

GREATER HAMILTON CIVIC THEATRE, INCORPORATED

CONSTITUTION

(Adopted July 26, 1959)
(Revised June 1, 1960)
(Revised January 2, 1962)
(Revised January 16, 1967)
(Revised September 22, 1971)
(Revised October 25, 1972)
(Revised March 13, 1985)
(Revised March 19, 1990)
(Revised August 15, 1993)
(Revised May 23, 1996)
(Revised May 25, 2000)
(Revised May 24, 2004)
(Revised June 1, 2008)
(Revised May 28, 2015)
(Revised May 23, 2018)
(Revised May 21, 2019)

ARTICLE I - NAME

The name of the organization shall be GREATER HAMILTON CIVIC THEATRE.

ARTICLE II MISSION STATEMENT

Provide quality community theatre and advance the appreciation and knowledge of the performing arts for the greater Hamilton area.

ARTICLE III - ADMINISTRATION

The Board of Trustees of the organization shall be composed of twelve (12) members, elected by the membership. The Chairperson of the Board, with the advice and consent of the Board, may appoint a maximum of five (5) additional non-voting members of the Board, if and when this seems to be in the best interest of the organization. Such appointments shall be to the period of the next election.

The Executive Committee must be elected by the voting members of the Board of Trustees. All other positions may be filled by either elected or appointed members of the Board of Trustees. At no time should more than two (2) immediate family members (parents, siblings, children, spouses) serve on the Executive Committee at the same time.

Section B - Officers

The officers of the Board of Trustees will be Chairperson, Business Manager, Secretary, and Production Coordinator.

Section C - Executive Committee

1. Composition: The Executive Committee will be composed of the officers of the Board of Trustees.

2. Function: In case of an emergency or in the case of need for an immediate decision and after all reasonable attempts have been made to assemble a quorum of the Board of Trustees, the Executive Committee shall be empowered to act on behalf of the Board of Trustees.

ARTICLE IV - BY-LAWS

By-laws shall be enacted or amended and become a part hereof by a majority vote of paid-up members, in good standing, present at a meeting, provided, however, that members receive notice twenty (20) days prior (electronic or paper) of the date and purpose of said meeting.

ARTICLE V - PROHIBITION AGAINST SHARING CORPORATE EARNINGS AND PROVIDE FOR DISSOLUTION

No member, Trustee, Officer, or employee of or member of a committee of or person connected with the corporation or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of reasonable compensation for service rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Trustees; and no person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of this corporation. All members of the corporation shall be deemed to have expressly consented and agreed upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered, and paid over to such eleemosynary institutions upon such terms and conditions and in such amounts as the majority of the paid-up members at the time of dissolution may impose and determine to be used by such eleemosynary institutions receiving the same for such similar or kindred purposes as are set forth in the certificates of incorporation of said corporations and any and all amendments thereto.

ARTICLE VI - AMENDMENT

The articles of this Constitution shall be reviewed no less often than once every four (4) years by a committee appointed by the Chairperson of the Trustees. Amendments to articles of this Constitution shall be adopted by the affirmative vote of three-fourths of paid up members in good standing present at a meeting, provided that members receive twenty (20) days written (electronic or paper) notice of the date and purpose of said meeting along with a printed or an electronic copy of proposed amendments. Any member or members may submit a proposed amendment in writing to the Chairperson of the Board of Trustees at any time.

BY-LAWS

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ARTICLE I – MEMBERSHIP

Membership shall be open to all persons who have an active interest in community theatre and show a willingness to participate in the organization's activities. Requests for membership may be directed to any member of the Board of Trustees. Persons wishing to obtain membership may choose from three (3) classifications. The options are as follows: individual, life-time, or student membership. A student (non-voting status) membership is offered at no charge to seniors in high school and younger. Membership in good standing shall be mandatory for any person holding a cast or production-staff position. Membership period runs along with the season, July 1st through June 30th.

ARTICLE II - DUES

Membership dues shall be as determined by the Board of Trustees, keeping in mind that dues are to be such as to allow for the largest possible membership. Individuals who became members prior to October 1, 1959, shall be known as Charter Members.

ARTICLE III - FOUNDING PATRONS

Twenty-four (24) founding patrons, who by initial donations of \$25.00 or more, demonstrated their interest in community theatre in the Greater Hamilton area, shall henceforth and hereafter be listed in all programs or other publications of the organization and shall, upon request, receive two (2) complimentary tickets to all public performances sponsored by the organization, excluding fundraisers.

ARTICLE IV - DUTIES OF TRUSTEES

The Board of Trustees shall recognize, individually and as a group, that ~~they and it has~~ **have** been entrusted with the ultimate success of **the** Greater Hamilton Civic Theatre **organization**, and shall accept the burden of the responsibilities herein enumerated:

1. That the purpose and overall objectives are kept clearly in focus;
2. That the organization operates in the general public interest as well as the specific interest of the membership;
3. That each Trustee will be entrusted to use his or her special knowledge, contacts, and capabilities, to further the activities of the organization;
4. That all undertakings of the organization maintain high standards in planning, preparation, and presentation;
5. That the Board of Trustees must demonstrate responsibility by maintaining the organization's fiscal integrity.
6. If a member of the Board of Trustees is absent three (3) consecutive times from scheduled meetings of the Board of Trustees without twenty-four (24) hours prior notification of such absence, he or she shall be deemed to have resigned from the Board of Trustees. Notification of absence shall be given to the Secretary of the Board of Trustees.
7. All newly elected/appointed members of the Board of Trustees shall meet with the Executive Committee to review distributed copies of the constitution, By-Laws and official adopted policies.
8. Each Trustee is encouraged to submit a monthly report to the Secretary at the Secretary's discretion prior to the monthly meeting.

ARTICLE V - DUTIES OF OFFICERS

Section A – Chairperson

1. Preside at meetings.
2. Serve as Chairperson of the Board of Trustees and the Executive Committee
3. Serve as ex officio member of all committees.
4. Cast his or her vote in case of a tie.
5. Schedule Board of Trustee and Executive Committee meetings and special meetings of the entire membership as may be required.
6. Act as a liaison for the organization as the Board of Trustees deems it necessary. The Chairperson may select a person to assume this position.
7. Chairperson, or their designee shall be responsible for writing and sending of patron letters.

Section B - Business Manager

1. Custodian of organization's funds.
2. Pay organization's bills as approved by the Board of Trustees.
3. Conduct all business relationships with outside persons and other organizations.
4. Record and bank annual dues received. Amend to state "any fund received by the organization."
5. Submit an annual financial report and such other reports as may be required. File IRS report

by November 15th.

6. Submit the books to a qualified auditing organization as soon as possible after the end of the fiscal year, in no case later than July 31st. The results of this audit shall be presented to the Trustees Board.
7. Preside at meetings in the absence of the Chairperson.
8. Maintain the attendance for each play performance, in the absence of designated Board of Trustee chair.
9. Sending annual donation receipt for income tax purposes.

Section C - Production Coordinator

1. Monitor progress of each production.
2. Serve as the primary contact with the venue coordinator.
3. Notify all Trustees and all Members of audition dates.
4. Verify that a copy of each program has been given to the Historian.
5. Distribute the cast list of each production to the Trustees and Members in the absence of the Publicity Chair.
6. Remind directors and producers that all cast and crew members must be members of Greater Hamilton Civic Theatre in the absence of a Membership Chair.
7. Initiate and monitor play selection process. If no play selection committee is used, the Production Coordinator is responsible for the following:
 - a. Maintain library of plays in the absence of on-site availability.
 - b. Maintain roster of qualified directors.
 - c. Send notification to prospective directors asking for lists of shows they are interested in directing.
 - d. Set up Board of Trustees in groups for reading of submitted plays.
 - e. Conduct the final selection process no later than the April meeting at which time all members are to be made aware of any necessary requirements for submitted shows.
 - f. Notify directors after the season has been chosen.
8. Schedule production dates with show venue.
9. Submit names of new directors who have become qualified in accordance with Greater Hamilton Civic Theatre Production Manual requirements for Board of Trustees approval.
10. Coordinate scheduling of rehearsal facilities in the absence of Trustee, or designated Board of Trustee chair.
11. Preside at meeting in the absence of the Chairperson and Business Manager.
12. Order perusal copies of plays.
13. Order scripts or rental material so that they are received in time for auditions.

Section D - Secretary

1. Keep the minutes of all Board of Trustees' meetings and distribute copies to individual members upon their request.
2. Notify Board of Trustees members prior to each Trustees meeting.
3. Maintain a digital copy of all proceedings.
4. Preside at meetings in the absence of the Chairperson, Business Manager, and Production

Manager.

5. Send billings for annual membership and maintain a list of paid-up members as defined in Article I of the By-Laws, issue cards, in the absence of a designated Trustee.
6. Update custom stock at the printers.
7. Reconcile the checking and savings accounts upon receipt in the absence of a detailed monthly business manager's report.

ARTICLE VI - MEETINGS

Section A - An annual meeting of the membership shall be held during the month of May at a time and place designated by the Board of Trustees. At least one additional general membership meeting may be held annually, as determined by the Board of Trustees. Special meetings, as required from time to time, may be scheduled by the Chairperson. A quorum shall consist of a simple majority of the members in good standing who are present.

Section B - The Board of Trustees shall meet no less often than once every month. Special meetings may be called by the Chairperson or by a majority vote of the members of Board of Trustees. A quorum shall consist of a simple majority.

Section C – Adhoc or Standing Committees should meet as their needs arise. A quorum shall be a simple majority.

Section D - The Executive Committee shall meet on call of the Chairperson.

ARTICLE VII - ELECTION OF TRUSTEES

1. All regularly elected members of the Board of Trustees shall serve for a three (3) years term. ~~Five (5) members shall be elected (or re-elected) in 2020, and five (5) members shall be elected (or re-elected) the second year in 2021. Starting in 2021, The members will elect the number of board members needed to maintain a roster of twelve (12). This sequence shall begin with the election in 2020. (Only two board members shall be elected or re-elected in 2019). No person shall serve for more than two (2) consecutive three-year terms. A person may return to serve on the Board of Trustees after a minimum absence of one year.~~

2. The Chairperson will appoint a Nominating Chair and Committee to obtain a slate of candidates for the election.

3. At the May monthly Board of Trustees membership meeting, nominations will be entertained from the floor submitted by the Nominating Chair. All nominations must have been agreed to by the nominee prior to his/her name being placed in nomination. In the event that the number of nominees exceeds the number of positions then all candidates shall be placed on the ballot, with instructions to vote for the appropriate number of candidates. Each candidate may submit a maximum 50 word list of their credentials.

3. Notice of the ballots will be sent by the secretary to all members within ten (10) days of the

~~May meeting if the number of nominees exceeds the number of positions needed. Voting may be held electronically or by paper ballots upon request. Completed ballots will be returned to the Chairperson at his/her residence. The Board of Trustees shall assume the responsibility of tallying the ballots. When a conflict of interest arises another executive Board member will conduct the election.~~

~~4. If there is an insufficient number of candidates presented at the meeting, defer to Article VIII, Nominating Committee. The nominated members from the May meeting will also be presented. Election is suspended until a full slate of candidates will be presented pursuant to Article VIII.~~

ARTICLE VIII - NOMINATING COMMITTEE

Section A - A nominating committee shall be appointed by the Chairperson ~~if deemed necessary by insufficient floor nominations~~ and shall consist of five (5) members, at least one of whom shall be a member of the Board of Trustees. The five (5) members shall then elect a Chairperson and submit a list of **qualified** nominees for the positions of Trustee for the coming year.

Section B - The nominating committee shall ~~be given seven (7) days to offer~~ **publish** the full slate of candidates to the membership **prior to the May Membership meeting. The nominees will submit up to a 50 word description of their credentials.** ~~Ballots will be issued to members within twenty (20) days after the slate is selected.~~

ARTICLE IX - ELECTION OF CHAIRPERSON AND OFFICERS

The Board of Trustees, including the newly elected members, shall meet in June and elect a Chairperson and such other officers as are designated in the Constitution, their terms to run until their successors have been elected.

ARTICLE X - Trustee VACANCIES

In the event that a voting Trustee member resigns before the end of their term, the Trustees shall, by simple majority vote, elect a replacement for the remainder of the term

ARTICLE XI - ACTIVITY WINGS

1. Theatre wings for the differing types of productions may be organized by the Board of Trustees as the needs arise, e.g.: Community service productions, one-acts, and children's theatre.
2. One (1) representative must attend the monthly Board of Trustees meeting and must submit, in writing, a financial report and minutes for any meeting held.