

The Fairfax Community Theatre Company

Bylaws Revision.

Article 1 Name and Purpose

1. The name and purpose of this organization will be as stated in the "Articles of Association."

Article 2 Fiscal Year

The fiscal year of this organization shall end August 31 of each year.

Article 3 Membership

1. Types:

a. General Membership:

- i. All individuals who are 12 years old and older and who has been actively involved in an FCTC production at any time within the past 24 months who indicates they wish to become a member of the organization.

1. General Members have voting privileges for the election of Officers and Directors of the Board.

b. Patron Membership:

- i. Patron Members are individuals who pay an annual dues to the company in exchange for the following considerations:

1. Their name shall be listed in the program of each production of the organization in the year they have paid dues, being listed specifically as a Patron Member.
2. They shall receive two (2) tickets to each production the organization produces.
3. Patron Members have voting privileges for the election of Officers and Directors of the Board.

- ii. Patron Members are exempt from participation in the productions of the organization.

- c. Individuals serving as either FCTC Directors of the Board or Officers.

Legend:

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d. Individuals serving on FCTC Committees.

2. Duration:

a. General Membership will expire at the end of the next annual meeting following the 24 month period from last date of participation in an FCTC production.

b. Patron Membership will expire at the end of the fiscal year for which dues were paid.

3. Dues:

a. General Members of the company are not required to pay dues.

b. Patron Members are required to pay non-refundable annual dues to the organization to maintain Patron Status.

i. Annual Dues amount to be set by the Directors of the Board and Officers at the annual meeting.

Article 4 Board of Directors

1. The Board of Directors shall consist of no more than Six (6) and no less than Four (4) Directors of the Board and Four (4) Officers: President, Vice President, Secretary and Treasurer.

2. Terms

a. Directors of the board shall serve a rotating Two (2) year term with half of the seats up for election/re-election each year at the annual meeting.

b. Officers shall serve a One (1) year term.

3. Duties

a. The Board of Directors shall be responsible for proposing and mounting a minimum of One (1) production per fiscal year as further defined in **Article 11: Productions.**

b. All Members of the Board of Directors are required to actively participate in and/or attend every production mounted by the organization.

c. Board of Directors:

i. Shall manage the affairs of the organization.

ii. Shall oversee and approve all major expenses.

Major expenses are items such as but not limited to bills, production overruns and equipment purchases.

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- iii. Shall hear grievances if they are unable to be resolved by the members themselves or the production staff in accordance with this organization's policies and guidelines.

d. Officers:

i. President

1. Preside at all meetings of the members of the organization and the Board of Directors.
2. Call regular or special meetings, including executive session.
3. Keep order and carry out the duties as assigned to the office of President as specified by the Parliamentary Authority and these Bylaws.

ii. Vice President

1. Shall perform the duties of the President in the President's absence.

iii. Secretary

1. Keep the minutes of the meetings of the organization and the board of Directors.
2. Give notice of all meetings to the membership.
3. Is responsible for correspondence.
4. Is responsible for maintaining the current membership list.

iv. Treasurer

1. Is responsible for all funds of the organization except for those transferred to the show checking account; for which the current producer is responsible.
2. Make and endorse in the name of the organization all checks and orders for payment of moneys, except for the above mentioned show account.
3. Render a statement of the organization's financial status at regular meetings. If applicable, this shall include a financial breakdown of the most recent show(s).
4. Keep an accurate count of the organization's funds.

4. Resignation:

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- a. A member of the Board of Directors may resign by delivering a written letter of resignation to the Board of Directors. The resignation shall become effective upon receipt unless specified to be effective at some other time.

5. Vacancies:

- a. Vacancies of a member of the Board of Directors shall be filled by the remaining members of the Board of Directors with the position being filled to be open for election at the next annual meeting, regardless of when the original office holder's term ends, for the remainder of the original term.

6. Removal from Office:

- a. A member of the Board of Directors may be removed for failure to perform the duties of the office by a Three/Fourths (3/4) vote of all the remaining members of the Board of Directors.

Article 5 Meetings

1. There shall be an annual meeting of all members of the organization in the month of September.
2. The Board of Directors shall meet on a minimum of a quarterly basis and as necessary.
3. Members must be notified of all general membership meetings at least two weeks in advance.
4. All meetings will be run as specified by the organization's Parliamentary Authority.
5. All members shall have access to the minutes of the meetings.
6. A motion is considered passed if the majority of the quorum at a meeting votes affirmatively.
7. If petitioned, the president is required to call a general membership meeting. The petition must state the purpose for calling this meeting. The meeting shall be called if:
 - a. A petition, signed by a minimum of twenty percent (20%) of the membership, is presented to the board of directors.
 - b. Fifty percent (50%) of the Board of Directors requests a meeting.

Article 6 Committees

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1. The President shall establish committees, as desired, to conduct the affairs of the organization. Board of Directors' approval to establish a committee is not required.
2. The President shall inform all Board of Directors members of intent to establish a committee.
3. Committees do not have authority to create policies on behalf of the organization; they can only make suggestions to the Board of Directors for policy changes.
4. Individual Committees will meet as often as deemed necessary by the committee chairman.

Article 7 Parliamentary Authority

1. All meetings of the organization will be run as specified by Robert's Rules of Order and these Bylaws.

Article 8 Quorum

1. A quorum consists of members in attendance, which must include Fifty percent (50%) of the Board.
2. Fifty percent (50%) of the Board of Directors shall constitute a quorum to conduct Board of Directors' business.

Article 9 Amendments

1. These bylaws may be amended, changed, or repealed and new bylaws may be adopted by the Voting Members at any meeting which has been properly warned, by at least a Two Thirds (2/3) of a quorum of voting members.
2. The proposed amendment must be submitted in writing to the Board of Directors at a general meeting prior to the meeting for the vote. The Amendment must be signed by at least Twenty Five percent (25%) of the voting membership.

Article 10 Elections

1. Elections for Officers and Directors of the Board shall be held at the annual Meeting where all members of the organization who are in attendance are allowed to vote for Officers and Directors of the Board via an Australian ballot.

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- a. In order for an election vote to take place, there must be an equal or greater number of General and Patron members than there are Board members in attendance.
 - i. If an appropriate number of General and Patron members are not in attendance at the annual meeting, a special meeting must be called where a proper ratio of Voting to Board members are in attendance in order for a vote to take place.
2. Any member of the organization may nominate themselves or another party for any contestable position.
 - a. Non-Members may also be nominated with an endorsement from a member of the Board of Directors.
3. A nomination committee shall seek out nominations for contestable positions of the Officers and Directors of the Board starting no later than One (1) month prior to the annual meeting.

Article 11 **Productions**

1. The Board of Directors shall select and/or propose shows for the organization to perform to ensure that a minimum of One (1) production is mounted per fiscal year.
 - a. The Board of Directors shall seek out interested parties to make up the "Production Crew" of said productions if a crew is not established prior to proposal.
 - i. If suitable individuals cannot be found to make up a "Production Crew," the Board of directors will fill all positions from individuals within the Board of Directors.
2. Any member or non-member of the organization may propose a show to the Board of Directors with the endorsement of a member of the Board of Directors.
3. The Board of Directors must approve a budget for every production that is approved to be mounted.
 - a. The Board of Directors shall be notified of any over budget costs.
 - b. The Board of Directors must approve any costs of a production exceeding 110% of the approved budget.
4. Productions shall be conducted in accordance with this organization's policies and guidelines.

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Article 12 Distribution of Assets

Upon dissolution, the assets of the organization shall be distributed as determined by the Board of Directors.

Article 13 Personal Liability

The directors and officers of the organization will not be personally liable for any debt, liability or obligation of the organization. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the organization may look only to the funds and property of the organization for payment of any such contract or claim or for the payment of any debt, damages, or of any money that may otherwise become due or payable to them from the organization.

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