

FOOTLITE MUSICALS, INC.

BYLAWS

Revised 1994

Revised 2004

Revised 2007

Revised 2011

ARTICLE I

Name

The name of this corporation shall be Footlite Musicals, Inc.

ARTICLE II

Purposes

The purposes for which it is formed are as follows:

- A. to produce musicals and/or other dramatic offerings.
- B. to provide education and training of persons interested in theatre through practical experience and programs in the various phases of dramatic and musical theatre.
- C. to buy, sell, lease and/or build real and personal property in order to carry out purposes A.and B.

ARTICLE III

Membership

Section 1 Eligibility and Benefits

- A. Any person, without restriction, is eligible for membership.
- B. All members may attend, state opinions and participate in any function sponsored by the corporation.
- C. All members shall receive periodic newsletters, notices of all meetings and other announcements.

Section 2 Membership Classifications

A. Voting Membership

1. Individual – An individual member is a person who has attained the age of eighteen (18) and has paid annual dues as determined by the membership.
2. Family – A family membership includes two (2) voting members over age eighteen (18) and their dependents who have paid annual dues as determined by the membership.
3. Business – A business membership may be purchased by a business entity that has paid annual dues as determined by the membership and may request the privilege of a single vote.
4. Life – A life member is a person who has made a one-time payment as determined by the Board of Directors and who shall notify the membership chairperson annually by September 30 that voting status is desired.

B. Associate Membership

1. An associate member is a person who has paid annual dues and either:
 - a. has elected associate member status; or
 - b. is under the age of eighteen (18) years.
2. An associate member shall not have the right to vote.

C. Honorary Membership

1. Upon recommendation of the Board of Directors, the title of honorary member may be conferred.
2. A two-thirds (2/3) vote by ballot of the members with voting privileges is required to confer this complimentary non-voting title.

Section 3 Membership Dues

- A. Annual membership dues expire on June 30. The members shall be notified in writing that payment is due.
- B. Membership dues are delinquent after September 30. A delinquent member shall not be considered a continuous member of Footlite Musicals and will not be eligible for office the following year.
- C. Membership dues that are paid between April 1 and June 30 will be applied towards the coming years' assessment.

ARTICLE IV

Board of Directors

Section 1 Officers and Directors

- A. The Board of Directors shall consist of four (4) officers: a President, Vice President, Treasurer and Secretary, and an odd number of directors elected at-large that will number between five (5) and eleven (11), inclusive.
 1. This odd number can fluctuate from term to term.
 2. This number will be determined by the applications received.
- B. If the current President is not re-elected, he/she shall serve as an at-large director for the succeeding year.
- C. The term of office shall be for one (1) year beginning on July 1.

Section 2 Elections

- A. The Nominating Committee shall recruit eligible, qualified and interested persons to run for the Board of Directors and for officers.
 1. The Nominating Committee shall consist of five (5) members, of which exactly one (1) member shall be a member of the Board of Directors and of which the remaining four (4) other members shall be elected by the membership.
 2. The committee shall select its own chairperson.
 3. Members of the Nominating Committee are not eligible to run for office in the upcoming election, with the exception of the Board representative.
 4. If a member of the Nominating Committee wishes to run for office, he/she shall submit his/her resignation in writing to the committee two (2) months prior to the deadline.
 5. The vacancy shall be filled by the Board of Directors.
- B. The committee shall solicit nominees from the voting membership.
 1. At least one (1) candidate shall be listed for each office.
 2. Prospective candidates shall give permission for nomination by submitting the designated resume by December 31.
 3. The Nominating Committee shall have the nominations published and sent to the membership, either by U. S. Mail or electronically, no less than two (2) weeks prior to the Election Meeting. Brief biographical information about each nominee shall be included.

4. Nominations from the floor will be accepted if the designated resume has been submitted prior to the meeting and the person is a member in good standing.

Section 3 Qualifications

- A. No person shall be elected to serve as an officer or director of the corporation unless the person has been a continuous voting member for the preceding twelve (12) months.
- B. No person shall hold more than one office of the corporation concurrently.
- C. Any candidate for President must have served on the Board of Directors for the preceding twelve (12) months.
- D. Conflict of Interest – Any officer or director of the corporation who provides a service for payment must present a proposal stating the details of the arrangement that will then be voted upon by the Board of Directors.

Section 4 Elections

- A. The meeting to elect officers of the corporation shall be held annually during the month of February.
- B. Election of officers shall be by simple majority of the voting members in attendance either in person or by absentee ballot in the manner set forth in writing by the Board of Directors.
- C. All voting shall be completed by secret ballot. When there is but one candidate for an office, the Secretary may be directed to cast a vote by acclamation.
- D. The qualifications for each candidate shall be presented to the membership at the Election Meeting by the Nominating Committee for those candidates nominated for office.
- E. A vote shall be held for each office separately in the order of President, Vice President, Treasurer and Secretary. Any unsuccessful candidate may be nominated for another office or director.
- F. Election of directors shall be accomplished by grouping all candidates on one ballot.
 1. Each member shall vote for the number of director positions available.
 2. Any candidate receiving a majority of votes cast shall be elected.
 3. The candidate receiving the least number of votes shall be eliminated from any necessary succeeding ballot.

Section 5 Vacancies

- A. Vacancies occurring on the Board of Directors shall be filled by the Board of Directors. An officer or director elected to fill a vacancy shall serve the remainder of the unexpired term of the departing officer or director.
- B. Any member of the Board of Directors who shall be absent (unless excused by the President of the Board for good cause) from three (3) regularly scheduled meetings during his/her term shall be deemed to have resigned from the Board and his/her position shall be deemed vacant.
- C. Any member of the Board of Directors who shall not have paid annual dues by September 30 shall be deemed to have resigned from the Board, and his/her position shall be deemed vacant.

Section 6 Impeachment

- A. Any voting member may initiate action to impeach a member of the Board of Directors.
 1. A signed statement of probable cause must be submitted to each member of the Board of Directors.
 2. Within thirty (30) days the Board of Directors must decide the validity of the charges.

3. A simple majority of confirming votes are required to determine that the charges are valid.
- B. If the Board of Directors decides that the charges are not valid, they must respond to the initiator in writing.
 1. The initiator may then resubmit the statement with the signatures of twenty-five (25) voting members to the Board of Directors.
 2. If, at that time, the member charged does not resign, the Board of Directors must initiate impeachment proceedings as defined by parliamentary rules adopted by the corporation.
- C. If the Board of Directors decides that the charges are valid, the Board shall request that the member charged submit his/her resignation. If the member charged does not resign, the Board of Directors shall initiate impeachment proceedings as defined by parliamentary rules adopted by the corporation.

Section 7 Duties

A. President

1. The President shall preside at all meetings of the corporation and of the Board of Directors.
2. He/she shall announce the agenda of the day to the members for each regular and annual meeting.
3. He/she shall appoint all committees except the Nominating Committee.
4. He/she shall be the ex-officio member of all committees except the Nominating Committee.
5. He/she shall have such powers of supervision as may pertain to the office of President and perform such other duties as may be designated by the Board of Directors.
6. The President may vote on all matters as may any other voting member of the corporation.
7. The President shall designate a Board Liaison for each production.

B. Vice President

1. The Vice President shall, in the absence of the President, assume the powers and perform all the duties of that office.
2. In case a vacancy occurs in the office of President, the Vice President shall immediately succeed to the office of President, and the Board of Directors shall elect a Vice President.

C. Secretary

1. The Secretary shall record the minutes of all meetings of the Board of Directors and all meetings of the corporation.
2. He/she shall keep a register, or roll, of the voting members and shall call the roll when requested by the presiding officer.
3. He/she shall notify the Board of Directors of meetings and shall notify the voting members as prescribed in Article VI, Section 6 of the bylaws of the corporation.
4. He/she shall perform such other duties as the President and the Board of Directors may designate.
5. All reports to the Board of Directors or to the membership shall be incorporated into the minutes of the meeting at which they were presented.

D. Treasurer

1. The Treasurer shall collect and receive all monies.
2. He/she shall be the custodian of all monies, shall deposit them at a bank designated by the Board of Directors, and shall disburse the same only upon written evidence.
3. With the approval of the Board of Directors, he/she may designate another member of the Board to sign or endorse checks, drafts and notes in his/her absence or disability.
4. He/she shall file local, state and federal forms as are necessary to maintain the tax-exempt status of the corporation.
5. He/she shall file the annual report with the Secretary of State on the forms prescribed by law.
6. He/she shall present written financial statements to the Board of Directors at regularly scheduled meetings.
7. Upon presentation of a final report at the annual meeting, he/she shall then be directed to make this report available for audit.
8. He/she shall be bonded in an amount determined by the Board of Directors.

E. Directors

1. The directors shall share, with the officers of the corporation, the responsibility of transacting corporate business between general meetings.
2. The directors shall assume the responsibility for supervision with regard to projects, policies, overall co-ordination and development of the corporation.
3. The directors are subordinate to the corporation and must abide by constitutional rulings as they relate to the Articles of Incorporation and the bylaws of the corporation.

ARTICLE V

Committees

Section 1 Appointment

- A. The President shall appoint all committees, except the Nominating Committee, annually at the beginning of his/her term.
- B. Members may volunteer to serve on committees.

Section 2 Standing Committees

- A. The standing committees, and the purpose of each, shall include but not be limited to, the following:
 1. Development – solicit monies from various sources, including grants, necessary for the continuation of the organization.
 2. Nominating – duties as specified in Article IV, Section 2
 3. Show Selection – duties as specified in Article VIII, Section 5
 4. Membership – recruit new and former members and retain current members.
- B. Each standing committee shall record its standing operating procedures and accomplishments in a notebook at the end of the year.
 1. This notebook will be passed on to the next year's committee.
 2. Specific duties for each committee will be detailed in the notebook by the President at the beginning of the year.

Section 3 The President shall appoint additional committees as may be necessary.

ARTICLE VI

Meetings

Section 1 Regular Meetings

At least two (2) regular meetings of the membership should be held annually.

Section 2 Special Meetings

Special meetings may be called by the President, the Board of Directors, or upon request of ten percent (10%) of the voting members.

Section 3 Show Selection Meeting

The Show Selection Meeting shall be held at the last general or special meeting prior to the Election Meeting.

Section 4 Election Meeting

The meeting to elect officers and directors of the corporation shall be held annually during the month of February.

Section 5 Annual Meeting

The Annual Meeting of the corporation shall be held during the month of July.

Section 6 Notice

Each member shall be notified of the date, hour and purpose for which a meeting is called no less than seven (7) days prior to the meeting.

Section 7 Quorum

A quorum of twenty-five percent (25%) of the voting members must be present to transact business.

ARTICLE VII

Financial Administration

Section 1 Fiscal Year

The fiscal year will commence on the first day of July each year.

Section 2 Contracts and Indebtedness

Authority to enter into contracts, whether general or confined to special instance, may be extended to an officer or officers, agent or agents, by the Board of Directors only. No evidence of indebtedness shall be issued in the name of the corporation unless authorized by the Board of Directors.

Section 3 Audits

- A. A formal audit by an independent source may be conducted as deemed necessary by the Board of Directors.
- B. The results of all audits shall be made public to the membership.

Section 4 Records

All financial records of the corporation shall be made public to the membership upon request.

ARTICLE VIII

Productions

Section 1 Producer

- A. The Board of Directors shall select a Producer and/or Director for each show.
- B. The duties of the Producer shall be as set forth in the Production Manual and bylaws.

Section 2 Production

- A. It shall be the responsibility of the Producer and/or Director to select the production staff.
- B. The production staff shall be submitted to the Board of Directors for approval prior to auditions.
- C. The Board of Directors shall retain the right to appoint any or all of the business staff on an annual basis. The business staff may include, but is not limited to, the ticket manager, ushers, program chairperson, concessions, and publicity.
- D. The Board Liaison has the final authority on all disagreements between Director and Producer and has the full backing of the Board of Directors.

Section 3 Production Budget

- A. A written budget shall be determined by the Producer and Treasurer and submitted to the Board of Directors for its approval in advance of the beginning of rehearsals for each production.
- B. All members of the production staff shall be informed of the suggested budget prior to auditions.
- C. A financial report of the production shall be given by the Treasurer at the first general meeting following the close of the production.

Section 4 Auditions

Auditions will be open to all members of the corporation and to the general public. Procedure in the auditions will be determined by the production staff.

Section 5 Casting

Casting shall be determined by the Director with the assistance of the production staff.

Section 6 Show Selection

- A. A Show Selection Committee chairperson shall be appointed by the President.
 1. This committee shall number no less than five (5) voting members, and all committee members shall be voting members.
 2. This committee shall present to the Board of Directors a recommended slate of shows.
 - a. The number of shows recommended to the Board of Directors shall be equal to a minimum of at least twice the number of shows for the upcoming season.
 - b. The Young Adults production, Young Artists production, Children's Workshop and Cabaret-style production shall be exempt from this process.
- B. The show selection slate shall then be presented to the voting membership for final election of shows at the last general or special meeting prior to the Election Meeting.
 1. The membership shall receive notice of the shows being presented at least two (2) weeks before the Show Selection Meeting.
 2. A brief synopsis of each show shall be included in this notice.

3. At the Show Selection Meeting the committee shall present an unbiased resume of each show to the membership.
4. The committee shall then indicate and explain its preferred choice for the upcoming season.
5. The voting membership shall be given an opportunity to discuss each show before voting.

C. Selection Procedure

1. The voting membership shall select the season by secret ballot.
2. The number of shows to be voted up shall be equal to the number prescribed in advance by the Board of Directors.
3. The shows shall then be voted upon, and those selected shall have received the highest number of votes of those voting members present in person or by absentee ballot in the manner set forth in writing by the Board of Directors.
4. If, after voting, a tie remains between two (2) or more shows, a maximum of three (3) secret ballots shall be allowed in an attempt to break the tie. If a tie remains, the Show Selection Committee shall make the final selection.
5. Alternate shows shall be chosen from the shows not selected by the membership from those presented.
6. If any show or shows of the seasons' selection should not be available for production or be deemed by the Board of Directors to be a critical financial risk, the Board of Directors shall choose a replacement from the list of alternate shows selected by the membership.

Section 7 Order and Number of Shows

The time, admission price, order and number of performances of each show shall be determined by the Board of Directors.

ARTICLE IX

Parliamentary Procedure

Section 1 Rules of Order

Roberts Rules of Order shall govern the proceedings of the Corporation.

Section 2 Parliamentarian

A parliamentarian shall be appointed by the President as deemed necessary.

ARTICLE X

Amendments

Amendments to the bylaws shall be accomplished at any regular or annual meeting by a two-thirds (2/3) vote of the voting members present, provided the amendment and/or rule was submitted to the voting members in writing two (2) weeks in advance of the meeting.