

**BROADVIEW HEIGHTS SPOTLIGHTS
COMMUNITY THEATER**

BYLAWS

Revised April 2019

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ARTICLE I

Meetings of Members

- Sec. 1. One annual general business meetings of the Members will be held in November of each year.
- Sec. 2. Special meetings may be held at such times and places as may be ordered by the Board of Trustees, or in such other manner designated under the Ohio Revised Code 1702.17.
- Sec. 3. Notice of such annual and special meetings shall be given to each Member appearing as such on the books of the Corporation, by duly mailing (or emailing) same to his address seven (7) days prior to the date of such meeting.
- Sec. 4. At such meetings, no business shall be transacted except that stated in the Notice.

ARTICLE II

Quorum

At all member meetings, ten percent (10%) of the membership, but no fewer than nine (9) voting members, shall constitute a quorum for the transaction of business.

ARTICLE III

Proxies

A Member may, through a written, dated proxy, authorize another to vote for him at a specific Members' meetings, but the person so authorized must himself be a Member, and such proxy must be filed with the Secretary before the person authorized thereby can vote thereunder.

ARTICLE IV

Board of Trustees

- Sec. 1. The corporate powers, property and affairs of the Corporation, subject to the limitations contained in the Revised Code, the articles or these bylaws, shall be exercised, conducted and controlled by the Board of Broadview Heights Spotlights Trustees, each of whom shall be a Member of the Corporation, and a majority of whom shall be citizens of the United States.
- Sec. 2. There shall be 11 trustees on the Board. The Board of Trustees may elect one alternate who would attend Board Meetings and who would vote in the case of an absent Board member.
- Sec. 3. The election of Trustees shall take place at the annual meeting of the Members in November, or at a special meeting called for that purpose, provided that, if such election be not held at an annual or special meeting, it may be held at a Members' meeting open to all members. The election shall be held by plurality vote and conducted by members of the Nominating Committee.
- Sec. 4. All trustees shall be elected for a two (2)-year term.
- Sec. 5. Trustees are eligible for re-election for an indefinite number of terms.
- Sec. 6. The Trustees may declare an executive office vacant by a majority vote of the Trustee Board. Such vacancies are to be filled by the remaining Members of the Board of Trustees.
- Sec. 7. Members of the Board of Trustees shall not serve on the Board of any other theater organization.
- Sec. 8. The Board of Trustees shall:
- (a) At the final meeting of the calendar year, elect officers for the upcoming calendar year from existing trustees and trustee elects whose terms cover the following calendar year.
 - (b) Meet at least 10 times annually, preferably on a monthly basis. A majority of Board members constitutes a quorum. Monthly Board meetings will be held on a day mutually agreed upon by the trustees at the January meeting.
 - (c) Consider and decide all major policies and programs regarding facility, investment of funds or expenditures not included in the production budgets.
 - (d) Select the play directors for the succeeding season.
 - (e) Arrange for all insurance coverage.
 - (f) Create, combine, or abolish Standing Committees.

(g) Appoint a producer for each event or program that is responsible for the production, advertising, printing, box office, parties, programs and social meetings. The Producer shall make a report to the Board of Trustees at the monthly meeting following the conclusion of the event.

(h) Adopt a budget for the fiscal year.

(i) Select plays from the recommended list submitted by the Season Planning Committee.

(j) Appoint an Education Director who shall have been a member in good standing, shall have displayed unusual interest and devotion to the welfare of the group. The duties of the Education Director shall be defined by the Board of Trustees, and the Education Director may be a member ex-officio of Standing Committees.

(k) Review and approve annually membership and sponsorship levels, requirements, and applicable fees.

(l) A Board member may at any time submit a written resignation. The resignation shall be effective upon the election of a replacement trustee. The election of a replacement trustee to complete the vacated term will occur at the next scheduled Membership meeting.

ARTICLE V

Executive Committee

The Board of Trustees shall appoint an Executive Committee of five (5) members from their own number, who shall have charge of the management of the business and affairs of the Corporation in the interim between the meetings of Trustees, with power generally to discharge the duties of the Board of Trustees, but not to incur debts, excepting for current expenses, unless specially authorized. They shall at all times act under the direction and control of the Board of Trustees and shall make report to the same of their acts, which shall form part of the records of the Corporation.

ARTICLE VI

Officers. Terms. Compensation.

Sec. 1. The executive officers of the Corporation to be elected from among the Trustees shall be a President, Vice-President of Growth and Development, Vice-President of Volunteers and Membership, Secretary, and Treasurer. They shall be members of the Corporation in good standing.

Sec. 2 Officers shall be elected for one (1) year, terminating on December 31st of the following year, pending the election of new officers.

Sec. 3. The Board of Trustees may appoint Clerks and other employees, for such time and at such salary of wages as they may determine.

ARTICLE VII

Duties of President and Vice Presidents

Sec. 1. It shall be the duty of the President to preside at all meetings of Members and Trustees, to sign the records thereof, and in general to perform all the duties usually incident to such office, or which may be required by the Members or Trustees.

Sec. 2. The President shall:

- (a) Preside at all meetings of the General Membership, Board of Trustees, and the Executive Committee.
- (b) Appoint all committee chairpersons of standing and special committees except those provided for otherwise in the Bylaws, with the consent of the Board.
- (c) Be an ex-officio member of all committees except the nominating committee.
- (d) Be authorized to write checks (bond premium to be paid by the organization).
- (e) Appoint Season Planning and Bylaws Chairs annually, subject to Board approval.
- (f) Be responsible for filing of all necessary tax forms (Federal, state and local), as required by law.

Sec. 3. The Vice President of Growth and Development shall:

- (a) Perform the duties of the President in the absence of the President.
- (b) Act as aide to the President.
- (b) Serve as the Chairperson of the Growth and Development Committee.
- (c) Serve on other applicable committees.
- (d) Submit written reports as necessary.

Sec. 4. The Vice President of Membership and Volunteers shall:

- (a) Perform the duties of the President in the absence of the President and the Vice President of Growth and Development.
- (b) Act as aide to the President.
- (c) Serve as the Chairperson of the Membership and Volunteer Committee
- (d) Serve on other applicable committees.
- (e) Submit written reports as necessary.
- (f) Appoint the newsletter editor.

ARTICLE VIII

Duties of Secretary

The Secretary shall:

- (a) Keep a permanent record of all proceedings of the membership meetings, Board meetings, Executive Committee meetings, and others as requested, including meeting attendance.
- (b) Keep on file all records and papers not in possession of other officers.
- (c) Notify members of their election and appointments.
- (d) Submit written reports as necessary.

ARTICLE IX

Duties of Treasurer

The Treasurer shall:

- (a) Receive all moneys due from productions for ticket sales, membership dues, and advertising or otherwise and deposit such funds as directed by the Board of Trustees; and pay all bills within the limits of the budget.
- (b) Be a member of the Budget Committee and other applicable committees.
- (c) Submit the books and records for review as necessary, closing the books at the termination of the fiscal year. The fiscal year shall be January 1st through December 31st.
- (d) File with the Secretary of State in Columbus, a notice of Continuing Existence in accordance with Ohio Revised Code 1702.59.
- (e) Report financial disbursements and income status at general meetings.
- (f) Submit timely financial reports at monthly board meetings.

ARTICLE X

Standing Committees

- Sec. 1. The Standing Committees shall be as appointed by the Board of Trustees.
- Sec. 2. All chairpersons shall provide written or oral reports.

ARTICLE XI

Special Committees

- Sec. 1. The Special Committees shall be Budget, Nominating, Growth and Development, Membership and Volunteers, Season Planning, and Bylaws.
- Sec. 2. The Budget Committee shall be selected by the Board of Trustees and shall report to the Board.
- Sec. 3. The Nominating Committee of three (3) members shall be appointed by the Board from amongst trustees not seeking reelection. Notification of an election of trustees shall be announced in a mailing (or emailing) to the membership at least one month before the Membership meeting where said election will be held.

The Nominating Committee shall:

- i. Share with interested candidates Board-established guidelines and policies.
 - ii. Establish a ballot of all interested candidates and provide it for inclusion on the Membership meeting notice. No additions shall be made to this ballot after its publication.
 - iii. Remain impartial and conduct the election at the Membership meeting.
- Sec. 4. The Growth and Development Committee shall be chaired by the Vice President of Growth and Development.
- Sec. 5. The Membership and Volunteers Committee shall be chaired by the Vice President of Membership and Volunteers.
- Sec. 6. The Season Planning Committee shall be chaired by a member appointed by the President and approved by the board.
- Sec. 7. The Bylaws Committee shall be chaired by a member appointed by the President and approved by the board consisting of interested members.

ARTICLE XII

Conditions of Membership

- Sec. 1. Any person, not less than eighteen (18) years of age, and interested in the purpose of this organization may become a member as hereinafter provided. Membership shall be valid for at least one year from the date acquired, in accordance with a policy defined by the board.
- Sec. 2. The Board of Trustees shall review and approve annually a policy that outlines membership and sponsorship requirements, levels including voting rights, and fees.
- Sec. 3. Persons involved in a theater-sponsored event in a voluntary capacity shall automatically become members in accordance with a policy defined by the board. The household of children under eighteen years of age involved in a production shall be granted one adult complimentary membership.
- Sec. 4. Application for membership shall be made to the Membership Chairperson accompanied by the annual dues.
- Sec. 5. Each member shall have the privileges of the organization consistent with these Bylaws.

ARTICLE XIII

Seal

The Board of Trustees shall have the authority to adopt such Seal of the Corporation as it deems appropriate.

ARTICLE XIV

Order of Business

- Sec. 1. At all Membership meetings, the order of business shall be as follows:
 - (a) Roll call.
 - (b) Reading minutes of previous meeting and acting thereon.
 - (c) Reports of Trustees and Committees.
 - (d) Financial report or statement.
 - (e) Reports of President or other Officers.
 - (f) Unfinished business.
 - (g) Election of Trustees.
 - (h) New or miscellaneous business.

This order may be changed by affirmative vote of the majority of members present.

ARTICLE XVI

Statement of Authority

The rules contained in the most recent edition of Robert's Rules of Order shall govern the Corporation in all cases in which they are applicable and not inconsistent with these regulations.

ARTICLE XVII

Regulations Amended, etc.

These Regulations may be repealed, amended, or changed by the assent thereto in writing of two-thirds of Members, or by a majority of the Members at a meeting held for that purpose, notice of which has been given as provided in Article I.

ARTICLE XVIII

Organization and Dissolution of Corporation

(a) The organization is organized exclusively for charitable, religious, education, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

(b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes.