

BY-LAWS

of

LOS ALAMOS LITTLE THEATRE\* ~~ER~~

(as proposed at the general membership meeting to be held on June 25, 2017)

ARTICLE I: NAME

This organization shall be known as the Los Alamos Little Theatre ~~er~~, Inc.

ARTICLE II: PURPOSE

This corporation is organized exclusively for charitable, educational and scientific purposes, within the meaning of 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

This corporation, within the restrictions set forth in the first paragraph of this Article II, shall be operated to accomplish the following purposes:

- A. To produce plays and other dramatic works.
- B. To promote the interest of the public in drama and dramatic productions.
- C. To instruct and educate members in the dramatic arts and related subjects.
- D. To furnish the community of Los Alamos with a source of dramatic talent.

ARTICLE III: MEMBERSHIP AND DUES

Section 1. Membership. A member shall be identified by payment of dues for the current fiscal year; in addition, all Patrons (Article X) automatically become members of the organization. Only members may hold office or vote.

Section 2. Dues. At the final meeting of the general membership for that theater season the Board of Directors shall recommend the amount of dues for the following fiscal year subject to the approval of the members.

ARTICLE IV: GENERAL MEMBERSHIP MEETINGS

Section 1. Regular Meetings. There shall be not fewer than ~~two~~ **one** meetings a year, the dates to be determined by the Board, for the transaction of such business as may be brought before the meeting. The annual meeting shall be held at the end of the theater season and shall include the election of the members of the Board of Directors, and the presentation of annual reports to the members.

Section 2. Special Meetings. Special meetings may be called by the Board or by not fewer than ten (10) members by written petition to the Board stating the purpose of such meetings.

Section 3. Notice of Meetings. Public notice ~~of all of all~~ general membership meetings shall be given at least ten (10) days before the scheduled time for such meetings. Notices of meetings shall include the nature of the business to be brought before the meeting.

Section 4. Quorum. Fifteen (15) members shall constitute a quorum at all meetings of the membership.

#### ARTICLE V: ELECTIONS

Section 1. Board. The members of the Theater shall elect ~~seven-six~~ members of the Board of Directors at the annual meeting at the end of the theater season. Those elected shall assume their duties and responsibilities at the organizational Board meeting and shall remain on the Board of Directors for their respective terms, except that no officer's term shall end until a successor has been duly elected.

Section 2. Nominations. The Nominating Committee shall prepare and present a list of at least ten (10) candidates to fill the annual seven~~-six~~ vacancies on the Board of Directors. This list shall be presented to the membership in writing at least ten (10) days prior to the annual meeting at the end of the theater season. All candidates must have expressed their willingness to serve on the Board of Directors. Nominations to the Board of Directors may also be made from the floor, provided the consent of the nominee has been obtained.

Section 3. Ballots. The chairman of the Nominating ~~Committee shall~~ Committee shall prepare the ballots. The ballots shall consist of a list of all the nominees for the Board of Directors with an adequate method to designate a positive vote for each candidate. Members shall vote for up to seven (7) ~~six (6)~~ candidates only. The seven ~~six~~ candidates with the largest number of votes shall be chosen. In the case of tie votes which would result in filling more than seven ~~six~~ vacancies, the nature of such ties shall be presented to the membership and a new vote shall be taken upon the candidates in question. A record of the votes tallied for every candidate shall be kept by the President of the board to aid in the event of members departing the board of directors during their tenure.

Section 4. Proxy Votes. Proxy votes may be cast only for elections and all proxies must be in writing. No member may vote more than one proxy. Only members out of town or confined in a hospital at the time of the election may file a proxy.

#### ARTICLE VI: BOARD OF DIRECTORS

Section 1. Members. The Board of Directors shall consist of a total of ten~~-nine~~ members. Seven ~~Six~~ members shall be elected at each annual election meeting. Three members shall be hold-over members from the previous year. Hold-over members shall be the immediate past President and two members so designated by the previous board at its organizational meeting.

Section 2. Officers. The Board of Directors shall hold an annual organizational meeting within ~~one month two (2) weeks~~ after the annual meeting at which time they shall elect from within their membership a President, a Vice-President, a Secretary, and a Treasurer ~~and a Nominating Committee Chairman~~. The remaining ~~six five~~ members shall be known as members-at-large. At this same organizational meeting the Board shall designate two of its members excluding the President, as hold-over members. These hold-over members

shall serve two-year terms on the Board. However, no member of the Board of Directors shall serve more than four (4) consecutive years without being re-elected at the annual election meeting by the general membership.

Section 3. Powers. The Board of Directors, subject to the provisions of law and these By-Laws shall have the power to elect or appoint all directors of plays and chairmen of committees, to prescribe their duties, to dismiss any appointed officer or agent, and generally to control and manage the affairs of the corporation.

Section 4. Meetings. The Board of Directors shall establish regular meetings. Special meetings of the Board shall be held whenever called by the President or by application to the President of any two Board members. The Secretary shall give two (2) days notice of the time, place, and purpose of such special meetings.

Board meetings shall be open to members. However, discussion at such meetings may be at the discretion of the Board of Directors limited to the Board members.

Five (5) members of the Board shall constitute a quorum.

Section 5. Vacancies. Any vacancy in the Board shall be filled by appointment by the Board. During a temporary absence or inability to act of any member of the Board, the Board may delegate such member's powers and duties to another member of the Board.

**Section 6. Dismissal. The Board of Directors shall have the power to dismiss any of its members who is found not to meet the duties of a member. At least seven (7) directors must approve the motion to remove. In such case the board shall replace the dismissed member as specified in Section 5 above.**

## ARTICLE VII: OFFICERS

Section 1. Designation and Term of Office. The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer. They shall be elected by the Board of Directors from within the membership of the Board of Directors at the annual organizational meeting of the Board of Directors. The Officers shall serve a term of one year.

Section 2. Powers and Duties of the President. The President shall be the chief executive officer of the Corporation. The duties of the President shall be:

- A. To preside at all membership and Board meetings.
- B. To see that the Corporation's By-Laws, rules, and regulations are observed and enforced.
- C. To have general control and charge of the affairs of the Corporation subject to the approval of the Board of Directors.
- D. To have such other duties as are ordinarily to be found vested in the President of an organization.

Section 3. Powers and Duties of the Vice-President. The Vice-President shall assist the President in all his duties and perform all the duties of the President in the event of his absence or inability to act, and, or in addition, shall perform such other duties as may be established or assigned to him by the Board.

Section 4. Powers and Duties of the Secretary. The Secretary shall be the clerk of the Board and the recording secretary of all meetings of the Board and of the membership. He shall attend to the giving of notice of all such meetings. He shall have charge of ~~records,,records~~, documents, and papers of the Corporation. He shall, in general, perform all duties incident to the office of Secretary and shall have such other duties and powers as may be assigned to him by the Board.

**Section 5. Powers and Duties of the Treasurer. The Treasurer shall manage the financial business of the corporation. The duties shall include ensuring financial compliance with the Articles of Incorporation, these By-Laws, and the requirements of all government regulations controlling section 501(c)(3) charitable corporations. The Treasurer shall have the power to disburse funds in payment of all obligations of the corporation. The Treasurer shall present a statement of financial standing at every meeting of the Board and a detailed statement to the membership at every general membership meeting.**

#### ARTICLE VIII: COMMITTEES

**Section 1. The board of directors shall create committees for Play Reading and Nominations at its organizational meeting and shall appoint committee chairs from within its own membership. Committee chairs shall have the power to appoint other members to their committee, which members may be other members of the board of directors, or not.**

~~Section 1 Nominating Committee. The Nominating Committee shall consist of five members. The Chairman shall be elected by the members of the Board of Directors from within the Board's membership during the Board's annual organizational meeting and shall serve a term of one year. The other members shall be appointed by the Board, one from the Board in addition to the Chairman, and three from the general membership of the Theater.~~

~~Section 2 Play Reading Committee. The Board shall appoint a committee consisting of five or more members for the purpose of bringing interesting plays to the attention of the Board and membership and to promote public readings and/or production of such plays.~~

~~Section 3 Supply Committee. The Board shall appoint the Chairman or Chairmen of a committee or committees whose responsibility it shall be to keep an inventory of all supplies of the Theater, to recommend the purchase of new or replacement materials, and to store such supplies in a safe and efficient manner. The supplies for which a committee or committees are responsible shall include flats and building materials, tools, paint, make-up, costumes, properties, and such other equipment as the Board may specify. By the conclusion of the fiscal year, each committee shall submit a report to the Board on the materials used during the year, reserves left for the following year, and recommendations for purchases to be made.~~

Section **2.4.** Other Commi-ttees. The Board shall appoint Chairmen of other committees as it chooses for the smooth and efficient operation of the Theater.

#### ARTICLE IX: DIRECTORS

A Director shall be selected by the Board for each production. The Director for each play shall be in charge of casting the play through tryouts open to the public and shall approve set design, costumes, etc. He shall see that a budget is presented to the Board before the

play goes into production and shall see that production and fiscal reports are submitted to the Board at the conclusion of the production.

#### ARTICLE X: PATRONS

The Board is empowered to seek support in the form of direct contributions in the amounts specified by the Board, and the contributors shall, throughout the current fiscal year, be known as Patrons of the Little Theater.

#### ARTICLE XI: FINANCE

Section 1. The Corporations' cash assets shall be carried in two accounts, called "Capital" and "Annual." All monies received by the corporation shall be entered in the Annual account, except for contributions from Patrons and income earned by the Capital account, which shall be entered in the Capital account.

Section 2. At the ~~end~~ beginning of each fiscal year, all assets of the Annual account in excess of a sum determined by ~~the board of directors majority vote at the preceding Annual Membership meeting~~ shall be transferred to the Capital account.

Section 3. No assets from the Capital account shall be loaned, invested, expended, or obligated without specific authorization by ~~at least seven (7) members of the board of directors a majority vote at a regular or special membership meeting~~, except as allowed by Section 4 of this Article, and except to cover obligations in force at the end of the previous fiscal year.

Section 4. The Board shall conduct the affairs of the Corporation so as to maintain a positive balance in the Annual Account. To this end it may borrow from the Capital Account against income reasonably to be expected during the current fiscal year; however, the amount borrowed shall not exceed 25% of the previous year's income excluding contributions.

~~Section 5—The signatures of at least two officers of the Corporation shall be required to validate any and all checks issued by the Corporation—~~

Section ~~5-6~~. The fiscal year of the Corporation shall begin on the first day of June of each year and end on the 31st day of May of the following year.

#### ARTICLE XII MISCELLANEOUS

Section 1. Amendments of By-Laws. These By-Laws may be ~~ammended~~ amended by a two-thirds (2/3) vote of the members voting at any meeting of the Membership, provided that the text of the proposed amendment shall have been ~~publicly available given at the previous regular meeting or in writing~~ to every member at least ten (10) days before the meeting at which the amendment is to be acted upon.