

BY-LAWS OF
MAUMEE VALLEY CIVIC THEATRE

ARTICLE I – IDENTIFICATION

Section 1 - Name

The name of the organization shall be MAUMEE VALLEY CIVIC THEATRE (hereinafter referred to as " MVCT".)

Section 2 - Fiscal Year

The fiscal year of MVCT shall begin at the beginning of the first day of July and end at the close of the last day of June next succeeding year.

Section 3 – Purpose

MVCT is a 501c3 nonprofit organization whose purpose is to enrich, educate and entertain our community by providing an outlet to a superior theatre experience.

ARTICLE II - PARTICIPATION IN MAUMEE VALLEY CIVIC THEATRE

Section 1

The director(s) of a MVCT production shall have exclusive authority to determine participation in each production. Membership in MVCT shall not be a requisite for participation in a MVCT production, nor shall preference be given to a member for participation in MVCT productions. Participation in MVCT productions is open to people of all ages, however, Children not yet attending high school, must be accompanied by adults throughout the production period.

ARTICLE III - MEMBERSHIP IN MVCT

Section 1 - Definition of Member

Anyone who has participated in an MVCT production shall be entitled to the benefits of membership thereto. Said benefits shall include, but not be limited to, the right to vote at meetings of members, a subscription to all MVCT publications and eligibility to serve as an officer.

Membership is limited to those aged seventeen or over. Changes in membership qualifications require a majority vote of members present at the annual meeting of members.

Section 2 - Annual Meeting

The annual meeting of the members shall be held in November, December or early January of each year, if an election year, election of Directors shall be held during this meeting. The time and place of the Annual Meeting shall be determined by the Board of Directors. If for any

reason the Annual Meeting shall not be held at the time and place herein provided, the same may be held at any time thereafter.

Reasonable notice of this annual meeting shall be given same to all members. At the annual meeting, all committees shall make a complete report to all members present.

Section 3 - Special Meetings

Special meetings of the members may be called by any member of the Board of Directors, or not less than one-fourth of all the members.

Section 4 - Notice of Special Meetings

A written or printed notice, stating the place, day, and hour of the meeting, and in case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered, mailed, or emailed to each member at least seven days before the date of the meeting. Attendance at any meeting shall constitute waiver of notice of such meeting.

Section 5 - Voting at Meetings

Pursuant to Article III, Section 1, the right to vote shall be determined upon attendance at meeting. Proxy and absentee voting will not be allowed. Votes shall be cast and counted as follows:

One (1) Vote per member

Section 6 - Quorum

Unless otherwise provided, at any meeting of members, a majority of officers shall constitute a quorum.

Section 7 - Duties

The power of MVCT shall be vested in the elected officers, who shall have the management and control of the business of MVCT. They shall employ such agents and servants as they deem advisable. They shall assess dues on members as they deem appropriate.

Prior to each MVCT production, the general membership shall vote to select director(s) for the production and vest in the director(s) the power described in Article II. The general membership and the director(s) of the production shall reach a consensus on any production to be performed by MVCT.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 - Size and composition.

The management and control of the affairs of the Theatre and the direction of its work and its programs are vested in a Board of Directors consisting of seven members, which include four officers (President, Vice President, Secretary, and Treasurer) and a minimum of 3 Officers at Large elected for a 2 (two) year term. The Board is led by officers as defined below.

Section 2 – Duties

Officer duties are as follows:

The President will be the chief executive officer of the corporation.

The president:

- a) Will preside at all meetings of members
- b) May sign, with the secretary or other officer duly authorized by the board of trustees, contracts
- c) or other instruments the execution of which has been authorized by the board of trustees, except in cases where the signing and execution of instruments has been expressly delegated by the board of trustees, by these regulations, or to some other officer or agent of the corporation by law; will perform all other duties generally incident to the office of president and prescribed by the board of trustees.

The Vice-President in the absence of the president or in the event of the president's inability or refusal to act, the vice president will perform the duties of the president and when so acting, will have all the powers of and be subject to all the restrictions on, the president. Any vice president will perform additional duties assigned by the presidents or by the board of trustees.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The Treasurer shall be responsible for accounting duties in the normal course of business of the MVCT, submit a financial report at each Board meeting, assist in the preparation of each show budget with the director and creative team, help develop fundraising plans, and make financial information available to Board members and the public.

The Officers at Large serves as a liaison to the general membership. Duties may be change as defined in organization bylaws or as needed to fulfill board requirements and address overall organizational goals.

All officers are expected to help with each MVCT production and/or MVCT event.

Section 3 – Term

Directors maintain current membership in the Theatre and hold office for a two-year term. They may serve consecutive terms without limit.

Section 4 – Election

Election is by a plurality of votes cast by the members present at the annual meeting. The method of balloting shall be at the discretion of the Board. If any office is vacated during a current term, it may be filled for the remainder of the term by appointment by the President with consent by majority vote of the Board.

Section 5 – Resignation

The resignation of a Board member becomes effective upon the receipt of written or email notice by the President or the Secretary.

Section 6 – Removal

The Board has the authority by vote of two-thirds of its members at a regular or special meeting to remove a Board member for cause, including disregard of these Bylaws or just cause. The Board member who is the subject of the motion for removal does not vote on the motion.

ARTICLE V - FINANCES

Section 1 - Holding of Funds

The Premier Bank shall hold funds of MVCT as non-permanent funds.

Section 2-Treasurer's Duty

The Treasurer of the Board of Directors shall be responsible for accounting duties in the normal course of business of the MVCT and for safekeeping any money which is not held by said MVCT. Said money shall be known as "petty cash" and shall not exceed fifty (50) dollars.

Section 3 - Withdrawing Funds

The Treasurer shall have the power to withdraw funds. Without approval by the Board of Directors; however, the treasurer is subject to audit by the officers at any given time.

Section 4 - Termination of Affiliation

The termination of the MVCT's affiliation with the Premier Bank shall be done after a majority of all the Board of Directors consents to the termination of said affiliation.

Section 5 - Annual Audit

The officers shall perform an annual audit of the finances of MVCT. The results of this audit shall be presented at the annual meeting of members. A written copy of this audit shall be made available to any member upon request.

Section 6 – Debit Card

The MVCT shall allow up to 3 debit cards linked to the Premier Bank checking account for use of production and everyday expenses. The Board shall determine who, other than the Treasurer, should have such card.

Any MVCT debit card holder is required to notify any purchases to the Treasurer prior to purchasing said item and all receipts should be submitted to Treasurer.

ARTICLE VI - COMMITTEES

Section 1 - Committees

The Board of Directors shall have the power to appoint committees and committee chairpersons and designate certain powers and responsibilities, not specified in these by-laws, for said committees. The committees shall be standing or temporary, as the Board of Directors deem appropriate. A member of the Board of Directors can be chosen by the President of the Board of Directors to chair each of the designated standing committees.

Last Updated: August 2021

Section 2 - Standing Committee

The following committees shall be standing committees of MVCT until further order of the general membership.

1. Fundraising, Finance and Advertisement
2. Publications
3. Publicity
4. Ticket Management

Section 3 - Duties and Responsibilities

1. Fundraising, Finance and Advertisement
This committee shall be responsible for overseeing fund raising activities to help support annual productions. Their activities shall include, but are not limited to, obtaining advertising for programs and soliciting patrons and donations for MVCT.
2. Publications
The publications committee shall be responsible for programs for any MVCT production.
3. Publicity
The publicity committee shall handle all publicity and social media of MVCT productions.
4. Ticket Management
The ticket management committee shall oversee ticket sales to all MVCT productions.

Section 4 -- Temporary Committees

The Board of Directors shall have the power to appoint temporary committees and designate certain powers for said committees. The purpose and responsibilities of each temporary committee shall be made available to any interested MVCT members.

ARTICLE VII - AMENDMENTS

Section 1 - Amendments

By-laws may be adopted, amended or repealed at any meeting of the general membership by a two-thirds majority vote of members present at said meeting. Proposed changes in by-laws shall be made known to all members through procedures prescribed in Article III, Sections 2 and 4 at least two (2) weeks prior to said meeting.

ARTICLE VIII – MISCELLANEOUS

Section 1–Disillusionment

In the event of the disillusionment of the corporation any remaining recognized donor money, less expenses, will be either returned to the donor or forwarded to a suitable charitable organization.