

BY- LAWS
VERONA AREA COMMUNITY THEATER, INC.

Article I

Name, Location and Purpose

1. **Name.** The name of this Corporation shall be Verona Area Community Theater, Inc. (“VACT”).
2. **Office.** VACT shall have such principal office as may be determined by the Board of Directors. The principal office is currently at 405 Bruce Street, Verona, WI.
3. **Purpose.** The purposes of VACT shall be as set forth in the Articles of Incorporation.

Article II

Members

VACT shall not have members.

Article III

Friends of VACT

Friends of VACT shall be individuals who are committed to the mission of VACT and meet the criteria established by the VACT Board of Directors. Each Friend of VACT shall be entitled to one vote in all matters in which Friends of VACT are entitled by the Board to vote. Voting procedures shall be done in accordance with Board policy.

Article IV

Board of Directors

1. **Powers of the Board of Directors.** The affairs of VACT shall be managed by the Board of Directors. The Board shall have supervision, control and direction of the affairs of VACT, shall determine its policies or changes therein within the limits of these By-Laws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall

be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

2. Number and Election of Directors.

a. Directors. The number of Directors of VACT shall be no less than three (3) and no more than thirteen (13).

b. Terms. The Directors shall serve three-year terms. All current Directors at the first meeting held after the adoption of these By-laws shall serve their remaining terms.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the Directors then in office. A Director elected by the Board to fill a vacancy shall serve until the end of the term of the vacant seat.

c. Election of Directors. Directors shall be elected by a majority vote of the Board of Directors at the annual meeting in September. A list of nominees for open Board seats shall be submitted to the Board by the Nominating Committee in August. Additional nominees may be added to the list by a majority vote of the Board.

3. Removal of Directors. A Director may be removed from office with or without cause at any time upon a majority vote of all of the Directors then in office. As set forth in 2 b. above, the Directors may select a successor to any Director who has been removed from office. Such successor shall serve until the end of the term of the Director removed from office.

4. Resignation. Any Director may resign by written notice to the Board with such resignation being effective at the next meeting of the Board. The Board shall fill the vacancy as set forth in 2 b. above.

5. Meetings of Directors.

a. Annual Meeting. The annual meeting of the Directors shall be held in September. The annual meeting will be held at the principal office of VACT or at such other location as provided in the notice of annual meeting.

b. Regular Meeting. The Directors shall meet monthly. Regular meetings shall be held at the principal office of VACT or at such other location as is provided in the notice of meeting.

c. **Special Meetings.** Special meetings of the Directors shall be held upon the call of the President or shall be called upon written request submitted to the President by not less than four (4) Directors.

d. **Notice of Meeting.** Notice of any special or adjourned meeting of the Board of Directors shall be given at least 5 days but not more than 20 days previous thereto by written notice delivered personally or sent by email or mail to each Director at the Director's last known address as shown on VACT's records.

e. **Quorum.** A majority of the number of Directors then in office shall constitute a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

f. **Agenda.** In order to be included in the agenda for a given meeting any agenda items must be provided to the Board 24 hours prior to the date of the meeting.

g. **Procedure.** Meetings shall follow the procedures contained in Roberts Rules of Order Newly Revised in Brief.

6. **Compensation.** Directors as such shall not receive any stated compensation for their service as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of VACT.

Article V

Officers

1. **Elective Officers.** The officers of VACT shall be a President, Vice-President, Secretary, and Treasurer. The Board of Directors may elect or appoint such other officers as it shall deem necessary and such officers shall have the authority to perform the duties prescribed from time to time by the Board of Directors. All officers shall be elected by the Board of Directors at the annual Board of Directors meeting.

2. **President.** The President shall be the principal executive officer of the organization. The President shall perform such duties as are normally incident to the office of President. The President shall be the official representative and spokesperson of VACT.

The President may designate an alternate spokesperson in case he is not able to perform the function.

3. Vice-President. In the absence of the President, in the event of his removal from office or his inability to act, the Vice-President shall perform the duties of the President. The Vice-President shall perform duties as may from time to time be assigned by the President.

4. Secretary. The Secretary shall schedule the taking of the minutes for all organization meetings. Minutes shall consist of a brief synopsis of what was said and all motions with the person's name making the motion, that of the person who seconded the motion, and the recorded vote on the motion. The Secretary shall perform all other duties incident to the office of Secretary and such duties as may be assigned from time to time by the President.

5. Treasurer. The Treasurer shall perform all duties incident to the office of the Treasurer and such other duties as may be assigned from time to time by the President.

6. Terms of Office. All offices shall be held for a period of one year or until their successors shall be elected.

7. Removal from Office. Any officer of VACT can be removed from the office by the vote of a majority of the Directors. A meeting for the expressed purpose of the removal of an officer may be called in accordance with the provisions for calling a special meeting as set forth in Article IV hereof.

8. Elected Officers. The following Officers shall serve their elected terms as stated below:

Marie Kyle, President, 2016-2017
Alyssa Dvorak, Vice President, 2016-2017
Matt Pulda, Treasurer, 2016-2017
Lynn Vilker, Secretary, 2016-2017

Dale Nickels, President, 2017-2018
Kendra Johnson, Vice President, 2017-2018
Dee Baldock, Treasurer, 2017-2018
Elizabeth Kraemer, Secretary, 2017-2018

Article VI

Committees

1. **Definition.** A committee of VACT may be established by the Board of Directors. The motion to establish the committee shall state the purpose, composition, and length of time of the committee.

2. **Committee Membership.** The President of VACT shall appoint the members of the committee with the approval of the Board of Directors. At least one (1) Director shall be a member of each committee, except where provided below.

3. **Committee Chair.** With the exception of the Finance Committee, the members of the committee shall elect the chair of the committee. The chair shall serve until the committee has completed its work.

4. **Standing Committees.** There shall be the following standing committees, which shall have the duties assigned to each by the Board of Directors.

a. **Finance Committee.** The Finance Committee shall consist of the Treasurer who shall serve as the Chair and any other individuals appointed by the President. The Finance Committee will gain an understanding of the budget process, develop a proposed budget for each fiscal year based on the identified needs of VACT, and create structures to supplement and support the needs of VACT.

b. **Nominating Committee.** The Nominating Committee shall consist of two (2) members of the Board of Directors and up to five (5) Friends of VACT. The Nominating Committee shall submit a list of nominees for Board positions to the Board in August.

c. **Production Committee.** The Production Committee shall consist of two (2) members of the Board of Directors and Friends of VACT. The Production Committee shall implement all production policies and procedures established by the Board of Directors.

5. **Ad Hoc Committees.** The Board may establish ad hoc committees as deemed necessary.

Article VII

Staff

The Board of Directors may employ such staff as deemed necessary to carry out the operations of VACT.

Article VIII

Amendment of By-Laws

These By-Laws may be amended by a 2/3 majority of the Board of Directors then in office at any regular or special meeting provided that the full text of any proposed amendment is made available to all Board members at least ten (10) days prior to such meeting.

Article IX

Special Notice and Voting Provisions

1. **Waiver of Notice.** Whenever any notice whatsoever is required to be given under the provisions of these By-Laws, a waiver thereof in writing signed at any time by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice. Such waiver by a person, in respect to any matter of which notice is required under the provisions of these By-Laws shall contain the same information as would have been required to have been included in such notice under any applicable provision of these By-Laws, except the time and place of meeting need not be stated.

2. **Informal Action.** Any action required by these By-Laws to be taken at a meeting or any action which may be taken at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called and held.

Article X

Miscellaneous

1. **Seal.** VACT shall not have a corporate seal.
2. **Fiscal Year.** The fiscal year of VACT shall end on September 30th.

3. Use of Funds and Dissolution. VACT shall use its funds only to accomplish the objectives and purposes specified in these By-Laws. On dissolution of VACT, any funds remaining shall be distributed in accordance with the Articles of Incorporation.

These By-Laws are hereby adopted by VACT as of the date on which all members of the Board of Directors have approved and signed these By-Laws.

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