

## Bylaws

### ARTICLE I NAME AND GENERAL NATURE

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

### ARTICLE II PLACE OF BUSINESS

~~The principal place of business for Town and Gown shall be located in Stillwater, Oklahoma.~~

### ARTICLE III PURPOSE

The purposes of Town and 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 IV MEMBERSHIP

A. The general membership of Town and Gown shall be open to all individuals interested in promoting the purposes of the organization and who meet the requirements ~~set forth below~~ of one of the following categories:

~~B. There shall be three categories of membership. They are as follows:~~

1. ACTIVE MEMBERS - ~~those~~ individuals who have paid their dues and have expressed an interest in community theatre.

2. HONORARY MEMBERS - shall be comprised of:

~~a. Individuals who have been nominated by the Board of Directors and approved by the general membership, based upon exemplary service to Town and Gown and/or the community.~~

~~b. Companies and businesses which have made significant contributions to Town and Gown and/or the community, having been nominated by the Board of Directors and approved by the general membership.~~

~~c. Those individuals (excluding business or companies) who have been named as honorary members shall have all the rights and privileges of active membership, but will be exempt from the payment of dues.~~

3. HONORARY LIFETIME MEMBERS

At its discretion, the Board may nominate any ~~Honorary~~ member for ~~Honorary Lifetime Membership~~ this membership, subject to approval by the general membership.

C. Any person representing Town & Gown or any of its subsidiary ventures in any capacity outside of the primary theater location must be ~~an active or honorary member~~ one of these types of members.

## ARTICLE V MEETINGS

~~A. General membership meetings shall be held on the first Tuesday of each month. Any changes in this schedule shall be announced to the membership by the Board of Directors no less than two weeks prior to the regularly scheduled meeting. A proposed agenda shall be published no later than two days after the immediately preceding Board meeting.~~

~~B. The Secretary of Town & Gown or his or her designee shall record minutes of all general membership and Board meetings.~~

~~C. The May meeting of the general membership shall be designated as the "Annual Meeting" of Town and Gown and will be held for the purpose of electing members of the Board of Directors and for the transaction of any other business as required. Only those members who were Active members as of the date of the immediately preceding April membership meeting will be eligible to vote at the May (Annual) meeting.~~

~~1. Following the Annual Meeting and prior to the next general membership meeting, all Members of the Board of Directors, to include the newly elected members, shall meet and select the officers for the next year. The new fiscal year for Town and Gown will begin on August 1<sup>st</sup>.~~

~~D. Special meetings may be called by the President of Town and Gown upon the request of at least ten (10) members (including Individual honorary members). Special meetings may not be scheduled less than two weeks after receipt of the request, in order that all members of the general membership may be notified of the meeting.~~

~~E. Active and Individual honorary members will be eligible to vote at the general membership meetings and at any special meetings of Town and Gown. Non-electoral issues will be decided by a simple majority of the members present and voting so long as a quorum is present.~~

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.

F. A quorum is required for any binding vote and shall consist of ten (10) percent of the active general membership ~~or 15 (fifteen) members, whichever is greater~~, for a general membership meeting; and no less than ~~(4) members~~ 51% of the Board of Directors for meetings of the Board of Directors.

G. The Parliamentary authority for meetings of Town and Gown shall be Robert's Rules of Order.

## ARTICLE VI BOARD OF DIRECTORS

A. The operations of Town and 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).

B. The Board of Directors shall consist of ~~seven (7) members~~ 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, in the following manner: Three members will be elected in year A; two members will be selected in years B and C, with the sequence being repeated every three years. (Thus, a term of membership on the Board shall equal three years).

~~1. Each outgoing board member may nominate a candidate from among active general members to replace him or her on the board at the April general membership meeting. The floor shall remain open for additional nominations during the meeting and close at the call for a vote during the May (Annual) meeting. Qualifying members must be present at the meeting in order to vote. No absentee or proxy votes will be counted.~~

2. If the number of nominees equals the number of open seats, each nominee shall be subject to approval by the general membership via written voice vote. A simple majority will suffice to confirm each candidate. ~~If any candidate is not confirmed by the membership, nominations for the remaining open seat(s) may be taken from the floor and voted upon during the same Annual Meeting.~~

3. 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.

4. ~~The Board Vice President and one other board member~~ 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. ~~The tallying board members must not have nominated a candidate for that year's election.~~

C. 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, may not succeed themselves. Immediate family members may not serve on the Board of Directors at the same time.

D. 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.

E. ~~Any board member who misses three (3) or more of six (6) consecutive Board meetings may be removed from the board by a 2/3 vote of the board. 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 2/3 vote of the active and honorary lifetime members present~~

## ARTICLE VII OFFICERS

A. 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:

1. President - shall preside at all meetings of the organization ~~and~~ shall direct the affairs of the organization, and serve as principal executive officer of the organization. They ~~He/she~~ will appoint new or affirm current ~~all~~ committee chairpersons as needed with the advice and consent of the Board. ~~Committee chairs are not required to be members of the Board but may be chosen from among all active members. Each chairperson will be responsible for appointing the remaining members of his or her committee. It is suggested that each committee include at least one Board member, who may serve as a liaison to the Board.~~ One year of previous Town & Gown board service is required in order to be President.

2. 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.

3. Secretary - ~~shall perform all duties usually appertaining to this Office. He/she~~ shall keep the minutes of all Board and general membership meetings and report these to ~~the general membership at regularly scheduled meetings~~ 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 ~~He/she~~ shall also maintain all correspondence and respond as necessary, including notifications to the board and general membership about upcoming meetings.

4. 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 VIII COMMITTEES

A. 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 and Gown.

~~1. **Box Office Committee** shall staff the Box Office prior to all productions and make recommendations to the Board of Directors and the general membership concerning improvements in policies and procedures for that area.~~

~~2. **Bylaws and Constitution Policy Committee** - shall be convened at the request of the President or at least 10 members, not more than once annually, and shall be responsible for making recommendations related to any and all revisions in the bylaws governing Town and Gown. The Board of Directors shall present recommended revisions to the membership at the April membership meeting, to be discussed and voted upon at the May (Annual) meeting. The Committee shall provide the Secretary with up to date copies of these documents at the April and May meetings. 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 at the annual meeting. The committee shall provide the Secretary with up-to-date copies of these documents.

3. **Buildings and Grounds Committee** - ~~shall be~~ 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 the outside area.

4. **Play Selection Committee** - ~~shall solicit from the membership plays which may be considered for the next season. The committee will review all submissions and make recommendations to the Board of Directors for the following season. Whenever possible, this committee should have a former director as one of its members. All recommendations offered by the committee and the determination of the productions for the next season by the Board should be completed before the next summer show. Members of the Play Selection Committee and/or their immediate family members may not submit selections for the season under consideration. If any Board member or his or her immediate family member has made a submission for the season under consideration, said Board member is barred from any and all discussion or voting by the Board regarding the proposed lineup presented to the Board by the Play Selection Committee.~~ 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 have an opportunity to provide advice and consent on the slate and schedule before it is publicly announced.

~~5. **Productions Committee** - shall provide support for all plays and directors, including lighting, sound and set construction. This committee should be involved in the training of individuals wishing to develop their skills in these areas. Each production shall have a Producer assigned to the Director to act as a liaison to the Productions committee and the Board of Directors. It is recommended that the Producer be a member of the current Board of Directors.~~

6. **Finance Committee** - ~~shall work in cooperation with the Treasurer to review the budgets submitted by directors and to develop the overall budget for Town and Gown.~~ 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.

~~7. **Social and Hospitality Committee** - shall be responsible for planning social and special activities and events of Town and Gown including but not limited to the annual Christmas party.~~

8. **Publicity Committee** - shall be responsible for the digital and print promotion and publicizing of Town and Gown as well as the theatre season and individual productions. ~~It is recommended that the Publicity Committee work closely with the Fundraising Committee to coordinate activities and avoid duplication of effort.~~

~~9. **Costume Committee** - shall maintain the costume room and assist directors with obtaining appropriate costumes for productions. The Chairperson of this committee will also be responsible for recording any costumes loaned to external organizations.~~

~~10. **Fundraising Committee** - shall be responsible for soliciting advertising sales in the programs for all productions as well as sponsorships and other fundraising instruments as may be made available by Town & Gown to potential partners in the community. The Fundraising Committee shall work closely with the Treasurer and the Board of Directors and present an overview of its recent activities at each regular Board meeting.~~

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Nominating - Responsible for soliciting, accepting, and interviewing individuals that wish to be considered as board members at an upcoming vote of the general membership, as well as determining the total number of board seats to be filled. 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.

11. Other committees as deemed necessary by the Board of Directors.

#### ~~ARTICLE IX OKLAHOMA COMMUNITY THEATRE ASSOCIATION AND OTHER THEATRE CONTESTS~~

~~A. The Board of Directors shall seek recommendations from the membership for productions appropriate for the OCTA annual play contest or any other contests Town and Gown may have an interest in entering.~~

~~B. Plays submitted must be from Town and Gown's current or immediately preceding season. C. The Board of Directors, in consultation with the membership will be responsible for the final selection. D. The final selection shall be made no less than thirty days prior to the contest submission deadline.~~

~~E. The director of the selected production shall submit an estimated budget to the Board of Directors prior to the contest submission deadline.~~

#### ARTICLE X EDUCATION

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

#### ARTICLE XI FUNDS

A. Funds of Town and 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 ~~an~~ alternative signatory signatories on all accounts ~~in the absence of the Treasurer.~~

B. The fiscal year for Town and Gown shall begin on August 1st and run through the 31st of July.

~~C. Dues shall be established by the Board of Directors with the approval of the general membership. Ticket Prices and donor levels shall be established by the Board in consultation with the membership.~~ Dues, ticket prices, and donor levels are established by the Finance Committee and approved by the board of directors.

#### ARTICLE XII ANNUAL AUDIT

A. There shall be an annual audit of the financial records of Town and Gown. ~~The results of these audits shall be presented to the general membership.~~ This audit 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 XIII HIRING PROFESSIONALS~~**

~~A. The hiring of any person for any show will be approved by the board on a case-by-case basis. Musicians, musical directors, costumers, light designers, or any position requesting payment will be taken to the board for approval. This decision will be made by the board regardless of the show's budget status.~~

**ARTICLE XIV PRODUCTION BUDGETS**

A. ~~The budget for a non-musical production shall be \$4,000.00. The budget for a musical shall be \$9,000.00. Board approval is required for any extra budgetary expenditure. The Board may review production budget guidelines annually and modify them with the advice and consent of the general membership.~~ 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 XV SEAL**

A. The seal of Town and 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 XVI AMENDMENTS**

A. These bylaws may be amended by a 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 ~~Secretary~~ board of directors and read aloud at a general membership meeting one month prior to the actual vote.

**ARTICLE XVII RECISSIONS**

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