

I. Bylaws

BY-LAWS OF THE MENOMONIE THEATER GUILD

(Founded in 1959)

Last Revised May 31, 2016

ARTICLE I: NAME

The name of this organization is the Menomonie Theater Guild, Incorporated.

ARTICLE II: PURPOSES

Section 1: It is the mission of the Menomonie Theater Guild, Inc. to produce plays for community enjoyment, to provide dramatic recreation for its participants and to perpetuate and extend the ideals and objectives of community theater.

Section 2: This organization will also encourage the preservation of the Mabel Tainter Memorial Building as an historic, authentic and cultural community.

ARTICLE III: MEMBERSHIP

Section 1: Membership shall be open to any person who supports the principles and objectives of the organization and who pays the annual dues or purchases season tickets.

Section 2: Memberships to the Menomonie Theater Guild, Inc. are available to the general public and extend from June 1st to the following May 31st. The membership levels and corresponding dues are as follows:

- a. Angel \$1000 or more
- b. Founder \$ 500
- c. Benefactor \$ 200
- d. Patron \$ 100
- e. Sponsor \$ 50
- f. Contributor \$ 25
- g. Family \$ 15
- h. Individual \$ 10

ARTICLE IV: ORGANIZATION

Section 1: This organization shall be controlled by a Board of Directors, numbering seven. The board of directors shall consist of thirteen members including seven officers..

The entire board of directors shall meet in person at least bi-monthly. A quorum of 2/3 members of the board (positions that are not vacant) must be present for a vote by the board of directors. The board of directors shall oversee all committee work as defined by their positions in the bylaws and policies and procedures manual.

The entire board of directors will be responsible for the following organization business:

- A. Dismissal of a board member
- B. Dismissal of an employee
- C. Approval of a new board member
- D. Hiring of an employee
- E. Acquisition of loaned capital in an amount greater than \$5,000.00
- F. Sale of asset(s) valued at greater than \$250.00
- G. Approval of main stage season of productions and performance venues
- H. Approval of the annual budget
- I. Approval of special expenses not accounted for in the annual budget, in excess of \$2,500.00
- J. Approval of official slate of candidates for open board positions.
- K. Approval of changes to official policies and procedures that relate to committee work and/or any of the ten items listed above.
- L. Any item for which any member of the board of directors or production committee chairperson requests a discussion or vote from the entire board of directors.

Section 2: The Board of Directors shall be comprised of the president, vice president, secretary, treasurer, volunteer chair, public relations chair and a member-at-large.

All officers, including the president, shall be term limited to two consecutive two year terms on the board of directors and five consecutive years in any board position.

The president shall be limited to one one year term and no more than one year as president. Provided they have not served on the board of directors for more than one term, the outgoing president may serve one additional two year term in any position.

All officers shall hold office for a period of two years, or until they have been replaced by a duly elected or appointed officer or chairperson.

All decisions shall be made by a quorum, with electronic votes accepted before, during or after board meetings, as needed.

The President or Secretary shall electronically post its agenda to the MTG in advance of each meeting.

All board meetings are open to the board and to the public, unless a special closed session is called for and voted upon.

Section 3: There shall be six additional standing production committees. They are: play reading, costumes, properties, set, lighting, sound, and. No Board member shall be chairperson of more than one standing committee. Members of each committee are appointed by the committee chairperson. The chairperson of each standing committee should also appoint an assistant chairperson who will be able to carry on the work of the chairperson in the event the chairperson is unable to perform such duties. The number serving on the committee is also determined by the chairperson, who shall also be responsible for keeping current a list of policies and procedures to be passed on to the successor at the time of election or appointment. All production committee chairpersons will have no explicit term limits imposed . with the exceptions noted in Article VI Section 3 below.

Section 4: Any member of the Board who is absent from more than two consecutive regular meetings of the Board without showing cause deemed sufficient by the Board, such as illness, may be disqualified as a Board member, with the position being filled by another person duly elected or appointed by Board action consistent with the by-laws of the organization. Appointments are also made in case of resignation. The Board will strive to meet monthly, and no less than six times per year.

Section 5: Any member of the organization in good standing is qualified to serve as a board member.

ARTICLE V: DUTIES OF OFFICERS

Section 1 President: It shall be the duty of the president to preside at all meetings of the board and of the organization; serve as chair of the board of directors; and to make an annual report to the organization.

Section 2 Vice President: The vice president shall perform all the duties of the president in case of absence or disability. (In the event of the absence or disability of both the president and vice president, the Board shall appoint a president pro tem.) The vice president shall organize the social and promotional activities of the Menomonie Theater Guild.

The vice president shall be responsible for working with all Board members to keep the electronic and print version of MTG Policies and Procedures accurate and current..

Section 3 Secretary: The secretary shall keep a complete record of proceedings of the organization and the Board, issue notices of Board meetings, conduct all correspondence.

Section 4 Treasurer: The treasurer shall have charge of all funds and securities of the organization and shall keep an accurate account thereof, subject at times to inspection by Board members. The treasurer shall submit at each regular Board meeting a statement of the financial condition of the organization. The treasurer shall receive all money collected by the organization and deposit same in such financial institution as may be selected by the Board. The treasurer shall draw and sign all vouchers in payment of expenditures. Additionally, the treasurer shall compute and pay all taxes in a timely manner, oversee any payroll, annually complete a Report of Organization Exempt from Income Tax for the IRS (form 990 or short form), annually complete a report to the State of Wisconsin Department of Regulation and Licensing for registration as a Non-profit Organization, submit a summary report of the year's fiscal activity to the membership at large at the annual meeting. The Treasurer may direct paid or volunteer staff to collect or deposit monies and/or pay bills. All staff will supply all receipts of deposit or expense to the Treasurer in a timely fashion. The Treasurer retains final financial responsibility and authority in all instances.

Section 5 Volunteers/Membership: The chairperson shall work with and direct any staff, including box office volunteers, to ensure the building and maintenance of a database of volunteers, members and donors from which other board members and directors may recruit. The database shall be kept both in electronic made available to all board members and directors as needed. The database should include names, member categories, telephone numbers, mailing and email addresses, and particular areas of interest/willingness to serve. The chairperson shall be responsible for coordinating producing and mailing donation statements and thank you notes. The chairperson is responsible for recruiting and scheduling of house managers, ushers and groups serving for all productions.

Section 6 Public Relations: The chairperson shall select a committee of at least six persons including the chair and vice chair. If the organization employs an executive director, that person shall serve as the vice chair of the committee and shall assist with the work of the committee as directed by the chair, as a part of his/her official duties. The chairperson and the committee shall be responsible for publicity, marketing and fundraising strategy and implementation for the organization and all of its productions and events. The committee shall cooperate with directors in the design and printing of season ticket brochures, programs, and marketing pieces. The chairperson and committee shall cooperate with the volunteer/membership chairperson to distribute marketing pieces and communicate regularly with members, donors and volunteers.

Section 7 Member-at-Large: A member-at-large shall be responsible for attending board meetings and staying apprised of business matters of the organization to assist in decision making.

ARTICLE VI: PRODUCTION COMMITTEE

Section 1. Production Committee will be comprised of the following chairs:

Play Reading Chair, Costume Chair, Prop Chair, Set Chair, Sound Chair, Lighting Chair

Section 2. Production Committee Responsibilities

- A. The production committee shall meet 4-6 times per year with the full board of directors. Production committee meetings will be focused on the production of upcoming shows. Whenever possible they will be held within 1-3 weeks prior to auditions for each show and the artistic director will be in attendance.
- B. Production committee chairs would have the opportunity to give input on the proposed season before the season is formally selected.
- C. A formal objection motion to one or more proposed shows from a production committee chair will be heard on the production committee meeting floor or by electronic means and entertained with discussion from the chairs.
- D. Production committee chairs would be welcome to attend open executive committee meetings, as desired.
- E. Production committees would meet with the entire board of directors at minimum 4-6 times annually, at minimum meetings will be one to three weeks prior to the start of rehearsals for each mainstage show. – Director will be required to attend the meeting prior to their show, since the focus of the meetings will be to support the upcoming production.
- F. Emergency production committee meetings to address production concerns may be called by the board of directors, as needed.
- G. Approved minutes for board meetings will be provided to the production committee promptly upon approval.
- H. All production meetings shall be:
 - i. Chaired by the board president.
 - ii. Attended by all board of directors.
 - iii. Require a written report from each chair prior to the meeting.

Section 3. Committee Chair Terms

Committee chairs would serve two year terms, with no imposed term limits, with the following exceptions:

- A. The board of directors may vote to seek a replacement for a production committee chair if the chair is not fulfilling their duties as assigned in the policy and procedure manual for a minimum period of 60 days, unless the chair was given an approved leave of absence in writing prior to the lapse of duties not being fulfilled.

- B. The production committee chair has served three terms (or six years) or more and a motion is brought to nominate an additional individual(s) who is(are) willing to serve. In the event of a contested vote, the vote by the membership will take place at the annual meeting via secret ballot to determine the production committee chair.

Section 3. Independent Committee Expectations

Each independent committee shall meet as needed. Each committee chair shall work with the board of directors, and any appropriate paid staff member, to establish sufficient committee membership. The committees/chairs shall submit written reports to the board of directors and appropriate paid staff as needed or upon request.

ARTICLE VII: DUTIES OF PRODUCTION COMMITTEE CHAIRPERSONS

Section 1: Play Reading: The chairperson shall select a committee of at least five persons, including one board member and at least one play director, and other members from the general membership. The chairperson shall maintain the collection of plays and distribute them to committee members for reading and study. The committee shall present their suggested plays for the following season to the full Board no later than March. The play reading chairperson shall be responsible for coordinating with any paid staff for the ordering sufficient copies of each play for the following season as soon as possible after the annual meeting, submitting the invoices for payment of royalties for these plays to the treasurer. The exception to this would be for the musical shows, as these scripts and music books are rented and need to be returned after the show is completed.

Section 2: Costumes: The chairperson oversees and maintains the costume collection and shall have complete control over the loaning and renting of costumes. The chairperson shall be the costumer for at least one play of his or her choosing and may serve as costumer for additional shows if agreed upon by the director of that show. The costume chairperson shall work with each director to find a costumer for the other productions. The chairperson will provide some written guidelines for the costumer to follow and be available to answer questions as the need arises.

Section 3: Properties: The chairperson shall oversee the prop room, with guidance from the Board when necessary, determine the use of its contents (i.e. MTG shows, Studio Series, Haunted House, loaning/renting and selling/disposing). The chairperson, in cooperation with the artistic director, technical director, and scene designer, shall be responsible for the acquisition, maintenance, and return of properties for each show. The chairperson, in cooperation with the stage manager, shall assign committee members or cast members to coordinate use of properties during rehearsals and performances.

Section 4: Set: The chairperson oversees the design (in cooperation with the artistic director, technical director, and scenic designer), construction and maintenance of scenery for each play; and, in cooperation with the technical director, for striking of the scenery after the play. The set chairperson shall serve as set builder for at least one play. The chairperson will also maintain shop equipment and supplies of tools, hardware and lumber.

Section 5: Lighting: The chairperson shall be responsible (in cooperation with the artistic director and technical director) for the design and execution of the lighting for each play; for assigning of a committee member to serve as lighting operator for the technical rehearsals, dress rehearsals, and performances of each play; for seeking out opportunities for lighting workshops for training purposes of volunteers; for the acquisition and maintenance of instruments, lamps and gels. The

lighting chairperson shall also serve as liaison with MTM to ensure compliance with the MTG/MTCA lighting agreement.

Section 6: Sound: The chairperson shall be responsible (in cooperation with the artistic and technical directors) for the acquisition and maintenance of sound equipment and for the assigning of a committee member to serve as sound operator for the technical rehearsals, dress rehearsals, and performances for each play.

ARTICLE VIII: APPOINTMENTS

(See Policies and Procedures Notebook for specific responsibilities of each appointment)

Section 1: Artistic directors of plays for the season are appointed by the MTG Board of Directors.

Section 2: A costume curator may be appointed when appropriate.

Section 3: A building manager may be appointed when appropriate.

Section 4: A coordinator of the Studio Series productions may be appointed when appropriate.

Section 5: A scene shop supervisor may be appointed when appropriate.

Section 6: Additional appointments may be made by the Board of Directors.

Section 7: The entire board may appoint paid staff and be charged with direct supervision of any/all positions.

ARTICLE IX: FINANCES

Section 1: Unless established in the annual budget, all purchases between \$50 & \$100 must have the approval of the production chairperson.

Section 2: Unless established in the annual budget, all purchases between \$100 & \$250 must have the approval of the Board chairperson for that area and the president of the board.

Section 3: Unless established in the annual budget, purchases over \$250 must have ~~full board~~ approval, except in cases of urgent need a minimum of two board members, at least one of which should be the president or treasurer may authorize a purchase and report to the Board at the next meeting.

Section 4: The president will establish a committee after the annual meeting in the spring for the purpose of establishing a tentative budget for the upcoming year. The treasurer will serve as the chairperson of that committee. **Section 5:** The Board of Directors will arrange for a/an yearly audit as indicated.

ARTICLE X: TERMS OF OFFICE

Section 1: The election of officers and committee chairpersons whose terms have expired will be held at the annual meeting.

Section 2: All elections will be held by secret ballot, unless such rule is waived by unanimous consent of the members present. Two tellers shall be appointed by the president to tally the votes. In the event of a tie vote, a secret ballot shall be taken until a majority vote is reached.

Section 3: Vacancies in any office shall be filled by the Board and such persons serve the unexpired term. Should the Board be unable to appoint a suitable replacement to chair a committee, the board position may be filled by a "Chairperson at Large" appointed by the Board. That appointment shall only be in effect until a suitable committee chair may be found. "Chairperson at Large" appointments are only in effect for the business year in which they are made and may be renewed at an annual meeting.

Section 4: Approximately two months in advance of the annual meeting, the board of directors shall appoint three members of the organization to serve with the president as a nominating committee. The president shall be the chairperson of this committee. The committee will submit a list of at least one candidate for each office to be filled. These names are to be submitted at the annual meeting where nominations from the floor will also be accepted. Members of the nominating committee shall be eligible for nomination either by the committee or from the floor.

ARTICLE XI: QUORUM

Section 1: A quorum for conducting business at the annual meeting, or any special meeting of the membership which may be called, consists of those members present.

Section 2: A quorum for conducting business at Board meetings consists of 2/3 of board positions that are not currently vacant, including those not in attendance.

ARTICLE XII: AMENDMENTS

Section 1: These by-laws may be modified, altered, amended, or replaced at any annual or special meeting by the majority vote of the members present.

Section 2: Any member of the board may propose amendments of these by-laws for vote at an annual meeting or special meeting.