

BY-LAWS
of
LOS ALAMOS LITTLE THEATRE

ARTICLE I: NAME

This organization shall be known as the Los Alamos Little Theatre, Inc. (LALT)

ARTICLE II: PURPOSE

This corporation is organized exclusively for charitable, educational, scientific, and artistic 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 communities of Northern New Mexico with opportunities to participate in the dramatic arts (and related activities), and to provide theatrical expertise and resources to individuals or organizations in the community in support of their interest in the dramatic arts.

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 vote at membership meetings or be elected to the Board of Directors.~~

Section 2. Dues. The Board of Directors shall periodically review and ~~recommend~~ **update** the amount of membership dues for the following fiscal year ~~subject to the approval of the members at the next General Membership meeting.~~

ARTICLE IV: GENERAL MEMBERSHIP MEETINGS

Section 1. Regular Meetings. The Board of Directors will hold an annual General Membership meeting after the end of each fiscal year; this meeting shall include the election of the members

of the Board of Directors and the presentation of annual reports to the members. The Board of Directors may schedule and hold additional meetings of the General Membership as needed for the transaction of such business as may be brought before the meeting.

Section 2. Notice of Meetings. Public notice 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 3. Quorum. A quorum of the membership shall be defined as the lesser number of (a) at least 60% of paying members or (b) 15 members. A quorum is required at all meetings of the membership. If after calling no fewer than three annual General Membership meetings where a quorum fails to be reached, a quorum may be reached at the next General Membership meeting with any number of members present, who shall be empowered for the sole purpose of voting to dissolve the corporation.

ARTICLE V: ELECTIONS

Section 1. Board. The Corporation is managed by a six-member Board of Directors. The members of the Theatre shall elect three (3) members of the Board of Directors to two-year terms at the annual General Membership meeting. Those elected shall assume their duties and responsibilities at the first organizational Board meeting following the General Membership meeting. 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 candidates to fill the annual three (3) vacancies on the Board of Directors. The nominating committee has the power to refuse a nomination if the nomination is not considered in the best interest of the Theatre. 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 fiscal year. All candidates must have expressed their willingness to serve on the Board and may decline a nomination for any reason, and without expectation of explanation. 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 existing Board of Directors (with preference to the chair of the Nominating Committee whenever possible) 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 three (3) candidates only. The three candidates with the largest number of votes shall be chosen. In the case of tie votes which would result in filling more than three 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 elected to the Board of Directors departing their elected position before the expiration of their tenure.

Section 4. Proxy Votes. Proxy votes may be cast at General Membership meetings and must be in writing. No member may vote more than one proxy. All proxy votes must be clearly identified and signed by the voting member, who must have been a member in good standing with LALT during the previous fiscal year.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Members. The Board of Directors shall consist of a total of six (6) members. Three (3) members shall be elected at each annual election meeting with the remaining three having one year remaining in their two-year term. Board members do not have to be members of LALT.

Section 2. Officers. The current President of the Board of Directors shall hold an organizational meeting within one month after the annual meeting at which time the Board shall elect from within its membership a President, a Vice-President, a Secretary, and a Treasurer. These four board members will constitute the Executive Committee. The remaining two members shall be known as members-at-large.

Section 3. Powers. The Board of Directors, subject to the provisions of law and these By-Laws, shall have the power to approve all directors and producers of plays or other LALT-sponsored events as aligned with the organizational purposes, as well as other technical personnel as deemed necessary by the Board of Directors, and chairs of committees. The Board may also prescribe the duties of these positions, dismiss any appointed officer or agent, and act 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 to Board members of the place, and purpose of such special meetings. If in the President's opinion there are extraordinary time-urgent needs of the corporation the President may waive the two-day notice requirement and call an emergency meeting. Board meetings can be held in-person or virtually. Individual members can call in by phone or video, if needed.

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 where such meetings are announced as no public comment, or to a specific time set aside for comments from membership at regularly scheduled meetings.

Four (4) members of the Board shall constitute a quorum.

Section 5. Vacancies. The Board shall appoint persons from among the General Membership to fill any vacancy that may arise within the Board. That person shall serve until the next General Membership meeting. If the term to which the person was appointed is due to continue for another year an additional ballot will be presented to the General Membership to fill the unplanned vacancy.

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. Resignation, Dismissal and Absences. Resignation from the Board must be in writing and received by the President, Vice President, or Secretary. Any Board member will be dismissed after three (3) absences per Fiscal Year from Board meetings. A Board member may be removed for other reasons by a vote of five (5) Board members.. In such cases the Board shall replace the dismissed member as specified in Section V 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 first organizational meeting of the Board of Directors following the annual election meeting. 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.
- E. To provide a deciding vote in cases where a board motion is tied.

Section 3. Powers and Duties of the Vice-President. The Vice-President shall assist the President in all duties and perform all the duties of the President in the event of the President's absence or inability to act and shall perform such other duties as may be established or assigned 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. The Secretary shall

give notice of all such meetings; shall have charge of records, documents, and papers of the Corporation; and shall, in general, perform all duties incident to the office of Secretary and shall have such other duties and powers as may be assigned by the Board. The Secretary shall ensure that meeting minutes are made available monthly for access by the General Membership.

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 monthly at a meeting of the Board and a detailed statement to the membership at the annual election meeting. The Treasurer shall ensure that budgetary information is made available monthly for access by the General Membership.

ARTICLE VIII: COMMITTEES

Section 1. LALT will have the following standing committees and default chairs:

- A. Executive Committee: Chaired by the President. : liaising with county; finances; policy; by-laws; website; key distribution; nominations for board members
- B. Artistic Committee: Scope: development of LALT seasons and approval of production teams; review and approval of events by non-LALT organizations; management of LALT calendar.
- C. Outreach Committee: Scope: publicity; fundraising;; scholarship activities.
- D. Building Committee: Scope: maintenance of building; technical needs.

Section 2. Other Committees. The Board shall establish other committees as it chooses for the smooth and efficient operation of the Theatre. The Board President will appoint committee chairs.

Section 3. The Board of Directors shall create additional ad hoc committees at its organizational meeting and shall appoint solicit committee chairs from within its own membership. Committee chairs shall have the power to appoint other members to their committee, who may be selected from the General Membership or the Board of Directors.

Section 4. Non-Board Committee Chairs. In the event that there is no Board Member willing or able to serve as Chair for an ad hoc committee, the Board may solicit volunteer(s) from the membership to serve as a Committee Chair.

Section 5. Committee membership. Committee chairs shall have the power to appoint other members to their committee, who may be selected from the General Membership or Board. A committee must have a minimum of three (3) members.

ARTICLE IX: DIRECTORS AND PRODUCERS

The Artistic Committee is responsible for selecting and submitting the season's slate of production to the board for final approval. A Director and Producer shall be approved by the Board for each production. These individuals shall be in charge of casting the play through tryouts open to the public and shall approve set design, costumes, and all other artistic decisions related to the production and not otherwise enumerated in the By-Laws. They shall manage the production within a budget approved by the Board and shall see that production and fiscal reports are submitted to the Board at the conclusion of the production. Except where explicitly appointed by the Board of Directors, all personnel and cast members relevant to a given production shall be selected by the Board Approved Director.

ARTICLE XI: FINANCE

LALT shall have no capital stock, shall pay no dividends, and shall distribute or inure to the benefit of the directors, officers, or members of LALT no income, except that reasonable compensation may be paid to contractors for services rendered when in compliance with LALT's Conflict of Interest policy. All income and all other assets of LALT shall be used exclusively for non-profitable purposes.

The Board of Directors shall maintain the finances of the Corporation in accordance with all customary and appropriate financial and bookkeeping practices. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such depositories as the Board of Directors may select.

Any and all funds collected must be turned over to the Treasurer in a timely fashion. Whenever possible, collection of monies shall be done by a Board member, or individual designated by the Treasurer.

The Board of Directors shall appoint an independent auditor to conduct a financial review a minimum of every three (3) years and more often as deemed necessary by the Board.

The Board of Directors shall develop and approve an annual operating budget for the corporation with specified amounts for expenditure in designated categories (e.g. Productions, Utilities, Supplies, etc.).

Any expenditures not listed in the approved annual operating budget (out-of-budget expenditures) that are identified during the fiscal year shall be presented at a regular or special meeting of the Board of Directors for approval.

If in the President's opinion there are extraordinary time-urgent budgetary considerations of the corporation the President may waive the two-day special meeting notice requirement and call an emergency meeting.

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 AMENDMENTS

Section 1. These By-Laws may be amended by a two-thirds ($\frac{2}{3}$) vote of the members voting at any meeting of the Membership, provided that the text of the proposed amendment shall have been publicly available to every member at least ten (10) days before the meeting at which the amendment is to be acted upon and a quorum of members is present at the meeting.