten (10) days prior to such meeting. Proposed amendments may be submitted by the Board of Directors or by at least twenty-five (25) members of the corporation. Final adoption of amended, new, or restated By Laws must be approved by a majority of members present at the annual meeting or other special membership meeting called for said purpose.

The Board may operate under the recommended By Law changes until such time as final vote by the membership is made.

## **Article XIV – Parliamentary Authority**

The Board of Directors shall maintain a codified Manual of Operations. The current edition of Robert's Rules of Order shall govern all meetings and / or procedures not specified in these By Laws or in the Manual of Operations.

By Laws Originally Adopted: August 25, 2001

Restated By Laws Adopted: April 30, 2003.

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