

Town & Gown Theatre Bylaws

Last reviewed and approved by its Board of Directors on 8/29/2023

Article 1

The name of this organization shall be Town and Gown Theatre, hereafter known as Town & Gown. Town & Gown is a not-for-profit organization incorporated under the laws of the State of Oklahoma.

Article 2

The purposes of Town & Gown shall be to promote, encourage, and develop interest in and appreciation for the dramatic arts. These purposes may be realized through the use of theatre as a medium in providing entertainment, education, and cultural enhancement in the Stillwater community and the surrounding area.

Article 3

The general membership of Town & Gown shall be open to all individuals interested in promoting the purposes of the organization and who meet the requirements of one of the following categories:

- A. Active Members - Individuals who have paid their dues and expressed an interest in community theatre
- B. Honorary Lifetime Members - At its discretion the Board may nominate any member for this membership, subject to approval by the general membership.

Any person representing Town & Gown or any of its subsidiary ventures in any capacity outside of the primary theatre location must be one of these types of members.

Article 4

An annual meeting of the general membership shall be held on the first Tuesday of May each year for the purpose of electing members to the Board of Directors and any other necessary business. Other general membership meetings may be called as needed by the Board of Directors, and these meetings must be announced at least 60 days in advance. Individuals wishing to vote in a general member meeting, including the annual meeting, need to have been a member for at least 30 days. Special meetings may be called by the Board of Directors of Town & Gown or upon the request of no less than ten members. Special meetings may not be scheduled less than two weeks after receipt of the request. A quorum is required for any binding vote and shall consist of ten percent of the active membership for a general membership meeting and no less than 51% of the Board of Directors for director meetings. The parliamentary authority for meetings of Town & Gown shall be Robert's Rules of Order.

Article 5

The operations of Town & Gown shall be coordinated by a Board of Directors, elected by the general membership. The Board shall convene no later than the last Tuesday of each month, subject to change in individual months as deemed necessary by a majority of board members.

The Board of Directors shall consist of no less than seven and no more than eleven members elected by the general membership for a three year term. Recommendations to add or remove seats will come from the nominations committee to the general membership and be voted on at the annual meeting before taking a vote to fill said seats. Each seat shall be assigned to year A, B, or C in such a way that at least two seats are vacated every year. Active and honorary lifetime members, except current board members, may nominate another active or honorary lifetime member to be a candidate for an upcoming vacancy, and all nominations must be considered by the nominations committee no later than 30 days prior to the general member meeting in which an election is to be held. Qualifying members must be present at the meeting in order to vote. No absentee or proxy votes nor votes cast by current board members will be counted.

If the number of nominees equals the number of open seats, each nominee shall be subject to approval by the general membership via written vote. A simple majority will suffice to confirm each candidate. In the event that there are more nominees than open seats, one ballot with all nominees' names shall be provided. Only one vote shall be taken, and those nominees securing the highest number of votes in successive order shall fill the open seats. In the event of a tie for the final open seat, a runoff election shall be held, and the nominee receiving the highest number of votes shall be seated. Any two current board members will be responsible for tallying the votes and announcing the vote total for each candidate prior to the conclusion of that meeting.

Members of the Board of Directors must be active members and cannot serve consecutive terms unless the first term was filling a vacancy of less than 18 months in length. Immediate family members may not serve on the Board of Directors at the same time. Any vacancy occurring on the Board of Directors will be filled at the next general membership meeting and will complete the term of the individual being replaced. A board member may be suspended for egregious behavior as defined by the Board Code of Conduct policy by a simple majority vote of the board. Any suspended board member may be removed from their seat during a general membership meeting by a $\frac{2}{3}$ vote of the active and honorary lifetime members present.

Article 6

The Board of Directors, including newly elected members, shall elect its officers for the upcoming fiscal year at the first board meeting following the annual meeting. No person shall hold more than one office at a time. The primary duties of the officers are enumerated below:

President - shall preside at all meetings of the organization, shall direct the affairs of the organization, and serve as principal executive officer of the organization. They will appoint new or affirm current committee chairpersons as needed with the advice and consent of the board. One year of previous board service is required in order to be President.

Vice President - shall be the board liaison for all committees and give reports to the board in the absence of the committee chair and shall preside at all meetings in the absence of the President and perform other duties as assigned by the President.

Secretary - shall keep the minutes of all board and general membership meetings and report these minutes to their respective bodies at their next meeting. All board minutes shall be stored in a way and location to be available to all general members upon request. They shall also maintain all correspondence and respond as necessary, including notifications to the board and general membership about upcoming meetings.

Treasurer - shall receive and disburse all monies; maintain an accurate accounting of all funds; shall direct the preparation of tax forms; maintain a record of season ticket holders and donors; provide a Treasurer's report at all general membership and board meetings; and make recommendations to the Board of Directors pertaining to financial matters. The Treasurer shall serve as custodian of the seal kept in the safety deposit box. If a suitable Treasurer is not elected to the Board, the President, with the advice and consent of the Board, may appoint a Treasurer from among the general membership. The appointed treasurer will not be a voting member of the board.

Article 7

Committee chairpersons are not required to be members of the Board of Directors but may be chosen from among all active members. Each chairperson will be responsible for appointing the remaining members of their committee. The following committees shall be permanent committees and constituted solely from the membership of Town & Gown:

Bylaws and Policy - Responsible for annual review of all policies and procedures, as well as reviewing the bylaws no less than every five years, and making recommendations related to any and all revisions. The board of directors shall present recommended revisions to the membership prior

to the annual meeting with a vote on the revisions occurring after submission of the revisions at least 1 month prior to the general meeting. The committee shall provide the Secretary with up-to-date copies of these documents.

Buildings & Grounds - Responsible for making recommendations to the board of directors regarding emergency and routine maintenance and in the development of long-range plans for the upgrading of the theatre and outside area.

Finance - Responsible for working in cooperation with the Treasurer to develop the overall budget for Town & Gown and to solicit and coordinate an annual audit with results presented to the board.

Nominating - Responsible for soliciting, accepting, and interviewing individual members to determine their eligibility to sit on the board, per the Policies and Procedures and that wish to be considered as board members at an upcoming vote of the general membership. Additional nominations may be made from the floor, during the general meeting, by members during the General Membership Meeting. The committee is also responsible for determining the total number of board seats to be filled. Any adjustments to the total number of members serving on the board must be approved by a simple majority of the members present at a general meeting. There must be a minimum of five members on this committee, and current committee members cannot be nominated to fill board seats at the next election.

Play Selection - Responsible for soliciting from the membership plays which may be considered for the next season. This committee must include one board member and will review all submissions. The full board of directors shall provide advice and consent on the slate and schedule before it is publicly announced.

Publicity - Responsible for the digital and print promotion and publicizing of Town & Gown, as well as the theatre season and individual productions.

The board shall create other committees as deemed necessary.

Article 8

The educational mission of Town & Gown may be achieved through such activities as children's theatre, workshops, and other theatrically related activities for the membership and the community.

Article 9

Funds of Town & Gown shall be held by the Treasurer and dispersed as directed by the Board of Directors following budget guidelines adopted by the Board of Directors. Funds not dispersed in this manner shall be deposited promptly in financial institution(s) approved by the Board of Directors. The President, Vice President, Treasurer, and Chairperson of the Finance Committee shall serve as signatories on all accounts. The fiscal year for Town & Gown shall begin on August 1st and run through the 31st day of July.

Dues, ticket prices, and donor levels are established by the Finance committee and approved by the board of directors.

Article 10

There shall be an annual audit of the financial records of Town & Gown. It shall be conducted by a professional accounting firm having no affiliation with Town & Gown or any board member seated during the current or immediately preceding fiscal year.

Article 11

The budget for each show shall be set by the finance committee, approved by the board of directors, and spent according to the director's discretion.

Article 12

The seal of Town & Gown shall be comprised of a circular die with the name "Town and Gown" around the outer edge and the word "seal" in the center.

Article 13

These bylaws may be amended by a $\frac{2}{3}$ vote of the members present and voting, so long as a quorum is present; provided that a written copy of the proposed amendment(s) has been presented to the board of directors and read aloud at a general membership meeting one month prior to the actual vote.

Article 14

Any and all previous bylaws of this organization, and all provisions therein, are hereby rescinded by these bylaws.