

BYLAWS
OF THE
VERONA AREA COMMUNITY THEATER, INC.

As Amended September, 2007

ARTICLE 1 -- NAME AND OBJECTIVE

- Section 1 Organization Name. The name of the organization shall be VERONA AREA COMMUNITY THEATER, INC. hereinafter referred to as VACT, Inc.
- Section 2 Organization Objective. The group is formed to offer the Verona area community opportunities to participate in and enjoy all facets of community theater. The mission for VACT, Inc. is to support productions and projects that augment and enhance the artistic experience for all who participate, whether on stage, behind the scenes, or in the audience. These productions are understood to be occasions to refine skills, learn new ones, and have fun. It is an organizational goal to offer affordable access to theater to the wider community and to provide educational activities for Verona area residents in all aspects of staging theatrical productions.
- Section 3 Type of Organization. This is a Wisconsin non-stock, non-profit corporation, which operates on a fiscal year beginning October 1 and ending September 30. No officer shall be entitled to compensation for services rendered to the group in the course of holding office. The Board may authorize reasonable compensation for services of value performed by a member independent of office, or to one who does not hold office.

ARTICLE 2 -- MEMBERSHIP

- Section 1 Membership Classes. There shall be the following classes of annual membership:
Active, Apprentice, and Contributing
- Section 2 Active Member. Active members shall be those persons who are 17 years of age and older, have participated in at least one production per fiscal year, and have paid the annual dues. Participation shall be defined as active involvement in a production on stage or behind the scenes. Board or committee service does not constitute participation in a production.
- Section 2a Privileges of Active Members. Active members shall have the right to vote, attend meetings, serve on committees, and shall be entitled to receive any mailings. Additional privileges may be granted by two-thirds vote of the

Board of Directors or by a majority vote of the membership at the annual meeting.

- Section 3 Apprentice Member. Apprentice members shall be those persons who are 16 years of age and under, have participated in at least one production per fiscal year as defined in Article 2, Section 2, and have paid the annual dues. Committee service does not constitute participation in a production.
- Section 3a Privileges of Apprentice Members. Apprentice members do not have the power to vote, but shall be entitled to attend all meetings and serve on committees. Apprentice members shall be entitled to receive any mailings. Additional privileges may be granted by two-thirds vote of the Board of Directors or by a majority vote of the membership at the annual meeting.
- Section 4 Contributing Member. Contributing members shall be called *Friends of the Arts* and be any persons, institutions, or businesses who are committed to the mission of the organization and have paid the minimum annual contribution levels prescribed by the Board of Directors.
- Section 4a Privileges of Contributing Members. Contributing members do not have the power to vote, but shall be entitled to receive any mailings and receive recognition in any production's program produced by the organization for the length of time prescribed by the contribution. Additional privileges may be granted by two-thirds vote of the Board of Directors or by a majority vote of the membership at the annual meeting.

ARTICLE 3 -- FINANCES

- Section 1 Dues. The amount of dues shall be set at the annual meeting with recommendations from the Board of Directors.
- Section 2 Budget. The production staff submits proposed budgets for a show to the Board of Directors for review, revision if necessary, and approval.

ARTICLE 4 -- MEETINGS

- Section 1 Annual Meeting. The annual meeting shall be held in September of each year. Elections by simple majority vote for any vacant seats of the Board of Directors will be held at this meeting. Notice of and agenda for the meeting shall be posted on the VACT website (vact.org) and sent via e-mail to all members of the organization from the preceding year not more than fifteen (15) or less than seven (7) days preceding the meeting. In addition, such other business as the Board of Directors deems to be appropriate shall be brought before the meeting.

- Section 1a Active members shall have the right to vote by absentee ballot for Board Officers and Production Selection. Each absentee ballot must be received by the Secretary prior to the start of the Annual Meeting.
- Section 2 Board of Directors Meetings. The Board of Directors meet monthly at a time determined by the Directors. The President, with the consent of the Board of Directors, may call or suspend special or regular meetings as deemed advisable. Four (4) absences from a monthly Board meeting in a fiscal year by a Board member shall constitute that member's resignation from the Board. All Board of Directors meetings are open to the general membership. Official notice of meetings will on the VACT website (vact.org) at least one (1) week prior to the Board of Directors meeting.
- Section 3 Notice of Special Meetings. A special meeting can be called upon the written request of ten (10) active members. Written notices of any special meeting stating the date, hour, and place of the meeting, as well as the agenda, shall be sent to all members of the organization at least ten (10) days prior to such a meeting and in the manner and form as the President shall determine.

ARTICLE 5 -- BOARD OF DIRECTORS AND OFFICERS

- Section 1 Officers. The Board of Directors shall consist of twelve (12) active members who shall hold the following offices:
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|----------------|----------------------|-------------------------|
| President | President-Elect | President-Emeritus |
| Vice President | Vice President-Elect | Vice President-Emeritus |
| Secretary | Secretary-Elect | Secretary-Emeritus |
| Treasurer | Treasurer-Elect | Treasurer-Emeritus |
- Section 1a Eligibility for Board Membership. To be elected to the Board, nominees must be:
- Active members as defined in Article 2, Section 2 of these Bylaws for at least six (6) months prior to the election.
 - Nominated by the Nominating Committee as defined in Article 5, Section 4 of these Bylaws, or be nominated from the floor as defined by Robert's Rules.
- Section 2 Duties of the Officers. The duties of the officers shall be as follows:
- Section 2a Duties of the President. The President shall:
- Preside at all general and Board of Directors meetings;
 - Appoint all special committees with the approval of the Board of Directors;
 - Prepare the agenda for each Board of Directors meeting; and

4. Serve on the Nominating Committee as defined in Article 5, Section 4 of these Bylaws.

Section 2b Duties of the Vice President. The Vice President shall:

1. Preside at all Board of Directors meetings when the President is not available;
2. Aid the other officers in their duties as necessary;
3. Be responsible, with the Vice President-elect and the Secretary-elect, for the ballot count at the annual meeting; and
4. Chair the Nominating Committee as defined in Article 5, Section 4 of these Bylaws.

Section 2c Duties of the Secretary. The Secretary shall:

1. Record and keep minutes of all meetings, sending them to Board members at least one week prior to the next meeting;
2. Maintain all official records of the corporation not the responsibility of another officer;
3. Send out notices of meetings, auditions, elections, and other general correspondence;
4. Provide copies of the Bylaws upon a member's request and provide new Board members with a copy upon election; and
5. Serve on the Nominating Committee as defined in Article 5, Section 4 of these Bylaws.

Section 2d Duties of the Treasurer. The Treasurer shall:

1. Collect and, under the direction of the Board of Directors, disburse funds;
2. Keep accurate records of receipts and disbursements and file any necessary tax forms;
3. Give financial reports at each general and Board meeting;
4. Submit a written annual report; and
5. Serve on the Nominating Committee as defined in Article 5, Section 4 of these Bylaws.

Section 2e Duties of Other Officers. The remaining officers will each serve as a coordinator for one of the following:

1. Production Selection Committee;
2. Community Relations Committee;
3. Physical Property Committee;
4. Volunteer and Production Staff Committee;
5. Membership Committee;
6. Fund Raising Committee;
7. Artistic Policies Committee; or
8. School Relations Committee.

In addition:

9. The Vice President-elect and the Secretary-elect, *with* the Vice President, shall be responsible for the ballot count at the annual meeting and present winners *only* to the President.

Section 3 Voting of Board Members. Seven (7) Board members shall constitute a quorum. Passage of a vote requires a simple majority of those present.

Section 4 Nominating Committee. The Nominating Committee shall consist of the President, Vice President, Secretary, and Treasurer. The committee shall:

1. Compile a slate of at least one name per office of qualified nominees as defined in Article 5, Section 1a, for all vacant offices;
2. Provide the Secretary with the slate of nominees in time to be included in the notice of the annual meeting as defined in Article 4, Section 1; and,
3. Produce ballots for the election of officers to be distributed at the annual meeting.

Section 5 Progression Through Offices. Each year at the annual meeting, the four officers-elect shall be filled by election. An individual elected to an officer-elect position shall serve one year in that officer-elect position. In the following year that individual will serve as an officer. In the third year that individual shall serve in the officer-emeritus position. A person elected to fill either a vacant officer or officer-emeritus position shall fill the remainder of that three-year progression. Should there be a resignation of a Board member within one month prior to the annual meeting, an election for the vacated position will be held at the annual meeting. Any other time a Board position is vacated during the fiscal year, the Board of Directors may appoint any active member to fill the vacated position.

Section 6 Term Limits. There shall be no set term limits. An individual may succeed him or herself or may serve in a different officer position after completing his or her three-year progression; however, no member may serve in more than one officer position at the same time.

ARTICLE 6 -- PRODUCTIONS

Section 1 Selection of Productions. All active members may vote on the productions for the season after next (example: Vote in September 1998 for productions in Winter 2000 and Summer 2000.) Production selections for which the membership will be voting are recommended by the Production Selection Committee and approved by the Board of Directors in advance.

Section 2 Selection of Producer and Director. The Board of Directors will be responsible for selecting the Producer and Director for each production. The Producer and Director will work together to select the remaining production staff.

Section 3 Duties of the Producer and the Director. The Producer is responsible for overseeing all aspects of the production including, but not limited to:

- -preparing and managing budgets;
- -paying royalties and managing of rental materials;
- -arranging and managing facility rental;
- -preparing paperwork, including cast agreements, cast lists, etc.;
- -coordinating set design and construction;
- -collecting and organizing information for the program;
- -coordinating an orchestra, when needed;
- -managing tickets, attendance records and promotion for the project.

The Director is responsible for the artistic vision for the production, the rehearsal schedule and all aspects of stage preparation for the production. Approval by the Board of Directors is required for the Director to have a speaking role or vocal solo in a production.

Section 4 Director/Producer Dismissal. During the preparation for a production, the Board of Directors shall have the authority to replace the Producer and/or Director whom the Board, in its sole discretion, deems to be providing inadequate service, thus jeopardizing the success of that production and/or the reputation of VACT, Inc.

ARTICLE 7 -- AMENDMENT OF BYLAWS

Section 1 Bylaws Amendments. Amendments may be proposed by any active member, but shall first be submitted to the Board of Directors for approval. Said amendments shall be submitted to a vote of the membership only if first approved by the Board of Directors. The Board of Directors shall provide to the membership, by mail or delivered in person at least ten (10) days before such a meeting, notice of intent to propose amendments, together with a synopsis of such changes. These Bylaws may be amended or any part thereof repealed by two-thirds of the active members present at any membership meeting.

ARTICLE 8 -- DISSOLUTION

- Section 1 This corporation can be dissolved by a two-thirds vote of the active membership at any annual or special meeting of the organization called for this purpose.
- Section 2 Any remaining funds shall be divested to another 501(c)(3) as determined by the Board of Directors.